

IMPORTANT NOTICE

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

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.

NORDEA MORTGAGE BANK PLC

Issue of
EUR 1,500,000,000 0.025 per cent. Covered Bonds due 24 January 2022
Issued under the
€25,000,000,000 Covered Bond Programme

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 1 November 2016 and the base prospectus supplement dated 10 January 2017 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, the base prospectus supplement and the Final Terms are available for viewing at the registered address of the Issuer and at www.ise.ie and copies may be obtained during normal business hours at the registered address of the Issuer.

For the purposes of these Final Terms, the expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto) provided, however that all references in this document to the "Prospectus Directive" in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (and amendments thereto) to the extent implemented in the relevant Member State and include any relevant implementing measures in the relevant Member State.

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| 1. | Issuer: | Nordea Mortgage Bank Plc |
| 2. | (i) Series Number: | NMB2 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Covered Bonds become fungible: | Not Applicable |
| 3. | Specified Currency: | Euro (" EUR ") |

4. Aggregate Nominal Amount:
 - (i) Series: EUR 1,500,000,000
 - (ii) Tranche: EUR 1,500,000,000
5. Issue Price: 99.935 per cent. of the Tranche
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000

So long as the Covered Bonds are represented by a Temporary Global Covered Bond or a Permanent Global Covered Bond and the relevant clearing systems so permit, the Covered Bonds will be tradeable only in the minimum authorised denomination of EUR 100,000 and higher integral multiples of EUR 1,000, notwithstanding that no definitive Covered Bonds will be issued with a denomination above EUR 199,000
 - (ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 24 January 2017
 - (ii) Interest Commencement Date: Issue Date
8. (i) Maturity Date: 24 January 2022
 - (ii) Extended Maturity Date: Not Applicable
9. Interest Basis: 0.025 per cent. Fixed Rate
10. Redemption: Redemption at par, subject to any purchase and cancellation or early redemption
11. Put/Call Options: Not Applicable
12. Authorisation: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE TO MATURITY DATE

13. Fixed Rate Covered Bonds Provisions: Applicable
 - (i) Rate of Interest: 0.025 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): 24 January in each year to and including the Maturity Date, commencing on 24 January 2018, adjusted for payment purposes only in accordance with the Following Business Day Convention
 - (iii) Fixed Coupon Amount: EUR 0.25 per Calculation Amount
 - (iv) Broken Amount(s): Not Applicable
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Date(s): 24 January in each year

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| 14. | Floating Rate Covered Bonds Provisions | Not Applicable |
| 15. | Zero Coupon Covered Bonds Provisions | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE FROM THE MATURITY DATE TO THE EXTENDED MATURITY DATE

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| 16. | Fixed Rate Covered Bonds Provisions | Not Applicable |
| 17. | Floating Rate Covered Bonds Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION


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| 18. | Call Option | Not Applicable |
| 19. | Put Option | Not Applicable |
| 20. | Final Redemption Amount | Par |
| 21. | Early Redemption Amount | EUR 1,000 per Calculation Amount |
| | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: | Condition 5(b) of the Covered Bonds applies |


GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 22. | Form of Covered Bonds: | Bearer Covered Bonds:

Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds in the limited circumstances specified in the Permanent Global Covered Bond |
| 23. | New Global Covered Bonds: | Yes |
| 24. | Additional cities for the purposes of the definition of Relevant Financial Centre | Not Applicable |
| 25. | Talons for future Coupons to be attached to Definitive Covered Bonds (and dates on which such Talons mature): | No |

Signed on behalf of Nordea Mortgage Bank Plc:

By: 
Duly authorised
Date: 20 January 2017

By: 
Duly authorised Catharina Idevall
Date: 20 January 2017

Ola Bladholm

PART B – OTHER INFORMATION

1. LISTING

Listing and admission to trading: Application has been made to the Irish Stock Exchange for the Covered Bonds to be admitted to the Official List and to trading on its regulated market with effect from the Issue Date

2. RATINGS

Ratings: The tranche of Covered Bonds itself is expected to be rated:

Moody's Investors Service Limited: Aaa

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

Save as discussed in "*Subscription and Sale*" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer

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

(i) Reasons for the offer: The net proceeds of the issue of the Covered Bonds will be used for the general banking and other corporate purposes of Nordea Mortgage Bank Plc

(ii) Estimated net proceeds: EUR 1,495,650,000

(iii) Estimated total expenses in relation to admission to trading: EUR 600

5. YIELD

Indication of yield 0.038 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. DISTRIBUTION

If syndicated:

(i) Names of Managers and underwriting commitments: *Joint Lead Managers*
Credit Suisse Securities (Europe) Limited
Landesbank Baden-Württemberg
Nordea Bank AB (publ)
Société Générale

Co-Lead Managers
Bayerische Landesbank
DekaBank Deutsche Girozentrale
Norddeutsche Landesbank -
Girozentrale -

(ii)	Date of Subscription Agreement:	20 January 2017
(iii)	Stabilising Manager(s) (if any):	Société Générale
	If non-syndicated, name of Dealer:	Not Applicable
	Total commission and concession:	0.225 per cent. of the Aggregate Nominal Amount
	U.S. Selling Restriction:	Regulation S Category 2, TEFRA D

7. **OPERATIONAL INFORMATION**

ISIN Code:	XS1554271590
Common Code:	155427159
Intended to be held in a manner which would allow Eurosystem eligibility:	<p>Yes</p> <p>Note that the designation "yes" means that the Covered Bonds are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met</p>
Clearing systems:	Euroclear / Clearstream, Luxembourg
Delivery:	Delivery against payment
Name(s) and address(es) of additional Paying Agent(s) (if any):	Not Applicable