

## IMPORTANT NOTICE

*In accessing the attached base prospectus supplement (the "Supplement") you agree to be bound by the following terms and conditions.*

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

The Supplement and the Base Prospectus do not constitute, and may not be used in connection with, an offer to sell or the solicitation of an offer to buy securities in the United States or 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 Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States and may include covered bonds in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, such securities may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")). The securities described in the Supplement and the Base Prospectus will only be offered in offshore transactions to non-U.S. persons in reliance upon Regulation S.

For a more complete description of restrictions on offers and sales of the securities described in the Supplement and the Base Prospectus, see pages ii to vi and the section "*Subscription and Sale*" in the Base Prospectus.

**SUPPLEMENT NO. 1 DATED 10 JANUARY 2017 TO THE BASE PROSPECTUS DATED 1 NOVEMBER 2016**



**NORDEA MORTGAGE BANK PLC**

*(Incorporated with limited liability in Finland)*

**€25,000,000,000 Covered Bond Programme**

This supplement no. 1 (the "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 1 November 2016 (the "**Base Prospectus**") prepared by Nordea Mortgage Bank Plc (Sw. *Nordea Hypoteksbank Abp*, Fi. *Nordea Kiinnitysluottopankki Oyj*) ("**Nordea Mortgage Bank**" or the "**Issuer**") with respect to its €25,000,000,000 Covered Bond Programme (the "**Programme**") and constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Directive.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statements in or incorporated by reference into this Supplement and (b) any statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted since the publication of the Base Prospectus.

## AMENDMENTS TO THE BASE PROSPECTUS

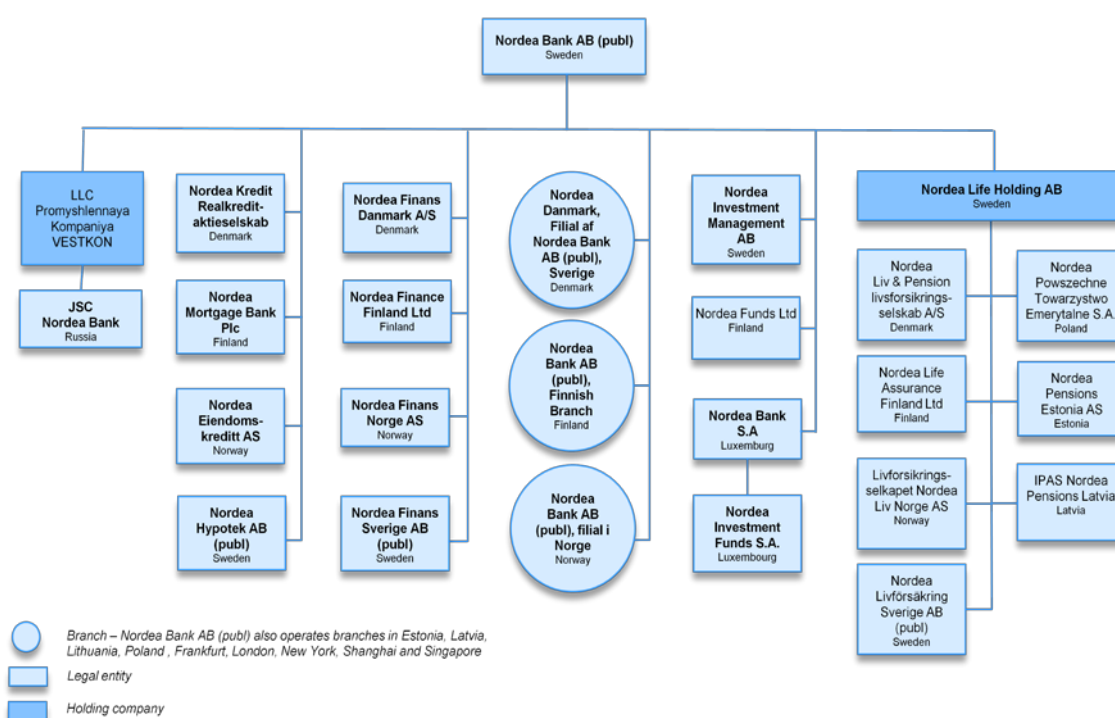
With effect from the date of this Supplement, the information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below.

### SIMPLIFICATION OF LEGAL STRUCTURE

As previously announced in 2016, as part of an initiative to simplify Nordea's legal structure, it was intended for the Norwegian, Danish and Finnish subsidiary banks of Nordea Bank AB ("NBAB") to be changed into branches of NBAB by means of cross-border mergers (the "Mergers").

The Mergers were successfully completed and took effect on 2 January 2017 under the European Cross-Border Mergers Directive (2005/56/EC) and Nordea Bank Danmark A/S, Nordea Bank Norge ASA and Nordea Bank Finland became branches of NBAB. Each of Nordea Bank Danmark A/S, Nordea Bank Norge ASA and Nordea Bank Finland will continue to operate as local branches of NBAB.

The following chart shows the general legal structure of the Nordea Group, including its material subsidiaries, as of 2 January 2017:



### ESTABLISHMENT OF GROUP CREDIT RISK MANAGEMENT

Nordea has established a new unit called Group Credit Risk Management separate from its internal control unit and the Chief Risk Officer ("CRO"). The new unit will be responsible for Nordea's credit risk management including credit decision process and credit committee work, credit analysis and credit processes. Ari Kaperi, acts as Head of Group Credit Risk Management and has left Group Executive Management as from 1 January 2017. Julie Galbo has joined as a member of Group Executive Management and Head of Group Risk Management and Control as from 1 January 2017.