

IMPORTANT NOTICE

In accessing the attached final terms (the "Final Terms") you agree to be bound by the following terms and conditions.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (as amended, the "FSMA") to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

The information contained in the Final Terms may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Final Terms and/or in the Base Prospectus (as defined in the Final Terms) and is not intended for use and should not be relied upon by any person outside those countries and/or to whom the offer contained in the Final Terms is not addressed. **Prior to relying on the information contained in the Final Terms, you must ascertain from the Final Terms and/or the Base Prospectus whether or not you are an intended addressee of the information contained therein.**

Neither the Final Terms nor the Base Prospectus constitutes an offer to sell or the solicitation of an offer to buy securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities law of any such jurisdiction.

The securities described in the Final Terms and the Base Prospectus have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold directly or indirectly within the United States or to, or for the account or benefit of, U.S. persons or to persons within the United States of America (as such terms are defined in Regulation S under the Securities Act ("Regulation S")). The securities described in the Final Terms will only be offered in offshore transactions to non-U.S. persons in reliance upon Regulation S.

Final Terms dated 2 February 2023

NORDEA BANK ABP
Legal entity identifier (LEI): 529900ODI3047E2LIV03
Issue of Bear Certificate
under the Programme for the
Issuance of Warrants and Certificates

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (b) below, any offer of Instruments in any Member State of the European Economic Area will be made pursuant to an exemption under the EU Prospectus Regulation, from the requirement to publish a prospectus for offers of the Instruments. Accordingly any person making or intending to make an offer of the Instruments may only do so:

- (a) in circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer; or
- (b) in those Public Offer Jurisdictions mentioned in Paragraph 7 of Part B below, provided such person is one of the persons described in Paragraph 7 of Part B below and which satisfies the conditions set out therein and that such offer is made during the Offer Period specified for such purpose therein.

The Issuer has not authorised, and it does not authorise, the making of any offer of Instruments in any other circumstances. The expression "**EU Prospectus Regulation**" means Regulation (EU) 2017/1129.

The Base Prospectus referred to below is valid until and including 15 December 2023. The succeeding base prospectus relating to the Programme shall be made available for viewing during normal business hours at, and copies may be obtained from, the principal office of the Issuer at Satamaradankatu 5, FI-00020 Nordea, Helsinki, Finland and from www.nordea.no.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the base prospectus dated 16 December 2022 which constitute a base prospectus (the "**Base Prospectus**") for the purposes of the EU Prospectus Regulation. This document constitutes the Final Terms of the Instruments described herein for the purposes of the EU Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all relevant information. A summary of the Instruments is annexed to these Final Terms. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing during normal business hours at, and copies may be obtained from, the principal office of the Issuer at Satamaradankatu 5, FI-00020 Nordea, Helsinki, Finland and from www.nordea.no.

I. GENERAL TERMS

1.

- | | | |
|-------|-------------------------|----------------|
| (i) | Instrument Type: | Certificate |
| (ii) | Type of Warrant: | Not Applicable |
| (iii) | Type of Market Warrant: | Not Applicable |
| (iv) | Type of Turbo Warrant: | Not Applicable |
| (v) | Type of Quanto Warrant: | Not Applicable |

	(vi)	Type of Mini Future/ Unlimited Turbo:	Not Applicable
	(vii)	Type of Certificate:	Bear Certificate
	(viii)	FX Underlying:	Not Applicable
2.	(i)	Series Number:	2023: S6N NO
	(ii)	Tranche Number:	1
	(iii)	Date on which the Instruments become fungible:	Not Applicable
3.		Currency:	NOK
4.		Number of Instruments	
	(i)	Series:	As set out in the table in Part B of these Final Terms
	(ii)	Tranche:	As set out in the table in Part B of these Final Terms
5.		Issue Price:	NOK 100 per Instrument
6.		Issue Date:	3 February 2023
7.		Settlement Date:	No later than 10 Business Days after the Expiration Date or, if earlier, the occurrence of an Early Expiration Event or Stop Loss Event.
8.		Business Day Convention:	Following Business Day Convention unadjusted
9.		Exchange Business Day Convention:	Following Business Day Convention
10.		Scheduled Trading Day:	As specified in the Conditions

II. PROVISIONS RELATING TO INTEREST OR YIELD NOT APPLICABLE

Items 11 to 64 have been intentionally omitted

III. PROVISIONS RELATING TO SETTLEMENT

65.	Expiration Date:	Expiration Date Determination
66.	Number of Expiration Date Business Days:	5
67.	Initial Price:	NOK 100
68.	Initial Price Determination Period:	Not Applicable
69.	Initial Price Determination Date(s):	Not Applicable
70.	Closing Price:	The Reference Price on the Closing Price Determination Date
71.	Closing Price Determination Date(s):	Closing Date Determination
72.	Closing Price following Early Expiration Event:	Condition 6(d) is Not Applicable

73.	Closing Price following Stop Loss Event:	Condition 6(i) is Applicable
74.	Number of Closing Date Business Days:	5
75.	Strike Price:	Not Applicable
76.	Strike Price Determination Period:	Not Applicable
77.	Strike Price Determination Date(s):	Not Applicable
78.	Financing Level:	Not Applicable
79.	Financing Level Calculation Date:	Not Applicable
80.	Redemption Price:	Not Applicable
81.	Base Rate:	NIBOR
	• Base Rate Floor:	Not Applicable
82.	Reuter's Relevant Screen Page:	NOWA=
83.	Base Rate Margin:	As specified in the table in Part B of these Final Terms
84.	Day Calculation Method	Actual/365 (Fixed)
85.	Redemption Price Start:	Not Applicable
86.	Reference Price Determination Method:	Official Closing
87.	Reference Price:	As determined in accordance with paragraph (i) of the definition of "Reference Price"
88.	Reference Price Determination Date(s):	Not Applicable
89.	Reference Price Determination Period:	Not Applicable
90.	Valuation Date:	Each Scheduled Trading Day during the term of the Instrument
91.	Valuation Time:	As set out in the Conditions
92.	Multiplier:	Not Applicable
93.	Underlying Amount:	Not Applicable
94.	Participation Rate:	Not Applicable
95.	Leverage Factor:	. As specified in the table in Part B of these Final Terms
96.	Early Expiration Event:	Applicable
97.	Nordnet Termination Event:	Condition 6(j) is Applicable
98.	Commencement of observation of Early Expiration Event:	Commencement Date
99.	Number of Trading Hours:	3 hours
100.	Initial Translation Rate:	Not Applicable
101.	Translation Rate:	Not Applicable
	• Cross Rate:	Not Applicable
	• Crossing Currency:	Not Applicable
102.	Exchange Rate Reference Source:	Not Applicable

103.	Exchange Rate Reference Time:	Not Applicable
104.	Settlement Amount Cap:	Not Applicable
105.	Settlement Amount Floor:	Not Applicable
106.	Dividend Coupon:	Not Applicable
107.	Dividend Coupon Date(s):	Not Applicable
108.	Dividend Reinvestment:	Not Applicable
109.	Dividend Reinvestment Date(s):	Not Applicable
110.	Material Price Movement:	Not Applicable
111.	Material Price Percentage:	Not Applicable
112.	Max Level:	Not Applicable
113.	Barrier Level(s):	As specified in the table in Part B of these Final Terms
114.	Determination Date(s):	Not Applicable
115.	Barrier Reference Price:	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date
116.	Observation Day for Barrier Level(s):	Continuous Observation
	(i) Observation Start Date:	Commencement Date
	(ii) Observation End Date:	Expiration Date
117.	Administration Fee:	0,59%
118.	Maximum Administration Fee:	Not Applicable
119.	Initial Accumulated Value:	The Initial Price
120.	Accumulated Value Calculation Day:	Each Scheduled Trading Day during the Accumulated Value Calculation Period
121.	Stop Loss Event:	As specified in the table in Part B of these Final Terms
122.	Stop Loss Level:	As specified in the table in Part B of these Final Terms
123.	Stop Loss Reference Price:	As specified in the table in Part B of these Final Terms
124.	Stop Loss Rollover Date(s):	As specified in the table in Part B of these Final Terms
125.	Stop Loss Buffer:	As specified in the table in Part B of these Final Terms
	• Maximum Stop Loss Buffer:	As specified in Part B of these Final Terms
126.	Stop Loss Observation Period:	As specified in the table in Part B of these Final Terms

IV. EARLY REDEMPTION

APPLICABLE

127.	Application for Redemption:	Applicable
128.	Redemption Date(s):	The third Friday in March, June, September and December each year or, if such day is not a Business Day, the next following Business Day.
129.	Number of Redemption Business Days:	5

130.	Redemption Fee:	2.00 per cent. of the Settlement Amount
131.	Specific Early Redemption:	Applicable
132.	Redemption Price:	As set out in the Conditions

V. PROVISIONS APPLICABLE TO DISRUPTION, ADJUSTMENTS AND OTHER EXTRAORDINARY EVENTS

133.	Change in Law:	As set out in the Conditions
134.	Increased Costs of Hedging:	As set out in the Conditions
135.	Hedging Disruption:	As set out in the Conditions
136.	Market Disruption:	As set out in the Conditions
137.	Commodity Disruption:	As set out in the Conditions
138.	Currency Disruption:	As set out in the Conditions
	• Minimum Amount:	Not Applicable
139.	Fund Event:	As set out in the Conditions
140.	Changed Calculation:	As set out in the Conditions
141.	Corrections:	As set out in the Conditions
142.	Correction Commodity:	As set out in the Conditions
143.	Correction Currency:	As set out in the Conditions
144.	Extraordinary Events:	As set out in the Conditions
145.	Interest Rate Fallback:	As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

146.	Form of Instruments:	Norwegian Instruments The Instruments are Norwegian Instruments in uncertificated and dematerialised book entry form.
147.	Calculation Agent:	Nordea Bank Abp
148.	Relevant Benchmark:	NOWA (Norwegian Overnight Weighted Average, in Norway) is provided by Norges Bank. As at the date hereof, Norges Bank does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011, as amended.
149.	Governing Law:	Norwegian Law

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue of the Instruments described herein pursuant to the Programme for the Issuance of Warrants and Certificates of Nordea Bank Abp.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these the Final Terms.

Signed on behalf of Nordea Bank Abp:

By:

Duly authorised

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application has been made by the Issuer (or on its behalf) for the Instruments to be admitted to the official list and to trading on the Nasdaq First North Sweden with effect from the Issue Date.

Commencement Date: The Issue Date

Listing Currency: NOK

Trading Lot: One (1) Certificate constitutes one (1) Trading Lot

2. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

In connection with the issuance and offer of the Instruments, the Issuer will make use of the marketing and customers support services of Nordnet Bank ("**Nordnet**"). The Issuer will compensate Nordnet for such services.

In addition, the Issuer has entered into an agreement with Nordnet (the "**Nordnet Agreement**") under the terms of which Nordnet will make the Instruments available on Nordnet's online trading platform. Nordnet will receive compensation under the agreement.

3. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: The net proceeds of the issue of the Instruments will be used for the general banking and other corporate purposes of the Issuer and the Nordea Group.
- (ii) Estimated net proceeds: The net proceeds will be determined on the basis of the number of Instruments sold during the Offer Period multiplied by the relevant Offer Price, net of any applicable fees and expenses.

4. **INITIAL PRICE**

Instrument Trading Code/ ISIN	Initial Price
BEAR AUTX3 NONN1 /NO0012823501	100 NOK
BEAR DNOX3 NONN3 /NO0012823022	100 NOK
BEAR FROX3 NONN2 /NO0012823063	100 NOK
BEAR GOG X3 NONN /NO0012823097	100 NOK
BEAR KAHX3 NONN3 /NO0012823121	100 NOK
BEAR KOG X3 NONN /NO0012823147	100 NOK
BEAR NELX3 NONN3 /NO0012823196	100 NOK
BEAR NOD X3 NONN /NO0012823246	100 NOK
BEAR PGS X3 NONN	100 NOK

/NO0012823303	
BEAR RECX3 NONN3 /NO0012823337	100 NOK
BEAR SUBCX3NONN3 /NO0012823386	100 NOK
BEAR TSLAX3NONN4 /NO0012823550	100 NOK
BEAR TSLAX4NONN1 /NO0012827338	100 NOK
BEAR TSLAX5NONN1 /NO0012827320	100 NOK
BEAR ZAP X3 NONN /NO0012823477	100 NOK

5. PERFORMANCE INFORMATION CONCERNING THE UNDERLYING ASSET(S)

Instrument Trading Code/ISIN	Underlying Asset(s) / Issuer	Underlying Asset ISIN	Number of Instruments	Barrier level	Multiplier	Leverage Factor	Base Rate Margin	Reference Price and Currency	Reference Source	Stop Loss Event:	Stop Loss Level:	Stop Loss Reference Price:	Stop Loss Rollover Date(s):	Stop Loss Buffer / Maximum Stop Loss Buffer	Stop Loss Observation Period:
BEAR AUTX3 NONN1 / NO00128235 01	AUTO TRADER GROUP PLC	GB00BYYV FW23	10 000 000	133,3%	1/1	-3,00	7,50%	GBP	London Stock Exchange (international)	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date
BEAR DNOX3 NONN3 / NO00128230 22	DNO	NO00039210 09	10 000 000	133,3%	1/1	-3,00	6,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date

											Conditions.				
BEAR FROX3 NONN2 / NO00128230 63	Frontline Ltd/Bermuda	CY02003521 16	10 000 000	133,3%	1/1	-3,00	7,50%	NOK	Oslo Bors	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencem ent Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date
BEAR GOG X3 NONN / NO00128230 97	Golden Ocean Group Limited	BMG396372 051	10 000 000	133,3%	1/1	-3,00	7,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencem ent Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date

BEAR KAHX3 NONN3 / NO00128231 21	Kahoot! AS	NO00108231 31	10 000 000	133,3%	1/1	-3,00	26,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date
BEAR KOG X3 NONN / NO00128231 47	Kongsberg Gruppen	NO00030433 09	10 000 000	133,3%	1/1	-3,00	26,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date
BEAR NELX3 NONN3 / NO00128231 96	NEL ASA	NO00100812 35	10 000 000	133,3%	1/1	-3,00	26,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying	All of the most recent transaction prices during continuous trading listed on a	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration

											Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	Reference Source, commencing on the Commencement Date up to and including the Expiration Date			Date
BEAR NOD X3 NONN / NO00128232 46	Nordic Semiconductor	NO00030555 01	10 000 000	133,3%	1/1	-3,00	26,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date
BEAR PGS X3 NONN / NO00128233 03	Petroleum Geo-Services	NO00101991 51	10 000 000	133,3%	1/1	-3,00	26,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date

											the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	including the Expiration Date			
BEAR RECX3 NONN3 / NO00128233 37	REC Silicon	NO00101126 75	10 000 000	133,3%	1/1	-3,00	26,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date
BEAR SUBCX3NO NN3 / NO00128233 86	Subsea 7	LU00756463 55	10 000 000	133,3%	1/1	-3,00	7,50%	NOK	Oslo Børs	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date

											as specified in the Conditions.				
BEAR TSLAX3NO NN4 / NO00128235 50	Tesla	US88160R10 14	15 000 000	133,3%	1/1	-3,00	26,50%	USD	NASDAQ Global Select	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date
BEAR TSLAX4NO NN1 / NO00128273 38	Tesla	US88160R10 14	15 000 000	125%	1/1	-4,00	33,50%	USD	NASDAQ Global Select	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	21,25%/ 25%	The period from and including Issue Date to and including Expiration Date

BEAR TSLAX5NO NN1 / NO00128273 20	Tesla	US88160R10 14	15 000 000	120%	1/1	-5,00	44,50%	USD	NASDAQ Global Select	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	17%/ 20%	The period from and including Issue Date to and including Expiration Date
BEAR ZAP X3 NONN / NO00128234 77	Zaptec AS	NO00107139 36	10 000 000	133,3%	1/1	-3,00	26,50%	NOK	Oslo Bors	Applicable	The product of the most recent official closing price for the Underlying Asset quoted on the Reference Source and the result obtained by subtracting the Stop Loss Buffer from 100% or Adding the Stop Loss Buffer to 100%, as specified in the Conditions.	All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Commencement Date up to and including the Expiration Date	Each Scheduled Trading Day	28%/ 33,3%	The period from and including Issue Date to and including Expiration Date

The Issuer does not intend to provide post-issuance information.

The information below comprises extracts from, or summaries of, information which is in the public domain. The Issuer assumes responsibility for the information being correctly reproduced. However, the Issuer has not conducted any independent verification of the information and assumes no liability for the information being correct.

Underlying Asset's designation	AUTO TRADER GROUP PLC
Issuer of Underlying Asset:	AUTO TRADER GROUP PLC
Additional information regarding the issuer:	Additional information about the issuer is available on: www.autotrader.co.uk
Market(s) on which Underlying Asset(s) is/are admitted to trading:	London Stock Exchange (international)
Underlying Asset's designation	DNO
Issuer of Underlying Asset:	DNO
Additional information regarding the issuer:	Additional information about the issuer is available on: www.dno.no
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Frontline Ltd/Bermuda
Issuer of Underlying Asset:	Frontline Ltd/Bermuda
Additional information regarding the issuer:	Additional information about the issuer is available on: www.frontline.bm
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Golden Ocean Group Limited
Issuer of Underlying Asset:	Golden Ocean Group Limited
Additional information regarding the issuer:	Additional information about the issuer is available on: www.goldenocean.no
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Kahoot! AS

Issuer of Underlying Asset:	Kahoot! AS
Additional information regarding the issuer:	Additional information about the issuer is available on: www.kahoot.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Kongsberg Gruppen
Issuer of Underlying Asset:	Kongsberg Gruppen
Additional information regarding the issuer:	Additional information about the issuer is available on: www.kongsberg.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	NEL ASA
Issuer of Underlying Asset:	NEL ASA
Additional information regarding the issuer:	Additional information about the issuer is available on: www.nel-hydrogen.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Nordic Semiconductor
Issuer of Underlying Asset:	Nordic Semiconductor
Additional information regarding the issuer:	Additional information about the issuer is available on: www.nordicsemi.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Petroleum Geo-Services
Issuer of Underlying Asset:	Petroleum Geo-Services
Additional information regarding the issuer:	Additional information about the issuer is available on: www.pgs.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs

Underlying Asset's designation	REC Silicon
Issuer of Underlying Asset:	REC Silicon
Additional information regarding the issuer:	Additional information about the issuer is available on: www.recsilicon.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Subsea 7
Issuer of Underlying Asset:	Subsea 7
Additional information regarding the issuer:	Additional information about the issuer is available on: www.subsea7.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs
Underlying Asset's designation	Tesla
Issuer of Underlying Asset:	Tesla
Additional information regarding the issuer:	Additional information about the issuer is available on: www.tesla.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	NASDAQ Global Select
Underlying Asset's designation	Zaptec AS
Issuer of Underlying Asset:	Zaptec AS
Additional information regarding the issuer:	Additional information about the issuer is available on: www.zaptec.com
Market(s) on which Underlying Asset(s) is/are admitted to trading:	Oslo Børs

6. OPERATIONAL INFORMATION

ISIN Code:	As specified in the table above
Common Code:	Not Applicable
Clearing system(s):	Euronext VPS

Name and address of additional Paying Agent: Not applicable

Market Maker: Nordea

7. DISTRIBUTION

Public Offer: The Issuer consents to the use of the Base Prospectus in connection with a Public Offer of the Instruments during the period from and including the date of these Final Terms to and including the Expiration Date (the "**Offer Period**") by Nordnet in Norway ("**Public Offer Jurisdictions**"), for so long as it is authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2014/65/EU, as amended).

Prohibition of Sales to EEA Retail Investors: Not Applicable

Prohibition of Sales to UK Retail Investors: Applicable

Offer Price: Not Applicable. The Instruments will initially be created and held by the Issuer for its own account, in order that they are available for resale to prospective investors from time to time. The Instruments will be offered for purchase over the relevant securities exchange at the price that is the official price quoted on the securities exchange from time to time.

Expenses included in the Offer Price: Not Applicable

Conditions to which the offer is subject: Not Applicable

Description of the application process: Prospective investors should purchase Instruments through an intermediary that is a direct or indirect member of the relevant securities exchange where the Instruments are admitted to trading.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable. Instruments will be offered for purchase over the relevant securities exchange and there will be no offer for subscription.

Details of the minimum and/or maximum amount of application: Not Applicable

Details of the method and time limits for paying up and delivering the Instruments: Not Applicable. Purchases of Instruments will be settled in accordance with the standard procedures of the relevant settlement system.

Manner in and date on which results of the offer are to be made public: Not Applicable. Instruments will be made available for sale on a continuing basis and therefore may be purchased at any time throughout their life and at a variety of different prices depending on prevailing market conditions at the time of purchase.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable

Categories of potential investors to which the Instruments are offered and whether tranche(s) have been: Not Applicable

reserved for certain countries:

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable. Instruments will be offered for purchase over the relevant securities exchange and therefore the Issuer will not provide notification of allotments.
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Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
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Name(s) and address(es), to the extent known to the Issuer, of the Authorised Offerors in the various countries where the offer takes place.	Nordnet. Alströmergatan 39, 112 47 Stockholm, Sweden
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U.S. FEDERAL INCOME TAX CONSIDERATIONS

The Instruments are not subject to U.S. federal withholding tax under Section 871(m) of the Internal Revenue Code of 1986, as amended.

ANNEX TO THE FINAL TERMS – SUMMARY OF THE ISSUE

PROSPECTUS SUMMARY: BEAR CERTIFICATE - 2023: S6N NO ISSUED BY NORDEA BANK ABP
UNDER ITS PROGRAMME FOR THE ISSUANCE OF
WARRANTS AND CERTIFICATES

1. Introduction and Warnings

- (a) The names and ISINs of the securities to be issued pursuant to these Final Terms are set out in the table below:

<u>Title of Instruments</u>	<u>ISIN</u>
BEAR AUTX3 NONN1	NO0012823501
BEAR DNOX3 NONN3	NO0012823022
BEAR FROX3 NONN2	NO0012823063
BEAR GOG X3 NONN	NO0012823097
BEAR KAHX3 NONN3	NO0012823121
BEAR KOG X3 NONN	NO0012823147
BEAR NELX3 NONN3	NO0012823196
BEAR NOD X3 NONN	NO0012823246
BEAR PGS X3 NONN	NO0012823303
BEAR RECX3 NONN3	NO0012823337
BEAR SUBCX3NONN3	NO0012823386
BEAR TSLAX3NONN4	NO0012823550
BEAR TSLAX4NONN1	NO0012827338
BEAR TSLAX5NONN1	NO0012827320
BEAR ZAP X3 NONN	NO0012823477

- (b) The Issuer is Nordea Bank Abp and the Issuer's legal entity identifier is 529900OD13047E2L1V03. The Issuer's address is Satamaradankatu 5 FI-00020 Nordea, Helsinki, Finland.
- (c) The Issuer is the offeror in respect of the Instruments and the person applying for admission of the Instruments to trading on Nasdaq First North Sweden. The Issuer has consented to the Instruments being made available on Nordnet's online trading platform.
- (d) The competent authority approving the Base Prospectus for the Programme and the Instruments is the Central Bank of Ireland, whose address is at New Wapping Street, North Wall Quay, Dublin 1, Ireland.
- (e) The Base Prospectus was approved on 16 December 2022.

Warning to Investors:

This summary should be read as an introduction to the Base Prospectus; any decision to invest in the securities should be based on a consideration of the Base Prospectus as a whole by the investor; the investor could lose all or part of the invested capital; where a claim relating to the information contained in a Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated; civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Base Prospectus, or where it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such securities.

You are about to purchase a product that is not simple and may be difficult to understand.

2. Key Information on the Issuer

Who is the Issuer of the Securities?

- (a) The Issuer, Nordea Bank Abp, is a public limited liability company organised under the laws of Finland. Nordea Bank Abp, was registered with the Finnish Trade Register on 27 September 2017. The Issuer's legal entity identifier is 529900ODI3047E2LIV03.
- (b) According to Article 3 of Nordea Bank Abp's articles of association, as a commercial bank Nordea Bank Abp engages in business activities that are permitted to a deposit bank pursuant to the Finnish Act on Credit Institutions. Nordea Bank Abp provides investment services and performs investment activities pursuant to the Finnish Act on Investment Services. Further, in its capacity as parent company, Nordea Bank Abp attends to and is responsible for overall functions in the Nordea Group, such as management, supervision, risk management and staff functions.
- (c) The following table sets forth information relating to the Issuer's five largest shareholders as at the end of November 2022:

	Number of shares (million)	Per cent of shares and votes
BlackRock	198.2	5.2
Cevian Capital	N/A	4.9 ⁽¹⁾
Nordea-fonden	158.2	4.3
Norges Bank	137.2	3.5
Vanguard	123.6	3.4

1) Latest disclosed to the Issuer.

- (d) The following table sets forth, for each member of the board of directors of the Issuer, his or her year of birth and the year of his or her initial appointment to the board of directors:

	Year of birth	Board member since	Position
Stephen Hester	1960	2022	Chair
Torbjörn Magnusson	1963	2018	Vice Chair
Petra van Hoeken	1961	2019	Member
Robin Lawther	1961	2014	Member
John Maltby	1962	2019	Member
Lene Skole	1959	2022	Member
Birger Steen	1966	2015	Member
Jonas Synnergren	1977	2020	Member
Arja Talma	1962	2022	Member
Kjersti Wiklund	1977	2022	Member

- (e) The auditors of the Issuer are PricewaterhouseCoopers Oy.

What is the Key Financial Information Regarding the Issuer?

	Year ended 31 December	
	2020	2021
	(Audited) (EUR million)	
Income Statement		
Total operating income.....	8,466	9,620
Net loan losses.....	(908)	(118)
Net profit for the year	2,265	3,831
Balance Sheet		
Total assets	552,160	570,353
Total liabilities.....	518,420	536,850
Total equity.....	33,740	33,503
Total liabilities and equity	552,160	570,353
Cash Flow Statement		
Cash flow from operating activities before changes in operating assets and liabilities	4,050	6,440
Cash flow from operating activities.....	(1,343)	17,592
Cash flow from investing activities	(1,010)	(380)
Cash flow from financing activities.....	(2,646)	(4,931)
Cash flow for the year	(4,999)	12,281
Change	(4,999)	12,281

What are the Key Risks Specific to the Issuer?

The global coronavirus outbreak, which has negatively impacted the economies exposed to the outbreak, could have a material adverse effect on the Nordea Group's business, financial condition and results of operations and adversely affect the Nordea Group's ability to access capital and liquidity: The outbreak of COVID 19 (also commonly referred to as the "coronavirus") spread globally in the first half of 2020 and has disrupted various markets and has resulted in significant uncertainty about the development of the economies affected by the outbreak both in Europe and elsewhere. The majority of the Nordea Group's operations are concentrated in the Nordic countries that have been, and are expected to continue to be, exposed to the coronavirus outbreak in a similar manner as a number of other European countries. The Nordea Group has been, and may continue to be, affected by the coronavirus outbreak through its direct and indirect impact on the customers, counterparties, employees and other stakeholders of the Nordea Group, both in the Nordic countries and elsewhere, as a result of, among others, public health measures, such as business closings and restrictions on travel and gatherings. There can also be no assurances that the adverse impact of the coronavirus outbreak will not lead to a tightening of liquidity conditions or funding uncertainty, or adversely affect the credit ratings assigned to Nordea or its

subsidiaries. New regulatory requirements may also be introduced in the future to address any liquidity concerns or other adverse effects the coronavirus outbreak may have on the financial sector, and financial institutions, such as the Nordea Group, could also become subject to related heightened supervisory demands. Any future adverse consequences related to the coronavirus outbreak not yet known, could have a material adverse effect on the Nordea Group's business, financial condition and results of operations and adversely affect the Nordea Group's ability to, among others, meet its financial targets or access capital and liquidity on financial terms acceptable to the Nordea Group.

Negative economic developments and conditions in the markets in which the Nordea Group operates can adversely affect the Nordea Group's business and results of operations: The Nordea Group's performance is significantly influenced by the general economic conditions in the Nordic markets (Denmark, Finland, Norway and Sweden). Development of the economic conditions in other markets where the Nordea Group currently operates can also affect the Nordea Group's performance. Economic developments have affected and may continue to affect the Nordea Group's business in a number of ways, including, among others, the income, wealth, liquidity, business and/or financial condition of the Nordea Group's customers, which, in turn, could further reduce the Nordea Group's credit quality and demand for the Nordea Group's financial products and services.

The Nordea Group is exposed to market price risk: The Nordea Group's customer-driven trading operations and its treasury operations (where the Nordea Group holds investment and liquidity portfolios for its own account) are the key contributors to market price risk in the Nordea Group. To the extent volatile market conditions persist or recur, the fair value of the Nordea Group's bond, derivative and structured credit portfolios, as well as other classes, could fall more than estimated, and therefore cause the Nordea Group to record write-downs. In addition, because the Nordea Group's trading and investment income depends to a great extent on the performance of financial markets, volatile market conditions could result in a significant decline in the Nordea Group's trading and investment income, or result in a trading loss, which, in turn, could have a material adverse effect on the Nordea Group's business, financial condition and results of operations.

The Nordea Group is subject to extensive regulation that is subject to change: Companies active in the financial services industry, including the Nordea Group, operate under an extensive regulatory regime. The Nordea Group is subject to laws and regulations, administrative actions and policies as well as related oversight from the local regulators in each of the jurisdictions in which it has operations. The Nordea Group is also under the direct supervision and subject to the regulations of the European Central Bank, as a result of the size of its assets. Regulatory developments or any other requirements, restrictions, limitations on the operations of financial institutions and costs involved, or unexpected requirements under, or uncertainty with respect to, the regulatory framework to be applied to the Nordea Group, could have a material adverse effect on the Nordea Group's business, financial condition and results of operations.

Liquidity risk is inherent in the Nordea Group's operations. Liquidity risk is the risk that the Nordea Group will be unable to meet its obligations as they fall due or meet its liquidity commitments only at an increased cost. A substantial portion of the Nordea Group's liquidity and funding requirements is met through reliance on customer deposits, as well as ongoing access to wholesale funding markets, including issuance of long-term debt market instruments, such as covered bonds. The volume of these funding sources, in particular long-term funding, may be constrained during periods of liquidity stress. Turbulence in the global financial markets and economy may adversely affect the Nordea Group's liquidity and the willingness of certain counterparties and customers to do business with the Nordea Group, which may result in a material adverse effect on the Nordea Group's business and results of operations.

3. Key Information on the Securities

What are the Main Features of the Securities?

<u>Type and Class of</u>	<u>ISIN</u>	<u>Currency</u>	<u>Number of</u>	<u>Expiration Date</u>
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<u>Instruments</u>			<u>Instruments</u>	
Bear Certificate on shares	NO0012823501	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823022	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823063	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823097	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823121	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823147	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823196	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823246	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823303	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823337	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823386	NOK	10 000 000	Open ended
Bear Certificate on shares	NO0012823550	NOK	15 000 000	Open ended
Bear Certificate on shares	NO0012827338	NOK	15 000 000	Open ended
Bear Certificate on shares	NO0012827320	NOK	15 000 000	Open ended
Bear Certificate on shares	NO0012823477	NOK	10 000 000	Open ended

- (a) **Bear Certificate:** the return of the Instruments depends on the performance of the underlying asset. The price of the Instruments will be adjusted for dividends in the underlying asset. The performance of the Instruments will be the reversed daily performance of the underlying asset multiplied by the predefined leverage. This means that the price of the Instruments increases when the price of the underlying asset decreases, and decreases when the price of the underlying asset increases. Currency fluctuations will also affect the performance of the investment. If the positive performance, on one single day, reaches or is above the stop loss buffer, the Instruments will terminate and part of or all your amount invested will be lost.. Or, if a stop loss buffer is specified, then if the positive performance, on one single day, multiplied by the leverage is 100 or higher, the Instruments will terminate and all amount invested will be lost.
- (b) By investing in the Instruments, an investor will be assuming the risk that the Issuer will not be able to make payments on the securities in accordance with their terms. On an insolvency of the Issuer, there is a risk that the investors may lose some or all of their investment. The Instruments constitute unsecured and unsubordinated obligations of the Issuer and rank *pari passu* without any preference among themselves and at least *pari passu* with all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future. The Instruments could also be subject to the bail-in power in the event of a resolution of the Issuer under directive 2014/59/EU, as implemented in Finland, and may be written down or converted into other securities (including ordinary shares) if the resolution authority determines that this is necessary in order to restore the viability of the Issuer.
- (c) The Instruments are freely transferable by their terms, although the Base Prospectus summarises certain legal restriction on the offers and sales of Instruments in certain jurisdictions.

Where will the Securities be Traded?

Application has been made for the Instruments to be admitted to listing on Nasdaq First North Sweden and to trading on Nasdaq First North Sweden effective as of the Issue Date.

What are the Key Risks that are Specific to the Securities?

Complexity of the product – The yield structure for the Instruments is sometimes complex and may contain mathematical formulae or relationships which, for an investor, may be difficult to understand and compare with other investment alternatives. It should be noted that the relationship between yield and risk may be difficult to assess.

Leverage Risks – due to the structure of the Instruments, the performance of the underlying asset will affect the price of the Instrument and may lead to larger profits or losses on invested capital than if the investment had been made directly in the underlying asset. This is normally expressed by saying that the Instruments have a leverage effect compared with an investment in the underlying asset, i.e. a change in price (both upwards and downwards) of the underlying asset results, in percentage terms, in a greater change in the value of the Instruments. Consequently, the risk associated with an investment in such Instruments is greater than with an investment in the underlying asset. Such Instruments may become worthless.

There may be no active trading market for the Instruments - The Instruments will be new securities which may not be widely distributed and/or may be unlisted and, even if listed, may not have an active trading market. The lack of an active trading market may result in reduced liquidity for the Instruments, with the result that the investor may have to hold such Instruments until they are redeemed. Holders of Instruments should be aware that the secondary market for the Instruments and instruments of this kind may be illiquid due to, among other things, the disruptions and volatility in the global financial markets that have continued through recent years. Holders of Instruments should also be aware that inflation could have an adverse effect on the value of the relevant Instruments (including, without limitation, capital protected Instruments), including where the return on the Instruments is below the level of the relevant inflation rate(s).

Performance of the underlying assets – under the terms of the Instruments, the holders are entitled to yield and payment of any applicable settlement amount, depending on the performance of one or more underlying assets and the applicable yield structure. The performance of the Instruments is affected by the value of the underlying assets at specific points in time during the term of the Instruments, the intensity of fluctuations in the prices of the underlying assets, expectations regarding future volatility, market interest rates, and expected dividends on the underlying assets. In some circumstances the investor may lose all of their invested amount.

Automatic early redemption – The Instruments may be redeemed automatically if certain conditions are met, typically referred to as a "knock". In some circumstances, this may result in a loss of part, or all, an investor's future coupon or interest payments in respect of the Instruments. Because certain costs and expenses are deducted from the issue price, an early redemption of the Instruments may also result in proportionately higher expenses.

Risks relating to market disruption and extraordinary events - underlying assets may be affected by disruption to their normal trading markets, or extraordinary events such as delisting, nationalisation, bankruptcy, liquidation or dilutive events affecting the relevant underlying asset. For all Instruments, events such as changes in the law or increased costs for risk management may arise. If so, the Issuer may, at its sole discretion, make any adjustments in the composition of the assets and the calculation of the yield or value of Instruments or replace one underlying asset with another underlying asset, as the Issuer deems necessary.

Risks relating to the underlying asset – the return and value of the Instruments will depend on the performance of the Underlying Asset. As the performance of the Instruments are linked to the performance of the Underlying Asset, the investor may risk losing the entire invested amount. The value of an Instrument may, in addition to changes in the price of the Underlying Asset, be impacted by the intensity of the price fluctuations of the Underlying Asset (commonly referred to as volatility), expectations regarding future

volatility, market interest rates and expected dividends or other distributions on the Underlying Asset. Investors should be aware that the market price of the Instruments may be volatile due to the performance of the Underlying Asset, and the amount payable under the Instrument to the investor may be less than the original amount paid for an Instrument, or even zero. Changes in the price of the Underlying Asset may not be directly correlated with the price of the Instrument and a small movement in the value of the Underlying Asset may result in a significant change in the value of the Instrument. The Issuer may not be able to control the price or composition of the Underlying Assets. An investor in an Instrument does not have rights that a direct owner of the Underlying Asset would be entitled to, for example receiving dividends or other payments associated with the holding of the Underlying Asset. If the Underlying Asset(s) is denominated in a currency that is different from the currency of the Instruments, investors in the Instruments are also subject to foreign exchange risk and may suffer significant losses even if the value of the Underlying Asset in its currency of denomination is unchanged or has performed favourably for the investor. Previous foreign exchange rates are not necessarily indicative of future foreign exchange rates.

Risks relating to short exposures – a "long" exposure means that the performance of the Instrument will appreciate when the value of the underlying asset increases. Conversely Instruments that have a "short" exposure, including Bear Certificates, will decline in value where the value of the underlying asset increases. A rise in the value of the underlying asset could therefore result in the investor losing some or all of the invested capital.

Other risks associated with Instruments may relate, inter alia, to changes in interest rates, changes in exchange rates, whether the Issuer is entitled to redeem the Instruments prematurely, the complexity of the financial instruments, fluctuations in relevant indices, other underlying assets or the financial market, and whether repayment is dependent on circumstances other than the credit-worthiness of the Issuer.

4. Key Information on the Offer of Securities to the Public and/or the Admission to Trading on a Regulated Market

Under which Conditions and Timetable can I Invest in this Security?

- (a) A Public Offer of the Instruments will take place in Norway from and including the Listing Date to and including the Expiration Date (the "**Offer Period**"). The Issuer has consented to the Instruments being made available on Nordnet's online trading platform.

The Instruments will initially be created and held by the Issuer for its own account, in order that they are available for resale to prospective investors from time to time. The Instruments will be offered for purchase over the relevant securities exchange at the price that is the official price quoted on the securities exchange from time to time.

- (b) Application has been made for the Instruments to be admitted to listing on Nasdaq First North Sweden and to trading on Nasdaq First North Sweden effective as of Issue Date.
- (c) No expenses are being charged to an investor in the Instruments by the Issuer.

Who is the Offeror and/or the Person Asking for Admission to Trading?

The offeror in respect of the Instruments and the person requesting the admission of the Instruments to trading is the Issuer.

The Instruments may also be offered by Nordnet whom the Issuer has appointed as Authorised Offeror's in respect of the Instruments.

(d) Authorised Offeror	(e) Domicile and Country of Incorporation	(f) Legal Form	(g) Law under which it Operates
(h) Nordnet Bank AB	(i) The Authorised Offeror is	(j) Limited Liability	(k) Swedish Companies Act

(d) Authorised Offeror	(e) Domicile and Country of Incorporation	(f) Legal Form	(g) Law under which it Operates
(Nordnet)	incorporated under the laws of Sweden	Company	2005

(l)

Any investor intending to acquire or acquiring any Instruments from an Authorised Offeror will do so, and offers and sales of the Instruments to an investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between such Authorised Offeror and such Investor including as to price, allocation and settlement arrangements.

Why is this Prospectus Summary Being Produced?

- (a) The Offer is being made to provide funding for the Issuer and offer investors a return linked to the performance of the underlying assets. The net proceeds of the issue of the Instruments will be used for the general banking and other corporate purposes of the Issuer and the Nordea Group.
- (b) The offer of the Instruments is not underwritten.
- (c) Authorised Offerors and other third party distributors may be paid fees in relation to the issue of the Instruments. In connection with the issuance and offer of the Instruments, the Issuer will make use of the marketing and customers support services of Nordnet . The Issuer will compensate Nordnet for such services. In addition, the Issuer has entered into an agreement with Nordnet under the terms of which Nordnet will make the Instruments available on Nordnet's online trading platform. Nordnet will receive compensation under the agreement. Save for the foregoing, so far as the Issuer is aware, no person involved in the issue of the Instruments has an interest material to the offer.

Dette sammendraget er en uoffisiell oversettelse. Investorer må lese og ta til seg den engelske versjonen av sammendraget da denne kan avvike fra den norske oversettelsen

**SAMMENDRAG AV GRUNNPROSPEKT: BEAR CERTIFIKAT - 2023: S6N NO UTSTEDT AV
NORDEA BANK ABP UNDER ENS EMISJONSPROGRAM FOR
WARRANTS OG CERTIFIKATER**

1. Innledning og advarsler

(a) Navn og ISIN til Instrumentene som utstedes i henhold til disse Endelige Vilåårene er angitt i tabellen under:

<u>Navn på Instrumentene</u>	<u>ISIN</u>
BEAR AUTX3 NONN1	NO0012823501
BEAR DNOX3 NONN3	NO0012823022
BEAR FROX3 NONN2	NO0012823063
BEAR GOG X3 NONN	NO0012823097
BEAR KAHX3 NONN3	NO0012823121
BEAR KOG X3 NONN	NO0012823147
BEAR NELX3 NONN3	NO0012823196
BEAR NOD X3 NONN	NO0012823246
BEAR PGS X3 NONN	NO0012823303
BEAR RECX3 NONN3	NO0012823337
BEAR SUBCX3NONN3	NO0012823386
BEAR TSLAX3NONN4	NO0012823550
BEAR TSLAX4NONN1	NO0012827338
BEAR TSLAX5NONN1	NO0012827320
BEAR ZAP X3 NONN	NO0012823477

- (b) Utstederen er Nordea Bank Abp og utstederens LEI-kode er 529900OD13047E2L1V03. Utstederens adresse er Satamaradankatu 5 FI-0020 Nordea, Helsinki, Finland..
- (c) Utstederen er tilbyder av Instrumentene og personen som søker om opptak til handel av Instrumentene på Nasdaq First North Sweden. Utstederen har samtykket til at Instrumentene gjøres tilgjengelige på Nordnets online handelsplattform.
- (d) Vedkommende myndighet som skal godkjenne Grunnprospektet for Programmet og Instrumentene er Central Bank of Ireland med adresse New Wapping Street, North Wall Quay, Dublin 1, Irland..
- (e) Grunnprospektet ble godkjent den 16. desember 2022.

Advarsel til Investorer:

Dette sammendraget skal anses som en introduksjon til Grunnprospektet. Enhver beslutning om å investere i instrumentene bør være basert på en vurdering av Grunnprospektet i sin helhet. Investoren kan tape hele eller deler av den investerte kapitalen. Hvor et krav som vedrører informasjonen som gis i et Grunnprospekt bringes inn for en domstol, kan den saksøkende investoren etter nasjonal rett bli pålagt å dekke kostnadene til oversettelse av Grunnprospektet før søksmålet fremmes til behandling. Bare de personer som har presentert sammendraget og eventuelle oversettelser av sammendraget kan komme i sivilrettslig ansvar, men kun dersom sammendraget er villledende, unøyaktig eller uoverensstemmende når det leses sammen med de andre delene av Grunnprospektet, eller dersom det ikke, når det leses sammen med de andre delene av Grunnprospektet, inneholder nøkkelopplysninger som kan være til hjelp for investorer ved vurderingen av om de vil investere i slike verdipapirer.

Du er i ferd med å kjøpe et produkt som ikke er enkelt og som kan være vanskelig å forstå.

2. Nøkkelopplysninger om Utstederen

Hvem er utstederen av Instrumentene?

- (a) Utstederen, Nordea Bank Abp, er et allmennaksjeselskap organisert under finsk rett. Nordea Bank Abp ble registrert i det finske foretaksregisteret den 27. september 2017. Utstederens LEI-kode er 529900OD13047E2L1V03.
- (b) I henhold til Artikkel 3 i vedtektene til Nordea Bank Abp deltar Nordea Bank Abp, som forretningsbank, i forretningsvirksomhet som er tillatt for en innskuddsbank i medhold av den finske loven om kredittinstitusjoner. Nordea Bank Abp yter investeringstjenester og utfører investeringsvirksomhet i medhold av den finske loven om investeringstjenester. I tillegg tar Nordea Bank Abp seg av og er ansvarlig for, i egenskap av å være morselskap, de overordnede funksjonene i Nordea-konsernet, slik som administrasjon, tilsyn, risikostyring og stabsfunksjoner.
- (c) Den følgende tabellen viser informasjon vedrørende Utstederens fem største aksjeeiere ved utgangen av november 2022:

	Antall aksjer (millioner)	Prosent av aksjer og stemmer
BlackRock	198,2	5,2
Cevian Capital	N/A	4,9 ¹⁾
Nordea-fonden	158,2	4,3
Norges Bank	137,2	3,5
Vanguard	123,6	3,4

1) Senest opplyst til Utstederen

- (d) Den følgende tabellen viser, for hvert av Utstederens styremedlemmer, medlemmets fødselsår og året medlemmet først ble utnevnt som styremedlem:

	Fødselsår	Styremedlemsiden	Stilling
Stephen Hester	1960	2022	Styreleder
Torbjörn Magnusson	1963	2018	Nestleder
Petra van Hoeken	1961	2019	Medlem
Robin Lawther	1961	2014	Medlem
John Maltby	1962	2019	Medlem
Lene Skole	1959	2022	Medlem
Birger Steen	1966	2015	Medlem
Jonas Synnergren	1977	2020	Medlem
Arja Talma	1962	2022	Medlem
Kjersti Wiklund	1977	2022	Medlem

(e) Utstederens revisor er PricewaterhouseCoopers Oy.

Hva er Utstederens finansielle nøkkelinformasjon?

	Året som endte 31. desember	
	2020	2021
	(Revidert konsolidert) (millioner EUR)	
Resultatregnskap		
Driftsinntekter.....	8,466	9,620
Netto tap på lån.....	(908)	(118)
Periodens resultat etter skattekostnad.....	2,265	3,831
Balanse		
Sum eiendeler	552,160	570,353
Sum gjeld.....	518,420	536,850
Sum egenkapital	33,740	33,503
Sum gjeld og egenkapital	552,160	570,353
Kontantstrømoppstilling		
Kontantstrøm fra operasjonelle aktiviteter før endringer i varige driftsmidler og gjeld	4,050	6,440
Kontantstrøm fra operasjonelle aktiviteter	(1,343)	17,592
Kontantstrøm fra investeringsaktiviteter	(1,010)	(380)
Kontantstrøm fra finansieringsaktiviteter	(2,646)	(4,931)
Periodens kontantstrøm	(4,999)	12,281
Endring	(4,999)	12,281

Hva er de viktigste risikoene som er spesifikke for Utstederen?

Det globale utbruddet av coronavirus, som har hatt en negativ påvirkning på økonomiene berørt av utbruddet, kan ha en vesentlig negativ effekt på Nordea-konsernets virksomhet, økonomiske situasjon og driftsresultater og negativt påvirke Nordea-konsernets tilgang til kapital og likviditet: Utbruddet av COVID-19 (som også ofte omtales som «coronaviruset») spredte seg globalt i første halvår av 2020 og har skapt uro på flere markeder og resultert i betydelig usikkerhet rundt utviklingen i de økonomiene som har

blitt berørt av utbruddet både i Europa og andre steder. Størstedelen av Nordea-konsernets forretninger er konsentrert i de nordiske landene som har vært, og som forventes å stadig være, berørt av utbruddet av coronavirus i samme grad som en rekke andre europeiske land. Nordea-konsernet har blitt og kan fortsette å påvirkes av utbruddet av coronavirus gjennom dets direkte og indirekte påvirkning på kunder, motparter, medarbeidere og andre interessenter i Nordea-konsernet, både i de nordiske landene og andre steder, som et resultat av, blant annet, offentlige folkehelseiltak som stengning av butikker og begrensninger på reiseaktivitet og forsamlinger. Det kan ikke gis noen garantier for at de negative konsekvensene av coronaviruset ikke vil føre til en innstramming av likviditetsforholdene, skape finansieringsusikkerhet, eller negativt påvirke kredittvurderingen til Nordea eller dets datterselskaper. Det kan også i fremtiden bli introdusert nye regulatoriske krav for å imøtekomme bekymringer knyttet til likviditet eller andre negative konsekvenser utbruddet av coronaviruset vil kunne ha på den finansielle sektoren og finansielle institusjoner, slik som Nordea-konsernet, vil også kunne bli gjenstand for relaterte forhøyede tilsynskrav. Enhver fremtidig negativ konsekvens av coronavirus, som fortsatt ikke er kjent, kan ha en vesentlig negativ effekt på Nordea-konsernets virksomhet, økonomiske situasjon og driftsresultater og negativt påvirke Nordea-konsernets mulighet til å, blant annet, møte sine finansielle mål eller få tilgang til kapital og likviditet på finansielle vilkår som er akseptable for Nordea-konsernet.

Negativ økonomisk utvikling og negative forhold i markedene som Nordea-konsernet har virksomhet i, kan ha negativ effekt på Nordea-konsernets virksomhet og driftsresultater: Nordea-konsernets resultater påvirkes i vesentlig grad av de generelle økonomiske forholdene i de nordiske markedene (Danmark, Finland, Norge og Sverige). Utviklingen i de økonomiske forholdene i andre markeder der Nordea-konsernet for tiden har virksomhet, kan også påvirke resultatene til Nordea-konsernet. Økonomiske utviklingstendenser har påvirket og kan fortsette å påvirke Nordea-konsernets virksomhet på mange måter, herunder blant annet inntekt, formue, likviditet, virksomhetsforhold og/eller finansiell stilling for Nordea-konsernets kunder, som igjen kan redusere Nordea-konsernets kredittverdighet og etterspørsel etter Nordea-konsernets produkter og tjenester.

Forverring av motparters kredittverdighet kan påvirke Nordea-konsernets økonomiske resultat: Risikoer som oppstår som følge av endringer i motparters kredittverdighet og muligheten til tilbakebetaling av lån og forfalte beløp fra motparter er iboende i en lang rekke av Nordea-konsernets forretninger. Nordea-konsernet gjør avsetninger for utlånstap i henhold til IFRS. Avsetningene er imidlertid basert på slik informasjon, slike anslag og antagelser som er tilgjengelig, og vil være beheftet med usikkerhet, og det kan ikke gis noen garantier for at avsetningene vil være tilstrekkelige til å dekke utlånstapene etter hvert som de oppstår. Negative endringer i kredittverdigheten til Nordea-konsernets låntakere og motparter eller en nedgang i sikkerhetsverdier kan forventes å påvirke muligheten til tilbakebetaling og verdien av Nordea-konsernets aktiva og kreve en økning i Nordea-konsernets individuelle avsetninger og potensielt i kollektive avsetninger for misligholdte lån, hvilket igjen ville påvirke Nordea-konsernets finansielle resultat negativt. Nordea-konsernets eksponering mot næringslivskunder er særlig sårbar for negative endringer i kredittverdigheten om den økonomiske situasjonen i Nordea-konsernets markeder skulle forverres.

Nordea-konsernet er eksponert for markedsprisindeksrisiko: Nordea-konsernets kundeorienterte handelsaktiviteter og dets treasury-aktiviteter (der Nordea-konsernet fører investerings- og likviditetsporteføljer i eget navn) er de viktigste bidragsyterne til markedsprisindeksrisikoen i Nordea-konsernet. Dersom volatile markedsforhold vedvarer eller er gjentakende, vil den virkelige verdien til Nordea-konsernets obligasjons-, derivat- og strukturerte kredittporteføljer, så vel som andre investeringsklasser, kunne falle mer enn estimert og dermed føre til at Nordea-konsernet gjør nedskrivninger. Siden Nordea-konsernets handels- og investeringsinntekter videre i stor grad avhenger av utviklingen i finansmarkedene, kan volatile markedsforhold føre til en betydelig nedgang i Nordea-konsernets handels- og investeringsinntekter, eller resultere i tap på trading, som igjen kan ha en vesentlig negativ effekt på Nordea-konsernets virksomhet, økonomiske stilling og driftsresultater.

Nordea-konsernets resultater kan påvirkes hvis dets kapitaldekning er redusert eller oppfattes å være utilstrekkelig: Nordea-konsernet er forpliktet til å oppfylle visse kapitaldekningskrav etter EU-rett og finsk rett. Lokale lovgivere kan likevel kreve høyere kapitalbuffer enn det som kreves under gjeldende eller foreslåtte fremtidige lover og regler. Ethvert slikt krav, eller oppfatninger blant gjelds- eller egenkapitalinvestorer, analytikere og andre markedsaktører om at kapitalbufferen skulle vært høyere, eller bekymringer vedrørende Nordea-konsernets oppfyllelse av fremtidige krav til kapitaldekning, vil kunne øke Nordea-konsernets lånekostnader, begrense dets adgang til kapitalmarkeder eller resultere i en nedgradering av dets kredittvurderinger, hvilket kan ha en vesentlig negativ effekt på Nordea-konsernets driftsresultat, økonomiske stilling og likviditet.

Nordea-konsernet møter konkurranse i alle markeder: Det er konkurranse i den formen for bankvirksomhet og de andre produktene og tjenestene som Nordea-konsernet tilbyr og det kan ikke gis noen garantier for at Nordea-konsernet vil beholde sin konkurranseposisjon. Hvis Nordea-konsernet ikke klarer å levere konkurransedyktige produkter og tjenester, vil det kunne mislykkes med å tiltrekke seg nye kunder og/eller bevare eksisterende kunder, oppleve en reduksjon i rente-, provisjons- og kommisjonsbaserte inntekter og/eller markedsandel, hvilket i hvert tilfelle vil kunne ha en vesentlig negativ effekt på Nordea-konsernets virksomhet, økonomiske stilling og driftsresultater.

Nordea-konsernet er gjenstand for omfattende regulering som er i endring: Virksomheten til selskaper som er aktive i markedet for finansielle tjenester, inkludert Nordea-konsernet, er underlagt et omfattende regulatorisk regime. Nordea-konsernet er underlagt lover og forskrifter, administrative tiltak og retningslinjer, så vel som tilhørende tilsyn fra lokale tilsynsmyndigheter i hver jurisdiksjon konsernet har virksomhet i. Som et resultat av størrelsen på sine aktiva er Nordea-konsernet også underlagt tilsynsmyndigheten til og reguleringsbestemmelser gitt av Den europeiske sentralbanken. Regulatorisk utvikling eller alle andre krav, restriksjoner eller begrensninger av driften til finansinstitusjoner og tilknyttede kostnader, eller uventede krav eller usikkerhet relatert til det regulatoriske rammeverket som gjelder for Nordea-konsernet, kan ha en vesentlig negativ effekt på Nordea-konsernets virksomhet, økonomiske stilling og driftsresultater.

Likviditetsrisiko er iboende i Nordea-konsernets virksomheter: Likviditetsrisiko er risikoen for at Nordea-konsernet ikke vil være i stand til å oppfylle sine forpliktelser etter hvert som de forfaller eller bare kan oppfylle sine likviditetsforpliktelser til økte kostnader. En vesentlig del av Nordea-konsernets likviditets- og kapitalkrav oppfylles ved kundeinnskudd, samt vedvarende tilgang til en gros kapitalmarkeder, herunder ved utstedelse av langsiktige lånemarkedsinstrumenter som obligasjoner med fortrinnsrett. Volumet på disse finansieringskildene, spesielt langsiktig finansiering, kan bli begrenset i perioder med anstrengt likviditet. Turbulens i de globale finansmarkedene og den globale økonomien kan ha en negativ effekt på Nordea-konsernets likviditet samt visse motparters og kunders vilje til å gjøre forretninger med Nordea-konsernet. Dette kan føre til vesentlige negative effekter på Nordea-konsernets virksomhet og driftsresultat.

Operasjonelle risikoer, herunder risiko i forbindelse med investeringsrådgivning, kan påvirke Nordea-konsernets virksomhet: Nordea-konsernets virksomhet avhenger av evnen til å gjennomføre et stort antall komplekse transaksjoner på tvers av forskjellige markeder i mange valutaer. Nordea-konsernets virksomhet utføres gjennom en rekke ulike enheter. Operasjonelle tap, inkludert erstatningsansvar, omdømmetap, kostnader, og direkte og indirekte økonomiske tap og/eller nedskrivninger, kan oppstå som følge av mange ulike årsaker. Som ledd i sine bank- og kapitalforvaltningsaktiviteter, tilbyr Nordea-konsernet sine kunder også investeringsråd, tilgang til internt så vel som eksternt forvaltede fond og tjener som nominee/custodian for fond forvaltet av tredjeparter. I tilfelle av tap påført kundene som følge av investeringsråd fra Nordea-konsernet, eller utilbørlig adferd eller svikaktige handlinger utført av eksterne fondsforvaltere, kan Nordea-konsernets kunder komme til å fremme erstatningskrav mot Nordea-konsernet. Selv om Nordea-konsernet har implementert risikokontroller og tatt andre forholdsregler for å begrense eksponeringen og/eller tapene, kan det ikke gis noen garantier for at slike prosedyrer vil være effektive i å kontrollere hver enkelt operasjonell risiko som Nordea-konsernet møter. Nøkkelopplysninger om

Instrumentene

3. Nøkkelopplysninger om Instrumentene

Hva er Instrumentenes viktigste egenskaper?

<u>Type og Klasse av Instrumenter</u>	<u>ISIN</u>	<u>Valuta</u>	<u>Antall Instrumenter</u>	<u>Utløpsdato</u>
Bear sertifikat med aksjer som underliggende	NO0012823501	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823022	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823063	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823097	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823121	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823147	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823196	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823246	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823303	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823337	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823386	NOK	10000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823550	NOK	15000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012827338	NOK	15000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012827320	NOK	15000000	Evigvarende
Bear sertifikat med aksjer som underliggende	NO0012823477	NOK	10000000	Evigvarende

(a) Instrumentene er med ISIN

(b) Instrumentene er utstedt i valuta. Totalt antall Instrumenter er antall og Instrumenten utløper måned, år/er åpne Instrumenter uten fast utløpsdato.

- (c) **Bear Sertifikat:** Avkastningen på Instrumentene avhenger av utviklingen til det underliggende aktivumet. Kursen på Instrumentene vil bli justert for utbytte i det underliggende aktivumet. Utviklingen av Instrumentene vil være lik den omvendte daglige utviklingen til det underliggende aktivumet multiplisert med den forhåndsdefinerte giringen. Dette betyr at kursen på Instrumentene øker når kursen på det underliggende aktivumet synker, og synker når kursen på det underliggende aktivumet øker. Valutasvingninger vil også påvirke investeringens utvikling. Dersom den positive utviklingen uttrykt i prosent, på en enkelt dag, multiplisert med gearingen er større enn eller lik 100, vil Instrumentene bortfalle og all investert kapital vil gå tapt. Eller, hvis en stop-loss-buffer gjelder, og dersom den positive utviklingen uttrykt i prosent, på en enkelt dag, multiplisert med gearingen er større enn eller lik stop-loss-buffere, vil Instrumentene bortfalle og all eller deler av investert kapital vil gå tapt.
- (d) Ved å investere i Instrumentene påtar investoren seg risikoen for at Utstederen ikke vil være i stand til å gjennomføre utbetalinger på instrumentene i henhold til deres vilkår. Hvis Utstederen blir insolvent, er det risiko for at investorene vil tape hele eller deler av sin investering. Instrumentene utgjør usikrede og ordinære forpliktelser for Utstederen og er pari passu uten noen intern preferanse mellom hverandre og minst pari passu med alle andre utestående, nåværende og fremtidige, ordinære og usikrede gjeldsforpliktelser for Utstederen. Instrumentene kan også bli gjenstand for krisehåndteringsordningen under direktiv 2014/59/EU, som implementert i Finland, dersom Utstederen blir gjenstand for en avvikling og de kan bli nedskrevet eller konvertert til andre verdipapirer (inkludert til ordinære aksjer) dersom krisehåndteringsmyndigheten bestemmer at dette er nødvendig for å gjenopprette Utstederens levedyktighet.
- (e) Instrumentene er fritt omsettelige i henhold til deres vilkår, men Grunnprospektet oppsummerer likevel visse rettslige begrensninger rundt tilbud og salg av Instrumentene i noen jurisdiksjoner.

Hvor vil instrumentene bli handlet?

Instrumentene er ikke børsnoterte /Det vil bli søkt om opptak til notering på Nasdaq First North Sweden og opptak til handel på Nasdaq First North Sweden med virkning fra Issue Date.

Hva er de viktigste risikoene som er spesifikke for Instrumentene?

Produktets kompleksitet – Avkastningsstrukturen til Instrumentene er av og til kompleks og kan inneholde matematiske formler eller sammenhenger som, for en investor, kan være vanskelige å forstå og sammenligne med andre investeringsalternativer. Sammenhengen mellom avkastning og risiko kan videre være vanskelig å vurdere.

Giringsrisikoer – Instrumentene har en struktur som innebærer at utviklingen til det underliggende aktivumet påvirker kursen på Instrumentet, og dette kan medføre større fortjeneste eller tap på investert kapital enn ved en direkte investering i det underliggende aktivumet. Dette blir normalt uttrykt på den måten at Instrumentene har en gearingeffekt sammenlignet med en investering i det underliggende aktivumet, dvs. at en kursendring (både positiv og negativ) i det underliggende aktivumet fører til en prosentvis større endring i Instrumentenes verdi. Følgelig er risikoen forbundet med en investering i slike Instrumenter større enn ved en investering i det underliggende aktivumet. [Slike Instrumenter kan bli verdiløse].

Muligheten for at det ikke finnes noe aktivt handelsmarked for Instrumentene – Instrumentene vil være nye verdipapirer, og det er mulig at disse ikke vil bli vidt distribuert og/eller ikke er børsnoterte, og at de selv om de er børsnoterte, ikke nødvendigvis vil ha noe aktivt handelsmarked. Mangelen på et aktivt handelsmarked kan medføre redusert likviditet for Instrumentene, med den følge at investoren kan komme til å måtte eie slike Instrumenter frem til innfrielsestidspunktet. [Nordea har ingen forpliktelse til å kjøpe tilbake eller opprettholde et marked for noen Instrumenter.] Innehavere av Instrumenter bør være oppmerksomme på at annenhåndsmarkedet for Instrumentene eller instrumenter av denne typen kan være illikvid som følge av, blant annet, forstyrrelser og volatilitet på de globale finansmarkedene som har fortsatt gjennom de seneste år. Innehavere av Instrumenter bør også være oppmerksomme på at inflasjon kan ha en negativ påvirkning på verdien til de relevante Instrumentene (herunder, men ikke bare, kapitalbeskyttede

Instrumenter), herunder hvor avkastningen på Instrumentene er under nivået på den relevante inflasjonen.

Utviklingen i de underliggende aktiva – I henhold til Instrumentenes vilkår er innehaverne berettiget til avkastning og utbetaling av eventuelt avregningsbeløp, avhengig av kursutviklingen til et eller flere underliggende aktiva og av den relevante avkastningsstrukturen. Verdien til Instrumentene påvirkes av verdien til de underliggende aktiva på bestemte tidspunkter i Instrumentenes levetid, intensiteten i kurssvingningene til de underliggende aktiva, forventninger til fremtidig volatilitet, markedrenten og forventede utbytter i de underliggende aktiva. I noen tilfeller kan investoren tape all sin investerte kapital.

Automatisk førtidig innfrielse – Instrumentene kan bli automatisk innfridd før deres planlagte utløpsdato dersom visse betingelser oppfylles, vanligvis omtalt som en «knock». I noen tilfeller kan dette føre til at en investors krav på fremtidige utbetalinger av kupong- eller rentebeløp helt eller delvis går tapt. Siden visse kostnader og utgifter blir trukket fra emisjonskursen, kan en førtidig innfrielse medføre proporsjonalt høyere utgifter.

Valutasvingninger og valutakurser som underliggende aktiva – Når det underliggende aktivumet er en valutakurs eller er notert i en annen valuta enn investorens valuta, kan valutasvingninger påvirke avkastningen på Instrumentene. Valutakurser kan påvirkes av komplekse politiske og økonomiske faktorer, inkludert relative inflasjonsrater, handelsbalansen mellom land, graden av overskudd eller underskudd i statsbudsjettet, samt penge-, skatte- og/eller handelspolitikken som føres av myndighetene i landene med de relevante valutaene. Valutasvingninger kan også på komplekse måter påvirke verdien eller nivået til underliggende aktiva. Dersom slike valutasvingninger fører til svingninger i verdien eller nivået til de underliggende aktivaene, kan verdien eller nivået til Instrumentene falle. Dersom verdien eller nivået til en eller flere underliggende aktiva er denominert i en annen valuta enn Instrumentene, kan investorene bli eksponert for økt valutarisiko. Historiske valutakurser gir ikke nødvendigvis en indikasjon på fremtidige valutakurser.

Risiko knyttet til markedsforstyrrelser og ekstraordinære hendelser – Underliggende aktiva kan påvirkes av forstyrrelser i markedene hvor de til vanlig omsettes, eller slike ekstraordinære hendelser som for eksempel strykning fra børsnotering, nasjonalisering, konkurs, likvidasjon eller andre forhold som utvanner verdien til det relevante underliggende aktivumet. For alle Instrumenter kan det inntreffe hendelser slik som for eksempel lovendringer eller økte kostnader for risikostyring. I et slikt tilfelle kan Utstederen etter eget skjønn foreta justeringer i sammensetningen av aktiva og beregningen av avkastningen eller verdien til Instrumentene eller erstatte et underliggende aktivum med et annet underliggende aktivum, alt ettersom Utstederen finner det nødvendig.

Risiko knyttet til underliggende aktiva – Avkastning på Instrumentene vil avhenge av utviklingen til det underliggende aktiva. Investorer bør være oppmerksomme på at markedsprisen på Instrumentene kan være volatil som følge av utviklingen til det underliggende aktiva, og at beløpet som utbetales ved førtidig innfrielse eller utløp vil kunne være mindre enn beløpet som opprinnelig ble betalt for Instrumentet, eller til og med null. Endringer i prisen på det underliggende aktiva er ikke nødvendigvis direkte korrelert med prisen på Instrumentet, og en mindre endring i verdien av det underliggende aktiva kan føre til en vesentlig endring i verdien av Instrumentet.

Risikoer relatert til short-eksponering – En «long»-eksponering betyr at Instrumentets utvikling vil stige når verdien til det underliggende aktivumet stiger. I motsetning til dette vil Instrumenter som har en «short»-eksponering, inkludert Bear-sertifikater, falle i verdi når verdien til det underliggende aktivumet stiger. En stigning i verdien til det underliggende aktivumet kan derfor føre til at investoren taper all eller deler av investert kapital.

Annen risiko i forbindelse med Instrumenter kan blant annet relatere seg til renteendringer, valutakursendringer, hvorvidt Utstederen er berettiget til å førtidig innfri Instrumentene, kompleksiteten til de finansielle instrumentene, svingninger i relevante indekser, andre underliggende aktiva eller finansmarkedet, samt hvorvidt innfrielse avhenger av andre faktorer enn Utstederens kredittverdighet.

4. Nøkkelopplysninger om det Offentlige Tilbudet av Instrumenter og/eller opptaket til handel på et regulert marked

Hvilke vilkår og hvilken tidsplan vil gjelde dersom jeg investerer i dette Instrumentet?

- (a) Et Offentlig Tilbud av Instrumentene vil finne sted i Norge fra og med og til og med [angi dato]/ siste dag som noen av Instrumentene fortsatt er utestående ("**Tilbudsperioden**"). Utstederen har samtykket til at Instrumentene blir gjort tilgjengelige på Nordnets handelsplattform på nett..

Instrumentene vil først bli utstedt og beholdt av Utstederen i eget navn slik at de fra tid til annen vil være tilgjengelige for videresalg til fremtidige investorer. Instrumentene vil bli tilbudt til salg på den relevante verdipapirbørsen til den kursen som offisielt noteres på verdipapirbørsen fra tid til annen.

- (b) Instrumentene er unoterte Instrumenter/Det vil bli søkt om opptak til notering av Instrumentene på Nasdaq First North Sweden og til handel på med virkning fra Utstedelsesdatoen.
- (c) Ingen utgifter blir belastet en investor i instrumentene av Utstederen.

Hvem er Tilbyderen og/eller personen som anmoder om opptak til handel?

Tilbyderen av Instrumentene og personen er Utstederen. Instrumentene kan også bli tilbudt av Nordnet som Utstederen har utpekt som Godkjente Tilbydere av Instrumentene.

(d) Autoriserte Tilbydere			
(e) Autorisert Tilbyder	(f) Land der virksomheten er hjemmehørende og registrert	(g) Juridisk form	(h) Underlagt hvilket lands rett
(i) Nordnet Bank AB (Nordnet)	(j) Den Autoriserte Tilbyderen er stiftet og registrert under sett inn opplysninger	(k) Aksjeselskap	(l) Den svenske aksjeloven av 2005

(m)

Når en investor har til hensikt å erverve eller erverver Instrumenter fra en Autorisert Tilbyder, eller når tilbud og salg av Instrumenter gjøres fra en Autorisert Tilbyder til en investor, vil dette bli gjort i overensstemmelse med de vilkår og øvrige ordninger som gjelder i forholdet mellom den relevante Autoriserte Tilbyderen og investoren, blant annet hva gjelder pris, allokering og oppgjør.

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Hvorfor utarbeides dette prospektsammendraget?

- (a) Tilbudet fremsettes for å skaffe kapital til Utstederen og for å tilby investorer en avkastning knyttet til utviklingen i de underliggende aktivaene. Nettoprovenyet fra utstedelsen av Instrumentene vil bli brukt til Utstederens og Nordea-konsernets alminnelige bankformål og andre selskapsformål dersom relevant, angi alternative formål.
- (b) Det gis ingen fulltegningsgaranti for tilbudet av Instrumentene.
- (c) I forbindelse med utstedelsen av Instrumentene kan det bli betalt honorarer/gebyrer til Autoriserte Tilbydere og andre tredjepartsdistributører. I forbindelse med utstedelsen av Instrumentene vil Utstederen benytte seg

av markedsførings- og kundestøttetjenester fra Nordnet Bank AB («Nordnet»). Utstederen vil betale Nordnet kompensasjon for slike tjenester. I tillegg har Utstederen inngått en avtale med Nordnet, og Nordnet vil under avtalens vilkår gjøre Instrumentene tilgjengelige på Nordnets handelsplattform på nett. I henhold til avtalen vil Nordnet motta kompensasjon for dette. Med forbehold om det foregående, og til Utstедers kunnskap, har ingen av de personene som er involvert i utstedelsen av Instrumentene interesser av vesentlig betydning for tilbudet.