**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - other than with respect to offers of the Notes in Finland before and including "the trade date", 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 European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; of (iii) not a qualified investor as defined in the Prospectus Directive. Consequently, save as provided above, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

# PRICING SUPPLEMENT DATED 26 MARCH 2020

Series No. CR0009NY Tranche No. 1

#### DANSKE BANK A/S

EUR 5,000,000,000

### **Structured Note Programme**

Issue of

DANSKE 09NY Autocallable 2026, ISIN: FI4000415732

# NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH THE PROSPECTUS DIRECTIVE (AS DEFINED BELOW) IN RELATION TO NOTES WHICH ARE THE SUBJECT OF THIS PRICING SUPPLEMENT

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

#### **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Listing Particulars dated 18 June 2019, the Supplement No. 1 dated 26 July 2019, the Supplement No. 2 dated 7 November 2019, the Supplement No. 3 dated 17 December 2019 and the Supplement No. 4 dated 12 February 2020 (together, the "Listing Particulars"). This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with such Listing Particulars. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Listing Particulars. The Listing Particulars are available for viewing at and copies may be obtained from the website of Euronext Dublin at www.ise.ie.

1. Danske Bank A/S Issuer: 2. (i) Series Number: CR0009NY Tranche Number: 1 (ii) Date on which the Notes will be (iii) consolidated and form a single Not Applicable Series: 3. Specified Currency or Currencies: **EUR** 4. Aggregate Principal Amount: EUR 1,000,000.00 Issue Price: 5. 100.00 per cent. of the Aggregate Principal Amount 6. EUR 10,000.00 (i) Specified Denominations: (ii) Calculation Amount: EUR 10,000.00 7. (i) Issue Date: 27 March 2020 (ii) **Interest Commencement Date:** Not Applicable (iii) Trade Date: 25 March 2020 8. Maturity Date: 10 April 2026 9. **Interest Basis:** Equity-Linked Interest Notes (further particulars specified at item 27 below). Redemption/Payment Basis: Equity-Linked Redemption (further particulars specified 10. at item 36 (iv) below) Notes subject to Autocall Early Redemption. 11. Change of Interest or Redemption/ Payment Basis Not Applicable 12. Put/Call Options: Not Applicable General Condition 8.3 (No Gross-up) applicable 13. Tax Gross-Up: 14. Date of Board approval for issuance of Notes obtained: Not Applicable PROVISIONS RELATING TO REFERENCE ITEMS AND FX PRINCIPAL/OPTION

# **CONVERSION**

15. **Rate-Linked Provisions:** Not Applicable

16. **Inflation-Linked Provisions:** Not Applicable

17. **Index-Linked Provisions:** Not Applicable

# 18. Equity-Linked Provisions:

Applicable

(i) Whether the Notes relate to a basket of equity securities or a single equity security, details relating to the Underlying Equity /Equities, the identity of the relevant issuer(s) of the Underlying Equity/Equities, whether any such Underlying Equity is an ETF share and (if applicable) the relevant weightings:

Basket of Underlying Equities

The Underlying Equities are as specified in the Table below

Each Underlying Equity is an ETF Share if so specified in

the Table below

The Equity Issuer of each Underlying Equity is the entity

specified in the Table below

(ii) Initial Price: Not Applicable

(iii) Exchange(s): As specified in the Table below

(iv) Related Exchange(s): As specified in the Table below

(v) Valuation Time: Scheduled Closing Time

(vi) Potential Adjustment Events: Applicable in respect of each Underlying Equity

(vii) Extraordinary Events: Applicable in respect of each Underlying Equity

(viii) Correction of Underlying Equity

Prices: Correction of Underlying Equity Prices applies

Correction Cut-Off Date: In relation to a Relevant Determination Date, three

Business Days after such Relevant Determination Date.

#### **TABLE**

l	Underlying Equity ETF Share	e Equity Issuer	Exchange	Related Exchange
1	STORA ENSO OYJ No (STERV FH)	STORA ENSO OYJ	NASDAQ HELSINKI	ALL EXCHANGES
2	WARTSILA OYJ No ABP (WRT1V FH)	WARTSILA OYJ ABP	NASDAQ HELSINKI	ALL EXCHANGES

19. Fund-Linked Provisions: Not Applicable

**20.** Currency-Linked Provisions: Not Applicable

21. **Commodity-Linked Provisions:** Not Applicable 22. **Additional Disruption Events:** Applicable (i) Change in Law: Applicable Hedging Disruption: Applicable (ii) (iii) Increased Cost of Hedging: Applicable (iv) Increased Cost of Stock Borrow: Not Applicable (v) **Insolvency Filing:** Not Applicable Loss of Stock Borrow: Not Applicable (vi) 23. **Credit-Linked Provisions:** Not Applicable PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE 24. **FX Interest Conversion:** Not Applicable 25. **Fixed Rate Notes Provisions:** Not Applicable 26. **Variable Rate Note Provisions:** Not Applicable 27. Provisions for specific types of Variable Rate Notes: Not Applicable **Reference Item-Linked Interest** 28. **Provisions:** Applicable. The Notes are Equity-Linked Interest Notes The Reference Item-Linked Interest Amount is: (i) Interest Amount: Autocall Interest Amount Autocall Interest Note Applicable: Interest Payout Condition 3.3 (Autocall (ii) **Provisions:** Interest Amount) applies. Relevant Interest Amount: Memory Interest: Applicable Nth Performance: Applicable where N = second highestSpecified Rate: 12.00% 70% Interest Barrier: Interest Payment Date(s): The Interest Payment Dates shall be as specified in item 28. (iv) below.

Not Applicable

(iii)

(iv)

Autocall Multi Barrier Interest

Interest valuation provisions for Autocall Interest Amount:

Note Provisions:

(A) Initial valuation to

determine Reference Item

Initial<sub>i</sub>: Applicable

Initial Valuation Date: 27 March 2020

Adjustment Provisions: In the event of a Disrupted Day/Market Disruption Event:

Postponement applies

(B) Interest valuation to

determine Reference

Price<sub>t,i</sub>: Applicable

**Interest Determination** 

Date(s): The Interest Determination Dates (t) are as set out in the

Table below:

t	Interest Determination	<b>Interest Payment Dates</b>
	Dates	
1	27 March 2021	10 April 2021
2	27 March 2022	10 April 2022
3	27 March 2023	10 April 2023
4	27 March 2024	10 April 2024
5	27 March 2025	10 April 2025
6	27 March 2026	10 April 2026

**29. Zero Coupon Note Provisions:** Not Applicable

**30.** Credit-Linked Interest Provisions: Not Applicable

## PROVISIONS RELATING TO REDEMPTION

31. Call Option: Not Applicable

**32. Put Option:** Not Applicable

33. Early Redemption:

(i) Early Redemption for tax

reasons: Not Applicable

(ii) Notice Period relating to early

redemption for tax reasons: Minimum Period: Not Applicable

Maximum Period: Not Applicable

(iii) Early Redemption Amount payable (a) on redemption for taxation reasons or (b) on redemption for an Administrator/Benchmark Event or (c) on an an illegality or (d)

on an Event of Default or (e)

in the case of Reference Item-

Linked Notes, following an early redemption pursuant to the provisions of the relevant Reference Item Schedule:

As set out in the General Conditions

(iv) Early Redemption Amount includes amount in respect of interest:

Not Applicable

#### 34. Autocall Early Redemption:

Applicable

(i) Early Redemption Amount:

The Early Redemption Amount for the purposes Payout Condition 1.2 (*Early redemption*) is the:

**Autocall Early Redemption Amount** 

(ii) Autocall:

Applicable: Redemption Payout Condition 1.4 (Early Redemption (Autocall)) applies.

100 per cent As specified in item 34. (iv) (B) below

(iii) Provisions relating to Nth

Performance:

Autocall Barrier:

Applicable where N = second highest

(iv) Autocall valuation provisions for early redemption:

(A) Initial valuation to determine Reference Item

Initial<sub>i</sub>:

Applicable - see item 28. (iv) above

(B) Autocall valuation to determine Reference

Price<sub>t,i</sub>:

**Applicable** 

Autocall Valuation Dates:

The Autocall Valuation Dates (*t*) are as set out in the Table below:

1	t	<b>Autocall Valuation Dates</b>	<b>Early Redemption Dates</b>
-	1	27 March 2021	10 April 2021
2	2	27 March 2022	10 April 2022
	3	27 March 2023	10 April 2023
4	4	27 March 2024	10 April 2024
	5	27 March 2025	10 April 2025
(	6	27 March 2026	10 April 2026

Adjustment Provisions:

In the event of Disrupted Day/Market Disruption Event:

Postponement

(v) Early Redemption Date:

For the purposes of Redemption Payout Condition 1.2 *(Early redemption)*, the Early Redemption Date shall be as specified for the relevant Autocall Valuation Date (*t*) in item 34.(iv) above.

**35. Final Redemption Amount:** The Final Redemption Amount shall be the Reference

Item-Linked Redemption Amount as specified in item 37

below.

**36. FX Principal Conversion:** Not Applicable

37. Reference Item-Linked Redemption Provisions:

Applicable. The Notes are Equity-Linked Redemption

Notes.

(i) Final Redemption Amount: The Final Redemption Amount for the purposes of General

Condition 6.1 (Scheduled Redemption) is the Reference

Item-Linked Redemption Amount, being the:

Non-Protected Knock-in Put Redemption Amount (Reverse

Convertible)

(ii) Provisions relating to Relevant

Principal Amount:

Not Applicable

(iii) Provisions relating to Nth

Performance:

Applicable where N = second highest

(iv) Non-Protected Knock-in Put Redemption Amount (Reverse

Convertible):

Applicable: Redemption Payout Condition 26 (Non-Protected Knock-in Put Redemption Amount (Reverse

Convertible)) applies.

(A) Strike: 100%

(B) Participation Rate: 100%

(C) Performance Floor: 0%

(D) Barrier: 70%

(E) Type of Valuation: European

38. Redemption Valuation Provisions:

(i) Initial valuation to determine

Reference Item Initial<sub>i</sub>: Applicable

Initial Valuation Date: 27 March 2020

Adjustment provisions: In the event of a Disrupted Day/Market Disruption Event:

Postponement applies

(ii) Final Valuation to determine

Reference Item Final<sub>i</sub>: App

Applicable

Final Valuation Date 27 March 2026

Adjustment provisions: In the event of a Disrupted Day/Market Disruption Event:

Postponement applies

(iii) Periodic Valuation: Not Applicable

(iv) Continuous Valuation: Not Applicable

(v) Bermudan Valuation: Not Applicable

(vi) Daily Valuation: Not Applicable

(vii) FX Valuation: Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

**39.** Form of Notes: VP Systems Notes issued in uncertificated and

dematerialised book entry form. See further item 3., of

Part B below.

**40.** New Global Note form: Not Applicable

**41.** Applicable Business Centre(s): TARGET & Helsinki

**42.** Business Day Convention: Following Business Day Convention

**43.** Applicable Financial Centre(s) or other special provisions relating to Payment

Business Days: TARGET & Helsinki

44. Notices to be published on: On the homepage of Danske Bank A/S or as specified in

General Condition 15 (Notices).

**45.** Talons for future Coupons to be attached

to Definitive Notes:

**46.** Name and address of the Calculation

Agent: Danske Bank A/S

Holmens Kanal 2-12 1092 Copenhagen K

Denmark

47. Other final terms or special conditions: The Notes may be subscribed in a minimum lot of 10.00

Notes. There is no maximum amount of application.

#### THIRD PARTY INFORMATION

Information concerning the Underlying Reference Entity has been extracted from Bloomberg. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the product information inaccurate or misleading.

Signed on behalf of the Issuer:

By:

Anni-Mariia Karoliina Seppälä

willaria L

By:

Jukka Sakari Rasku

Duly authorised

Duly authorised

CC: Citibank, N.A., London Branch as Fiscal Agent

#### **PART B - OTHER INFORMATION**

# 1. Listing and Admission to Trading

(i) Listing: None

(ii) Admission to trading: Not Applicable

# 2. Information concerning the Basket of Underlying Equities

STORA ENSO OYJ (STERV FH)

STORA ENSO OYJ IS AN INTEGRATED, PAPER, PACKAGING, AND FOREST PRODUCTS COMPANY. THE COMPANY PRODUCES PUBLICATION AND FINE PAPERS, PACKAGING BOARDS, AND WOOD PRODUCTS. STORA ENSO OPERATES IN MORE THAN 40 COUNTRIES AROUND THE WORLD. STORA ENSO SELLS ITS PRODUCTS TO PUBLISHERS, PRINTING HOUSES, AND MERCHANTS, AS WELL AS THE PACKAGING, JOINERY, AND CONSTRUCTION INDUSTRIES WORLDWIDE.

# WARTSILA OYJ ABP (WRT1V FH)

WARTSILA OYJ ABP PROVIDES SOLUTIONS FOR POWER GENERATION AND MARINE PROPULSION. THE COMPANY DELIVERS CUSTOMIZED POWER PLANT SOLUTIONS INCLUDING GAS AND OIL FIRED POWER PLANTS.

Information on volatility and past performance of the underlying(s) instrument(s) can be obtained from Bloomberg.

# 3. Performance of Basket of Underlying Equities, explanation of effect on value of investment and associated risks and other information concerning the Basket of Underlying Equities

The Non-Protected Knock-in Put Redemption Amount of the Notes issued at par, is linked to the performance of the underlying stocks. The notes are complex financial products with potential full downside risk if (any of the) underlying stocks depreciates by more than 30% of its initial price.

The redemption price of the notes is determined by the development of the underlying stocks. The notes have a maturity between 1 and 6 years. On each of the Autocall Valuation Dates (if the notes have not been auto called on one of the prior Autocall Valuation Dates), the level of the underlying stocks is observed. If the closing price of each of the underlying stocks is at or above the corresponding autocall barrier for such Autocall Valuation Date, the notes will be auto-called and the redemption price of 100.00% is paid out on the following Early Redemption Date. If the notes are not auto-called and any of the underlying stocks depreciates by more than 30% as measured on the Final Valuation Date, then the Final Redemption Amount of the notes equals the performance of the lowest/worst performing underlying stock.

The coupon of the notes is determined by the development of the underlying stocks. On each of the Interest Determination Dates (provided that the notes have not been auto-called on one of the prior Interest Determination Dates), the level of each underlying stock is observed. If the closing price of each of the underlying stocks is at or above 70% of its close price on the Initial Valuation Date, the coupon is calculated as (i) the numerical value of the observation date  $(1, 2, 3 \dots 6)$  multiplied by 12.00% MINUS the sum of interest (if any) paid prior to the relevant Interest Determination Date. The coupon is only paid out once if auto-called. If the closing price of one or more of the underlying stocks is strictly below 70%, no coupon is paid on that Interest Determination Date.

#### Post-issuance information

The Issuer intends not to provide post-issuance information.

## 4. **Operational Information**

ISIN Code: FI4000415732

Common Code: Not Applicable

New Global Note intended to be held in a manner which would allow Eurosystem

eligibility: Not Applicable

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification

number(s): Euroclear Finland

The Issuer shall be entitled to obtain certain information from the register maintained by Euroclear Finland.

Settlement Procedures: Customary medium term note procedures apply

Delivery: Delivery against payment

Names and addresses of additional

Paying Agent(s) (if any): Not Applicable

# 5. Distribution

(i) Name and address of Dealer: Danske Bank A/S

Holmens Kanal 2-12 1092 Copenhagen K

Denmark

(ii) Total commission and

concession: A distribution fee of up to 0.66 per cent. per annum (i.e.

total up to 4.00 per cent.) of the Aggregate Principal Amount may be paid by the Issuer to the Authorised Offeror. The distribution fee is included in the Issue Price.

Commission of up to 2.00 per cent. of the Aggregate Principal Amount. Commission is not included in the Issue

Price.

Fees up to 0.17 per cent. per annum (i.e. total up to 1.00 per cent.) of the Aggregate Principal Amount are included in

the Issue Price as a structuring fee to the Issuer.

(iii) TEFRA Rules: Not Applicable

(iv) Additional Selling Restrictions: Not Applicable

# 6. EU Benchmark Regulation

EU Benchmark Regulation: Article 29(2)

statement on benchmarks: Not Applicable

# 7. U.S. Federal Income Tax Considerations

(i) The Notes are not Specified Notes for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.