IMPORTANT NOTICE

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

EU MiFID II product governance – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management, non-advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

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 neither: (i) 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 European Union (Withdrawal) Act 2018 ("**EUWA**"); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. 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.

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Final Terms dated 23 November 2026

NORDEA BANK ABP
Legal entity identifier (LEI): 529900ODI3047E2LIV03
Issue of SEK denominated Equity Linked Notes of Series E378
under the €15,000,000,000
Structured Note Programme

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 Notes 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 Notes. Accordingly any person making or intending to make an offer of the Notes 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 EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation, in each case, in relation to such offer; or

(b) in those Public Offer Jurisdictions mentioned in Paragraph 10 of Part B below, provided such person is one of the persons described in Paragraph 10 of Part B below 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 Notes 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 11 December 2026. 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.garantum.se.

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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 original base prospectus dated 12 December 2025 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the EU Prospectus Regulation. This document constitutes the Final Terms of the Notes 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 Notes is annexed to these Final Terms. Full information on the Issuer and the offer of the Notes 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.garantum.se.

I. GENERAL TERMS

1.	(i)	Issuer:	Nordea Bank Abp
2.	(i)	Series Number:	E378
	(ii)	Tranche Number:	1
3.	Specified Currency or Currencies:		SEK
4.	Aggregate Principal Amount:		
	(i)	Series:	To be confirmed in the Final Terms Confirmation Announcement
	(ii)	Tranche:	To be confirmed in the Final Terms Confirmation Announcement
5.	Issue Price:		110 per cent. of the Aggregate Principal Amount of each Note
6.	(i)	Specified Denominations:	SEK 10,000
	(ii)	Calculation Amount:	SEK 10,000
7.	(i)	Issue Date:	28 January 2027
	(ii)	Interest Commencement Date:	Not Applicable
8.	Redemption Date:		28 January 2030
9.	Base Redemption Amount:		SEK 10,000
10.	Additional Amounts:		Applicable The Additional Amount(s) will be added to the Base Redemption Amount
11.	Minimum Redemption:		Applicable
	•	Minimum Redemption Amount:	100 per cent. of the Principal Amount
12.	Maximum Redemption:		Not Applicable
13.	Business Day Convention:		Following Business Day Convention unadjusted

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14.	Currency Business Day Convention:	Not Applicable
15.	Currency Business Day:	Not Applicable
16.	Relevant Exchange:	As set out in Condition 1 (*Definitions*)
17.	Scheduled Trading Day Convention:	Following Scheduled Trading Day Convention
II.	**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**	**NOT APPLICABLE**
		Items 18-31 have been intentionally omitted
III.	**ADDITIONAL PROVISIONS RELATING TO REDEMPTION**	**APPLICABLE**
32.	Applicable performance structures:	"Basket Long" structure
33.	Method of calculating Basket Return for the purposes of applicable Performance Structure:	Not Applicable
34.	Combination of structures:	Not Applicable
35.	**Performance structure-related items:**	Applicable

Dates and Times

(i) Initial Valuation Date(s): 14 January 2027

(ii) Valuation Date(s):

Reference Asset	Valuation Date(s)	Valuation Date Averaging	Averaging Dates relevant to applicable Valuation Date
Svenska Handelsbanken AB	14 January 2030	Applicable	The 14th calendar day in each month starting on 14 July 2029 and ending on 14 January 2030 (which is a total of 7 Averaging Dates for this purpose)
Swedbank AB	14 January 2030	Applicable	Same as above
Nordea Bank Abp	14 January 2030	Applicable	Same as above
Alfa Laval AB	14 January 2030	Applicable	Same as above
AstraZeneca PLC	14 January 2030	Applicable	Same as above
Tele2 AB	14 January 2030	Applicable	Same as above
Axfood AB	14 January 2030	Applicable	Same as above
AAK AB	14 January 2030	Applicable	Same as above

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Svenska Cellulosa AB SCA	14 January 2030	Applicable	Same as above
Investor AB	14 January 2030	Applicable	Same as above
H & M Hennes & Mauritz AB	14 January 2030	Applicable	Same as above
Securitas AB	14 January 2030	Applicable	Same as above

(iii)	Twin-Win Valuation Date(s):	Not Applicable
(iv)	Valuation Time:	As set out in Condition 1 (*Definitions*)
(v)	Rebalancing Date:	Not Applicable
(vi)	Scheduled Redemption Date:	Not Applicable
(vii)	Back Stop Date:	Not Applicable
(viii)	Observation Date(s):	Not Applicable
(ix)	Observation Date Averaging:	Not Applicable
(x)	Risk Barrier Observation Date(s):	Not Applicable

Amounts and Values

(xi)	Participation Ratio:	Indicatively 160 per cent, to be finally settled after the subscription period and disclosed in the Final Terms Confirmation Announcement
(xii)	Participation Ratio 2:	Not Applicable
(xiii)	Participation Ratio 3:	Not Applicable
(xiv)	Initial Price:	As set out in Condition 1 (*Definitions*)
(xv)	Final Price:	As set out in Condition 1 (*Definitions*)
(xvi)	Basket Strike Level:	Not Applicable
(xvii)	Initial Basket Level:	Not Applicable
(xviii)	Basket Floor:	Not Applicable
(xix)	Minimum Basket Return:	Not Applicable
(xx)	Basket Cap:	Not Applicable
(xxi)	Maximum Basket Return:	Not Applicable
(xxii)	Reference Asset Floor:	Not Applicable
(xxiii)	Minimum Reference Asset Return:	Not Applicable
(xxiv)	Reference Asset Cap:	Not Applicable
(xxv)	Maximum Reference Asset Return:	Not Applicable

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(xxvi)	Barrier Level(s):	Not Applicable
(xxvii)	Risk Barrier Level(s):	Not Applicable
(xxviii)	Replacement Factor:	Not Applicable
(xxix)	Maximum Performance:	Not Applicable
(xxx)	Minimum Performance:	Not Applicable
(xxxi)	Lock-in Level(s):	Not Applicable
(xxxii)	Global Cap:	Not Applicable
(xxxiii)	Global Floor:	Not Applicable
(xxxiv)	Initial Coupon:	Not Applicable
(xxxv)	Local Cap:	Not Applicable
(xxxvi)	Local Floor:	Not Applicable
(xxxvii)	N:	Not Applicable
(xxxviii)	Outperformance Option:	Not Applicable
(xxxix)	Fixed Periodic Basket Return(s):	Not Applicable
(xl)	Fixed Reference Asset Return(s):	Not Applicable
(xli)	Coupon Barrier Level(s):	Not Applicable
(xlii)	Coupon:	Not Applicable
(xliii)	K:	Not Applicable
(xliv)	I:	Not Applicable
(xlv)	Inflation-Protected Principal:	Not Applicable
(xlvi)	Fee Amount:	Not Applicable
(xlvii)	Rebate:	Not Applicable
(xlviii)	Target Volatility:	Not Applicable
(xlix)	In Option – Basket Long:	Not Applicable
(l)	In Option – Basket Short:	Not Applicable
(li)	Out Option – Basket Long:	Not Applicable
(lii)	Out Option – Basket Short:	Not Applicable
(liii)	Target Redemption Amount:	Not Applicable
(liv)	Maximum Differential:	Not Applicable
(lv)	Minimum Differential:	Not Applicable

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	(lvi)	Cap:	Not Applicable
	(lvii)	Gearing:	Not Applicable
	(lviii)	Redemption Base Rate:	Not Applicable
	(lix)	Redemption Base Rate Margin:	Not Applicable
	(lx)	Reference Bond Price Source:	Not Applicable
	(lxi)	Reference Bond Quotation Time:	Not Applicable
	(lxii)	Dirty Price:	Not Applicable
	(lxiii)	Redemption Amount Multiplier:	Not Applicable
	(lxiv)	Reference Bond Exchange Rate (Settlement Amount):	Not Applicable
	(lxv)	Initial Accumulated Decremental Rate:	Not Applicable
36.	**Strategy-related items**		Not Applicable
37.	**Provisions relating to FX Components**		Not Applicable
38.	**Provisions relating to Inflation-Linked Notes:**		Not Applicable
39.	**Provisions relating to Credit Linked Notes:**		Not Applicable
40.	**Provisions relating to Fund Linked Notes:**		Not Applicable
41.	**Provisions relating to Futures Contracts:**		Not Applicable
IV.	**INSTALMENT AND EARLY REDEMPTION**		**APPLICABLE**
42.	Instalment Redemption		Not Applicable
43.	Optional Early Redemption (Call)		Not Applicable
44.	Optional Early Redemption (Put)		Not Applicable
45.	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons:		Such percentage per Calculation Amount as may be determined by the Issuer
46.	Substantial Repurchase Event		Not Applicable
47.	Early Redemption Date(s) of Notes with "Autocallable" or "Autocallable Rate" performance structure:		Not Applicable

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48.	Payment of Unwind Amount on Early Redemption:	Not Applicable

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

49.	Change in Law:	As set out in Condition 9 (*Change in Law*)
50.	Increased Costs of Hedging:	As set out in Condition 10 (*Increased Costs of Hedging*)
51.	Hedging Disruption:	As set out in Condition 11 (*Hedging Disruption*)
52.	Green Underlying Disruption:	Not Applicable
53.	Market Disruption:	As set out in Part 2: *Additional Conditions for Certain Structured Notes* to the Conditions
54.	Market Disruption Commodity:	Not Applicable
55.	Disruption Currency:	Not Applicable
56.	Calculation Adjustment:	As set out in Part 2: *Additional Conditions for Certain Structured Notes* to the Conditions
57.	Corrections:	As set out in Part 2: *Additional Conditions for Certain Structured Notes* to the Conditions
	• Number of Exchange Business Days:	As set out in Part 1: *General Conditions* to the Conditions
58.	Correction Commodity:	Not Applicable
59.	Correction Currency:	Not Applicable
60.	Extraordinary Events:	As set out in Part 2: *Additional Conditions for Certain Structured Notes* to the Conditions
61.	Rate Option Fall Back:	As set out in Part 2: *Additional Conditions for Certain Structured Notes* to the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

62.	Form of Notes:	Swedish Notes The Notes are Swedish Notes in uncertificated and dematerialised book entry form
63.	New Global Note:	No
64.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
65.	Calculation Agent:	Nordea Bank Abp
66.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No.
67.	Relevant Benchmark:	Not Applicable

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68. Governing Law: Swedish Law

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue of the Notes described herein pursuant to the €15,000,000,000 Structured Note Programme of Nordea Bank Abp.

RESPONSIBILITY

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

Signed on behalf of Nordea Bank Abp:





By: .....
Duly authorised

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PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Nasdaq Stockholm with effect from 28 January 2027

2. **RATINGS**

The Notes to be issued have not been rated.

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes 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 Notes will be used for the general banking and other corporate purposes of the Issuer.

5. **Item has been intentionally omitted**

6. **Item has been intentionally omitted**

7. **PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Basket	Reference Asset(s)	Basket Participation	Stock Exchange and Options or Futures Exchange	Initial Price	Strike Level	Source for past and future performance data
Single Basket	Svenska Handelsbanken AB ISIN: SE0007100599	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: SHBA SS Equity
	Swedbank AB ISIN: SE0000242455	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: SWEDA SS Equity
	Nordea Bank Abp ISIN: FI4000297767	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: NDA SS Equity
	Alfa Laval AB ISIN: SE0000695876	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: ALFA SS Equity
	AstraZeneca PLC ISIN: GB0009895292	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: AZN SS Equity

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Tele2 AB ISIN: SE0005190238	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: TEL2B SS Equity
Axfood AB ISIN: SE0006993770	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: AXFO SS Equity
AAK AB ISIN: SE0011337708	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: AAK SS Equity
Svenska Cellulosa AB SCA ISIN: SE0000112724	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: SCAB SS Equity
Investor AB ISIN: SE0015811963	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: INVEB SS Equity
H & M Hennes & Mauritz AB ISIN: SE0000106270	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: HMB SS Equity
Securitas AB ISIN: SE0000163594	8.33 per cent.	All Exchanges	As determined in accordance with the Conditions set out in the Base Prospectus	100 per cent.	Bloomberg code: SECUB SS Equity

The Issuer does not intend to provide post-issuance information under paragraph 3.1 of Annex 17 of Commission Delegated Regulation (EU) No 2019/980.

8. **FURTHER DETAILS OF BASKET PARTICIPATION**

Basket Participation (Interest): Not Applicable

Basket Participation: Applicable

- Fixed Basket Participation: Applicable
- Rainbow Basket Participation: Not Applicable
- Replacement Cliquet Basket Participation: Not Applicable
- Momentum Basket Participation: Not Applicable

•	Accumulating Rainbow Basket Participation:	Not Applicable

9. **OPERATIONAL INFORMATION**

ISIN Code:	SE0029300375
Common Code:	Not Applicable
Issuer LEI:	529900ODI3047E2LIV03
Clearing system(s):	Euroclear Sweden
Name(s) and address(es) of additional Swedish Issuing Agent(s) (if any):	Not Applicable

10. **DISTRIBUTION**

(i)	U.S. Selling Restrictions:	Regulation S Category 2 TEFRA Not Applicable
(ii)	Section 871(m):	The Notes are not subject to U.S. federal withholding tax under Section 871(m).
(iii)	Public Offer:	The Issuer consents to the use of the Base Prospectus in connection with a Public Offer of the Notes during the period from and including 23 November 2026 to and including 30 December 2026 (the "**Offer Period**") by Garantum Fondkommission Aktiebolag specified in Sweden ("**Public Offer Jurisdictions**"), for so long as they are authorised to make such offers under the Markets in Financial Instruments Directive (Directive 2014/65/EU), as amended or superseded.
(iv)	Prohibition of Sales to EEA Retail Investors:	Not Applicable
(v)	Prohibition of Sales to UK Retail Investors:	Applicable

11. **TERMS AND CONDITIONS**

Offer Price:	110 per cent. of the Aggregate Principal Amount of each Note
Expenses included in the Offer Price:	In connection with the issuance of this type of notes, the Issuer incurs costs for, among other things, production, distribution, licences, stock exchange listing and risk management. In order to cover these costs, the Issuer charges production fees. The production fee is included in the purchase price charged by the Issuer to the relevant purchaser, distributor or Authorised Offeror and will amount to a maximum of 1.50 per cent. (0.50 per cent per year), calculated on the price of the Notes. A distribution fee of up to 3.60 per cent. (1.20 per cent. per annum) calculated on the price of the Notes will be paid by the Issuer to the Authorised Offeror. The distribution fee is included in the purchase price charged by the Issuer.

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Conditions to which the offer is subject:	The Issuer reserves its rights to cancel the offer under the following circumstances; (a) if the aggregate principal amount of Notes purchased on or before 30 December 2026 is less than SEK 15,000,000; (b) if the Participation Ratio cannot be set at 130.00 per cent.; or (c) if any event of an economic, financial or political nature occurs and which may jeopardise a successful offer, as determined by the Issuer. The Issuer may also replace any Reference Asset listed in the table(s) above at any time on or prior to the Issue Date with a comparable type of underlying Reference Asset.
Description of the application process:	The subscription form shall be received by Garantum Fondkommission Aktiebolag no later than 30 December 2026 or such earlier date as determined by the Issuer. The subscription payment shall be credited to the specified account on 28 January 2027.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	Minimum amount of application SEK 10,000
Details of the method and time limits for paying up and delivering the Notes:	Not Applicable
Manner in and date on which results of the offer are to be made public:	After the end of the Offer Period a Final Terms Confirmation Announcement will be published through Central Bank of Ireland and by the Issuer on the Issuer's website.
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 Notes are offered and whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	In connection with the issuance of this type of notes, the Issuer incurs costs for, among other things, production, distribution, licences, stock exchange listing and risk management. In order to cover these costs, the Issuer charges production fees. The production fee is included in the purchase price

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	charged by the Issuer to the relevant purchaser, distributor or Authorised Offeror and will amount to a maximum of 1.50 per cent. (0.50 per cent per year), calculated on the price of the Notes. A distribution fee of up to 3.60 per cent. (1.20 per cent. per annum) calculated on the price of the Notes will be paid by the Issuer to the Authorised Offeror. The distribution fee is included in the purchase price charged by the Issuer.
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.	Garantum Fondkommission Aktiebolag Address: Smålandsgatan 16, SE-111 46 Stockholm, Sweden

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ANNEX TO THE FINAL TERMS – SUMMARY OF THE ISSUE

BASE PROSPECTUS SUMMARY: EQUITY LINKED NOTES OF SERIES E378 ISSUED BY NORDEA BANK ABP UNDER ITS EUR 15,000,000,000 STRUCTURED NOTE PROGRAMME

1. Introduction and Warnings

(a) The securities are called the Equity Linked Notes of Series E378 (the "Notes") and the ISIN is SE0029300375.

(b) The Issuer is Nordea Bank Abp and the Issuer's legal entity identifier is 529900ODI3047E2LIV03. The Issuer's address is Satamaradankatu 5 FI-00020 Nordea, Helsinki, Finland.

(c) The Issuer is the offeror in respect of the Notes and the person applying for admission of the Notes to trading on Nasdaq Stockholm. Notes may also be offered by Garantum Fondkommission Aktiebolag, Smålandsgatan 16, SE-111 46 Stockholm, Sweden, LEI code 549300SUPDLSXO6YWJ42.

(d) The competent authority approving the Base Prospectus for the Programme and the Notes 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 12 December 2025.

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 of the end of November 2025:

	Number of shares (million)	Per cent. of shares and votes [(1)]
BlackRock	184.8	5.4
Norges Bank Investment Management	173.9	5.0
Nordea Fonden	151.5	4.4
Vanguard	150.8	4.4
Cevian Capital	124.9	3.6

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

	Year of birth	Board member since	Position
Sir Stephen Hester	1960	2022	Chair
Lene Skole	1959	2022	Vice Chair
Petra van Hoeken	1961	2019	Member
John Maltby	1962	2019	Member
Risto Murto	1963	2023	Member
Lars Rohde	1954	2024	Member
Per Strömberg	1963	2023	Member
Jonas Synnergren	1977	2020	Member
Arja Talma	1962	2022	Member
Kjersti Wiklund	1962	2022	Member

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

What is the Key Financial Information Regarding the Nordea Group?

	Year ended 31 December		Nine months ended 30 September	
	2024 *(Audited)*	2023 *(Audited)*	2025 *(Unaudited)*	2024 *(Unaudited)*
	(*EUR million*)			
Income Statement				
Net interest income	7,594	7,451	5,402	5,740
Net fee and commission income	3,157	3,021	2,396	2,332
Total operating income	12,084	11,743	8,795	9,129
Net loan losses	(198)	(187)	23	(142)
Operating profit	6,548	6,338	4,803	5,081
Net profit for the period	5,059	4,934	3,683	3,930
Balance Sheet				
Loans to the public	357,588	344,828	375,343	348,896
Debt securities in issue	188,136	182,548	190,799	188,943
Subordinated liabilities	7,410	5,720	8,342	6,991
Deposits by credit institutions	28,775	29,504	48,094	34,630
Deposits and borrowings from the public	232,435	210,062	225,970	222,064
Total assets	623,355	584,702	647,569	617,415
Total liabilities	590,919	553,477	616,049	585,961
Total equity	32,436	31,225	31,520	31,454
Total liabilities and equity	623,355	584,702	647,569	617,415
Cash Flow Statement				
Cash flow from operating activities before changes in operating assets and liabilities	7,436	10,757	5,204	4,811
Cash flow from operating activities	906	(6,472)	(3,880)	4,321
Cash flow from investing activities	(2,916)	(535)	(405)	(377)
Cash flow from financing activities	(2,347)	(4,008)	(3,434)	(2,375)
Cash flow for the period	(4,357)	(11,015)	(7,719)	1,569

	Year ended 31 December		Nine months ended 30 September	
	2024	2023	2025	2024
Ratios				
CET1 capital ratio	15.8 %	17.0 %	15.9%	15.8%

What are the Key Risks Specific to the Issuer?

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

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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.

Disruptions and volatility in the global financial markets may adversely impact the Nordea Group: In recent years, the global financial markets have experienced disruptions and volatility. If any of these conditions continue to persist, or should there be any further turbulence in the markets, this could have a material adverse effect on the Nordea Group's customers and its business, financial condition and results of operations. Further, any of these factors could have a material adverse effect on the Nordea Group's ability to access capital and liquidity on financial terms acceptable to the Nordea Group.

Deterioration in counterparties' credit quality may affect the Nordea Group's financial performance: Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of the Nordea Group's businesses. The Nordea Group makes provisions for loan losses in accordance with IFRS. However, the provisions made are based on available information, estimates and assumptions and are subject to uncertainty, and there can be no assurances that the provisions will be sufficient to cover the amount of loan losses as they occur. Adverse changes in the credit quality of the Nordea Group's borrowers and counterparties or a decrease in collateral values, are likely to affect the recoverability and value of the Nordea Group's assets and require an increase in the Nordea Group's individual provisions and potentially in collective provisions for impaired loans, which in turn would adversely affect the Nordea Group's financial performance. In particular, the Nordea Group's exposure to corporate customers is subject to adverse changes in credit quality should the economic environment in the Nordea Group's markets deteriorate.

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.

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.

Operational risks, including risks in connection with investment advice, may affect the Nordea Group's business: The Nordea Group's business operations are dependent on the ability to process a large number of complex transactions across different markets in many currencies. The Nordea Group's operations are carried out through a number of entities. Operational losses, including monetary damages, reputational damage, costs, and direct and indirect financial losses and/or write-downs, may result from many different sources. As a part of its banking and asset management activities, the Nordea Group also provides its customers with investment advice, access to internally as well as externally managed funds and serves as custodian of third party funds. In the event of losses incurred by its customers due to investment advice from the Nordea Group, or the misconduct or fraudulent actions of external fund managers, the Nordea Group's customers may seek compensation from the Nordea Group. Although the Nordea Group has implemented risk controls and taken other actions to mitigate

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exposures and/or losses, there can be no assurances that such procedures will be effective in controlling each of the operational risks faced by the Nordea Group.

The Nordea Group's business is subject to the impact of environmental, social and governance and other sustainability risks: The Nordea Group may be exposed to sustainability risk as a result of current or future environmental, social and governance ("**ESG**") events or conditions. In addition to resulting in potential direct losses or costs, sustainability risk can further exacerbate the risks the Nordea Group is facing. Credit risk is considered the risk category most significantly impacted by sustainability factors over the longer term. The Nordea Group may also be subject to increased regulatory scrutiny, new disclosure requirements or other additional costs. If they were to realise, environmental, social and governance and other sustainability risks could have a material adverse effect on the Nordea Group's reputation, business, financial condition and results of operations.

3. Key Information on the Securities

What are the Main Features of the Securities?

(a) The Notes are Equity Linked Notes in Registered Form bearing ISIN SE0029300375.

(b) The Notes are issued in SEK in denominations of SEK 10,000. The total nominal amount of the Notes will be specified in the Final Terms Confirmation Announcement following completion of the Offer Period. The Notes mature in January 2030.

(c) ***"Basket Long" structure:*** The return of the Notes depends on the performance of the underlying Basket during the lifetime of the investment. The performance of the underlying Basket will be measured by comparing the Initial Price, the price of the basket constituents on the initial valuation date, to the Final Price, the average price of each basket constituent on 7 valuation dates. If the Final Price of the Basket is higher than the Initial Price of the underlying Basket, the Notes will pay the nominal amount plus the nominal amount multiplied with the positive performance multiplied with the participation ratio, on the redemption date. If the Final Price of the underlying Basket is lower than the Initial Price of the underlying Basket, the Notes will pay the nominal amount, on the redemption date.

(d) By investing in the Notes, 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 Notes 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 Notes 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.

(e) The Notes are freely transferable by their terms, although the Base Prospectus summarises certain legal restriction on the offers and sales of Notes in certain jurisdictions.

Where will the Securities be Traded?

Application will be made for the Notes to be admitted to trading on Nasdaq Stockholm effective as of 28 January 2027.

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

Complexity of the product: the performance structure for structured Notes 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. In addition, the relationship between yield and risk may be difficult to assess.

There may be no active trading market for the Notes: the Notes 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 Notes, with the result that

the investor may have to hold such Notes until they are redeemed. Nordea is under no obligation to buy back or make a market in any Notes. Noteholders should be aware that the secondary market for the Notes 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. Noteholders should also be aware that inflation could have an adverse effect on the value of the relevant Notes (including, without limitation, capital protected Notes), including where the return on the Notes is below the level of the relevant inflation rate(s).

Performance of the Reference Assets: with structured Notes, the Noteholder's right to yield and repayment of principal depends on the performance of one or more underlying assets (the "**Reference Assets**") and the performance structure. The value of the Notes may be affected by the value of the Reference Assets at specific points during the term of the relevant Notes, the intensity of the price fluctuations of the Reference Asset(s), expectations regarding future volatility, market interest rates and expected distributions on the Reference Asset(s). The value of Notes can fluctuate above or below their issue price during the lifetime of such Notes. Where there is a high level of interdependence between the individual basket constituents, any move in the performance of the basket constituents will exaggerate the performance of the Notes. Moreover, a small basket or an unequally weighted basket will generally leave the basket more vulnerable to changes in the value of any particular basket constituent. In addition to exposure to the Reference Assets, an investment in Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

Currency fluctuations: foreign exchange rates may be affected by complex political and economic factors, including relative rates of inflation, interest rate levels, the balance of payments between countries, the extent of any governmental surplus or deficit and the monetary, fiscal and/or trade policies pursued by the governments of the relevant currencies. Currency fluctuations may affect the value or level of the Reference Assets in complex ways. If such currency fluctuations cause the value or level of the Reference Assets to vary, the value or level of the Notes may fall. If the value or level of one or more Reference Asset(s) is denominated in a currency that is different from the currency of the Notes, investors in the Notes may be subject to increased foreign exchange risk. Previous foreign exchange rates are not necessarily indicative of future foreign exchange rates.

Risks relating to market disruption and extraordinary events: Reference Assets may be affected by disruption to their normal trading markets, or extraordinary events such as delisting, nationalisation, bankruptcy, liquidation or dilutive or other events (including e.g. declaration or payment of extraordinary dividend) affecting the relevant Reference Asset. For all structured Notes, 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 Notes or replace one Reference Asset with another Reference Asset, as the Issuer deems necessary.

Equities as Reference Assets: the Notes are not sponsored or promoted by the issuer of the equities. The equity issuer does not, therefore, have an obligation to take into account the interests of the investors in the Notes and so the actions of such equity issuer could adversely affect the market value of the Notes. The investor in the Notes is not entitled to receive any dividend payments or other distributions to which a direct holder of the underlying equities would otherwise be entitled.

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 Notes will take place in Sweden from and including 23 November 2026 to and including 30 December 2026 (the "**Offer Period**").

The Offer Price will be 110 per cent. of the Aggregate Principal Amount of each Note.

The Issuer reserves its rights to cancel the offer under the following circumstances;

- if the aggregate principal amount of Notes purchased on or before 30 December 2026 is less than SEK 15,000,000;
- if the Participation Ratio cannot be set at least at 130.00 per cent.; or

- if any event of an economic, financial or political nature occurs and which may jeopardise a successful offer, as determined by the Issuer.

b) Application will be made for the Notes to be admitted to trading on Nasdaq Stockholm effective as of 28 January 2027.

c) In connection with the issuance of this type of notes, the Issuer incurs costs for, among other things, production, distribution, licenses, stock exchange listing and risk management. In order to cover these costs, the Issuer charges production fees. The production fee is included in the purchase price charged by the Issuer to the relevant purchaser, distributor or Authorised Offeror and will amount to a maximum of 1.50 per cent, (0.50 per cent per year), calculated on the price of the Notes.

A distribution fee of up to 3.6 per cent (1.20 per cent per year) calculated on the price of the Notes will be paid by the Issuer to the Authorised Offeror. The distribution fee is included in the purchase price charged by the Issuer.

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

The offeror in respect of the Notes and the person requesting the admission of the Notes to trading is the Issuer. The Notes may also be offered by Garantum Fondkommission Aktiebolag whom the Issuer has appointed as Authorised Offeror's in respect of the Notes.

Authorised Offeror	**Domicile and Country of Incorporation**	**Legal Form**	**Law under which it Operates**
Garantum Fondkommission Aktiebolag	The Authorised Offeror is incorporated under the laws of Sweden	Private limited liability company	Swedish Law

Any investor intending to acquire or acquiring any Notes from an Authorised Offeror will do so, and offers and sales of the Notes 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 Reference Assets. The net proceeds of the issue of the Notes will be used for the general banking and other corporate purposes of the Issuer and the Nordea Group.

b) The offer of the Notes is not underwritten.

c) Authorised Offerors and other third party distributors may be paid fees in relation to the issue of the Notes. Save for the foregoing, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

Denna sammanfattning är en inofficiell översättning. Investerare skall läsa och ta till sig den engelska versionen av sammanfattningen då denna kan avvika från den svenska översättningen.

SAMMANFATTNING AV GRUNDPROSPEKT: AKTIELÄNKADE LÅN AV SERIE E378 UTSTÄLLT AV NORDEA BANK ABP I ENLIGHET MED DESS 15 000 000 000 EURO STRUKTURERADE LÅNEPROGRAM

1. Introduktion och varningar

(a) Värdepapperna kallas för Aktielänkade Lån av serie E378 (”Lånen”) och dess ISIN-nummer är SE0029300375.

(b) Emittenten är Nordea Bank Abp och Emittentens identifieringskod (LEI-kod) är 529900ODI3047E2LIV03. Emittentens adress är Satamaradankatu 5 FI-00020 Nordea, Helsingfors, Finland.

(c) Emittenten är säljare av Instrumenten och den som ansöker om upptagande till handel av Lånen på Nasdaq Stockholm. Lån kan också säljas av Garantum Fondkommission Aktiebolag, Smålandsgatan 16, 111 46 Stockholm, LEI-kod 549300SUPDLSXO6YWJ42.

(d) Myndigheten med kompetens att godkänna Grundprospektet för Programmet och Lånen är Irlands Centralbank, med adressen New Wapping Street, North Wall Quay, Dublin 1, Irland.

(e) Grundprospektet godkändes den 12 december 2025.

Varning till Investerare:

Denna sammanfattning bör läsas som en introduktion till Grundprospektet; ett beslut att investera i värdepapperna bör fattas av investeraren på grundval av hela Grundprospektet; investeraren kan förlora hela eller delar av det investerade kapitalet; när ett krav hänförligt till informationen i ett Grundprospekt tas upp i domstol kan en investerare som är kärande enligt nationell rätt få bära kostnaderna för att översätta Grundprospektet innan den juridiska processen initieras; civilrättsligt ansvar tillfaller endast de personer som lagt fram sammanfattningen, inklusive en översättning av den, men endast när sammanfattningen är missledande, inkorrekt eller inkonsekvent när den läses tillsammans med andra delar av Grundprospektet, eller när den inte, när den läses tillsammans med andra delar av Grundprospektet, ger central information till stöd för investerare som överväger att investera i värdepappren.

Du är på väg att köpa en produkt som inte är enkel och kan vara svår att förstå sig på.

2. Central Information om Emittenten

Vem är Emittenten av Värdepapperna?

(a) Emittenten, Nordea Bank Abp, är ett publikt aktiebolag som bedriver sin verksamhet enligt finsk rätt. Nordea Bank Abp registrerades i det finska handelsregistret den 27 september 2017. Emittentens identifieringskod (LEI-kod) är 529900ODI3047E2LIV03.

(b) Enligt 2 § i Nordea Bank Abps bolagsordning bedriver Nordea Bank Abp, i egenskap av affärsbank verksamhet som enligt den finska kreditinstitutslagen är tillåten för en inlåningsbank. Nordea Bank Abp tillhandahåller investeringstjänster och bedriver investeringsverksamhet enligt den finska lagen om investeringstjänster. Vidare deltar Nordea Bank Abp, i egenskap av moderbolag, i, och ombesörjer och ansvarar för övergripande funktioner i koncernen såsom styrning, övervakning, riskkontroll och stabsfunktioner.

(c) Följande tabell ger information om Emittentens fem största aktieägare per slutet av november 2025:

	Antal aktier (miljoner)	Procent av aktier och röster
BlackRock	184,8	5,4
Norges Bank Investment Management	173,9	5,0

Nordea-fonden	151,5	4,4
Vanguard	150,8	4,4
Cevian Capital	124,9	3,6

Följande tabell anger, för varje styrelseledamot i Emittenten, hans eller hennes födelseår och året då han eller hon för första gången utsågs till styrelseledamot:

	Födelseår	Styrelseledamot sedan	Position
Sir Stephen Hester	1960	2022	Ordförande
Lene Skole	1959	2022	Vice ordförande
Petra van Hoeken	1961	2019	Ledamot
John Maltby	1962	2019	Ledamot
Risto Murto	1963	2023	Ledamot
Lars Rohde	1954	2024	Ledamot
Per Strömberg	1963	2023	Ledamot
Jonas Synnergren	1977	2020	Ledamot
Arja Talma	1962	2022	Ledamot
Kjersti Wiklund	1962	2022	Ledamot

(d) Emittentens revisor är PricewaterhouseCoopers Oy.

Vad är den centrala finansiella informationen vad gäller emittenten?

	Året som avslutades den 31 december		Niomånadersperioden som avslutades den 30 september	
	2024 *(reviderad)*	2023 *(reviderad)*	2025 *(oreviderad)*	2024 *(oreviderad)*
	(miljoner euro)			
Resultaträkning				
Räntenetto	7 594	7 451	5 402	5 740
Avgifts- och provisionsnetto	3 157	3 021	2 396	2 332
Summa rörelseintäkter	12 084	11 743	8 795	9 129
Kreditförluster, netto	-198	-187	23	-142
Rörelseresultat	6 548	6 338	4 803	5 081
Periodens resultat	5 059	4 934	3 683	3 930
Balansräkning				
Lån till allmänheten	357 588	344 828	375 343	348 896
Emitterade skuldebrev	188 136	182 548	190 799	188 943
Efterställda skulder	7 410	5 720	8 342	6 991
Inlåning från kreditinstitut	28 775	29 504	48 094	34 630
In- och upplåning från allmänheten	232 435	210 062	225 970	222 064
Summa tillgångar	623 355	584 702	647 569	617 415
Summa skulder	590 919	553 477	616 049	585 961
Summa eget kapital	32 436	31 225	31 520	31 454
Summa skulder och eget kapital	623 355	584 702	647 569	617 415
Kassaflödesanalys				
Kassaflöde från den löpande verksamheten före förändringar av den löpande verksamhetens tillgångar och skulder	7 436	10 757	5 204	4 811
Kassaflöde från den löpande verksamheten	906	-6 472	3 880	4 321
Kassaflöde från investeringsverksamheten	-2 916	-535	-405	-377
Kassaflöde från finansieringsverksamheten	-2 347	-4 008	-3 434	2 375
Periodens kassaflöde	-4 357	-11 015	-7 719	1 569

	Året som avslutades den 31 december		Niomånadersperioden som avslutades den 30 september	
	2024	2023	2025	2024
Kapitalrelationer				
Kärnprimärkapitalrelation	15,8 %	17,0 %	15,9 %	15,8 %

Vad är de centrala riskerna specifika för Emittenten?

Negativ ekonomisk utveckling och förhållanden på marknaden på vilken Nordeakoncernen verkar kan ha en negativ inverkan på Nordeakoncernens verksamhet och rörelseresultat: Nordeakoncernens resultat påverkas i hög grad av generella ekonomiska förhållanden på de nordiska marknaderna (Danmark, Finland, Norge och Sverige). Utvecklingen av de ekonomiska förhållandena

på andra marknader där Nordeakoncernen för tillfället verkar kan också påverka Nordeakoncernens resultat. Ekonomisk utveckling har påverkat, och kan komma att fortsätta påverka Nordeakoncernens verksamhet på flera sätt, bland annat Nordeakoncernens kunders intäkter, tillgångar, likviditet, verksamhet och/eller finansiell status, vilket i sin tur kan försämra Nordeakoncernens kreditvärdighet samt efterfrågan på Nordeakoncernens finansiella produkter och tjänster.

Störningar och volatilitet på de globala finansmarknaderna kan ha en negativ inverkan på Nordeakoncernen: Under de senaste åren har de globala finansmarknaderna varit föremål för störningar och hög volatilitet. Om dessa förhållanden fortsätter råda, eller om det skulle uppstå någon ytterligare turbulens på marknaden, kan det ha en väsentlig negativ inverkan på Nordeakoncernens kunder, verksamhet, finansiella ställning och resultat. Dessutom kan dessa faktorer ha en väsentlig negativ inverkan på Nordeakoncernens tillgång till kapital och likviditet på finansiella villkor som är godtagbara för Nordeakoncernen.

Försämring av motparters kreditvärdighet kan påverka Nordeakoncernens finansiella resultat: Risker i samband med förändringar av kreditvärdigheten hos, och möjligheten till återbetalning av lån och förfallna belopp från, motparter gäller för stora delar av Nordeakoncernens verksamheter. Nordeakoncernen gör avsättningar för kreditförluster i enlighet med IFRS. Avsättningarna är dock baserade på tillgänglig information, uppskattningar och antaganden och är föremål för osäkerhet, och det är inte säkert att avsättningarna kommer vara tillräckliga för att täcka kreditförluster när de väl uppstår. Negativa förändringar av Nordeakoncernens låntagares och motparters kreditvärdighet, eller en försämring av värdet på säkerheter påverkar sannolikt möjligheten till återbetalning och värdet på Nordeakoncernens tillgångar och kräver sannolikt en ökning av Nordeakoncernens individuella reserveringar och möjligen även av modellbaserade reserveringar för osäkra lånefordringar, vilket i sin tur skulle ha en negativ inverkan på Nordeakoncernens finansiella resultat. Särskilt Nordeakoncernens exponering mot företagskunder är föremål för försämrad kreditvärdighet för det fall ekonomin på Nordeakoncernens marknader försämras.

Nordeakoncernen är utsatt för marknadsprisrisk: Nordeakoncernens kunddrivna värdepappershandel och treasury-funktion (där Nordeakoncernen håller investerings- och likviditetsportföljer för egen räkning) är de största bidragande faktorerna till marknasprisrisk i Nordeakoncernen. I den utsträckning volatila marknadsförhållanden håller i sig eller återkommer, kan värdet på Nordeakoncernens obligations-, derivat- och strukturerade kreditportföljer, likväl som andra typer av instrument, minska mer än beräknat, och därför medföra nedskrivningar. Utöver det kan volatila marknadsförhållanden, på grund av att Nordeakoncernens handels- och investeringsintäkter till stor del är beroende av förhållandena på de finansiella marknaderna, resultera i en avsevärd nedgång i Nordeakoncernens handels- och investeringsintäkter, eller resultera i en handelsförlust, vilket i sin tur kan ha en väsentlig negativ inverkan på Nordeakoncernens verksamhet, finansiella ställning och verksamhetsresultat.

Det finns en inneboende likviditetsrisk i Nordeakoncernens verksamhet: Likviditetsrisk är risken för att Nordeakoncernen inte ska kunna betala sina skulder när de förfaller eller nå upp till likviditetsåtaganden endast till en högre kostnad. En stor del av Nordeakoncernens likviditets- och finansieringskrav uppfylls genom insättningar från kunder, samt kontinuerlig tillgång till kapitalmarknaderna, bland annat utfärdandet av långfristiga skuldebrev, t.ex. säkerställda obligationer. Storleken på dessa finansieringskällor, särskilt den långfristiga finansieringen, kan vara begränsad under perioder med begränsad likviditet. Oroligheter på de globala finansmarknaderna och ekonomin kan negativt påverka Nordeakoncernens likviditet och vissa motparters och kunders benägenhet att göra affärer med Nordeakoncernen, vilket kan få en väsentlig negativ effekt på Nordeakoncernens verksamhet och verksamhetsresultat.

Operationella risker, inklusive risker i samband med investeringsrådgivning, kan påverka Nordeakoncernens verksamhet: För att Nordeakoncernens verksamhet ska fungera måste koncernen kunna genomföra ett stort antal komplexa transaktioner på olika marknader i många valutor. Nordeakoncernen bedriver sin verksamhet genom flera olika bolag. Verksamhetsförluster, inklusive skadestånd, försämrat rykte, kostnader, direkta och indirekta ekonomiska förluster och/eller nedskrivningar kan uppstå av flera olika orsaker. Som en del av bankverksamheten och tillgångsförvaltningen erbjuder Nordeakoncernen sina kunder investeringsrådgivning, tillgång till internt såväl som externt förvaltade fonder samt agerar förvaringsinstitut för fonder som förvaltas av tredje part. För det fall förluster uppstår hos kunder som fått investeringsrådgivning från Nordeakoncernen, alternativt på grund av försummelse eller bedrägliga handlingar av externa

Open

fondförvaltare, kan Nordeakoncernen krävas på ersättning. Trots att Nordeakoncernen har implementerat riskkontroller och vidtagit andra åtgärder för att minska exponeringen och/eller förlusterna, finns inga garantier för att åtagandena kommer att vara effektiva i att hantera de olika verksamhetsrisker som Nordeakoncernen står inför.

Nordeakoncernens verksamhet är föremål för hållbarhetsrisker kopplade till miljö, socialt ansvar, bolagsstyrning och annat: Nordeakoncernen kan utsättas för hållbarhetsrisk till följd av nuvarande eller framtida händelser eller förhållanden avseende miljö, socialt ansvar eller bolagsstyrning ("ESG"). Förutom att leda till potentiella direkta förluster eller kostnader kan hållbarhetsrisker ytterligare förstärka de risker som Nordeakoncernen är föremål för. Kreditrisk anses vara den riskkategori som påverkas mest av hållbarhetsfaktorer på lång sikt. Nordeakoncernen kan också bli föremål för ökad regulatorisk granskning, nya krav på informationsgivning eller andra ökade kostnader. Skulle de infalla kan hållbarhetsrisker kopplade till miljö, socialt ansvar bolagsstyrning eller annat ha en väsentlig negativ inverkan på Nordeakoncernens rykte, verksamhet, finansiella ställning och verksamhetsresultat.

3. Central information om Värdepappren

Vad är värdepapprens centrala egenskaper?

(a) Lånen är Aktielänkade lån i registrerad form med ISIN SE0029300375.

(b) Lånen är utgivna i SEK med denominering 10 000 SEK. Det totala nominella beloppet för Lånen kommer att specificeras i Bekräftelsen av de Slutliga Villkoren som presenteras efter att Erbjudandeperioden avslutats. Lånen förfaller i januari 2030.

(c) ***Lån med strukturen "Lång Korg":*** Lånens avkastning bestäms av värdeutvecklingen för den underliggande Korgen under Lånens löptid. Den underliggande korgens värdeutveckling kommer bestämmas genom att starkursen, värdet av den underliggande korgens komponenter på den inledande värderingsdagen, jämförs med slutkursen, det genomsnittliga värdet av den underliggande korgens komponenter vid 7 avslutande värderingsdagar.Om Korgens slutkurs är högre än Korgens starkurs kommer Lånen på återbetalningsdagen betala det nominella beloppet ökat med det nominella beloppet multiplicerat med Korgens positiva värdeutveckling multiplicerat med Deltagandegraden. Om Korgens slutkurs är lägre än Korgens startkurs kommer Lånen på återbetalningsdagen betala det nominella beloppet.

(d) Genom att investera i Lånen bär investeraren risken för att Emittenten inte kommer att kunna göra några betalningar under värdepappren i enlighet med dess villkor. Om Emittenten skulle bli insolvent finns en risk för att investerare förlorar hela eller delar av det investerade beloppet. Lånen utgör icke säkerställda och icke efterställda förpliktelser för Emittenten och är i förmånsrättsligt hänseende pari passu utan inbördes rangordning och åtminstone pari passu med Emittentens alla övriga nuvarande och framtida utestående icke säkerställda och icke efterställda förpliktelser. Lånen kan också bli föremål för skuldnedskrivning om Emittenten bli föremål för resolution enligt direktiv 2014/59/EU, så som det implementerats i Finland, och därmed skrivas ner eller ombildas till andra värdepapper (inklusive ordinarie aktier) om resolutionsmyndigheten anser att det är nödvändigt för att återställa Emittentens möjlighet till fortlevnad.

(e) Lånen är fritt omsättningsbara enligt dess villkor. Grundprospektet sammanfattar dock vissa legala restriktioner vad gäller erbjudande och försäljning av Lånen i vissa jurisdiktioner.

Var kommer Värdepappren handlas?

Ansökan kommer göras för Lånen för att godkännas för upptagande till handel på Nasdaq Stockholm med effekt från 28 januari 2027.

Vilka är de centrala riskerna som är specifika för Värdepappren?

Produktens komplexitet: avkastningsstrukturen för strukturerade Lån är ibland komplex och kan innehålla matematiska formler eller samband som för en investerare kan vara svåra att förstå och jämföra med andra investeringsalternativ. Förhållandet mellan risk och avkastning kan dessutom vara svårt att utvärdera.

Det kan komma att saknas en aktiv marknad för handel med Lånen: Lånen kommer att vara nya värdepapper som eventuellt inte kommer att spridas i någon större utsträckning och/eller inte vara noterade och, även om de skulle vara noterade, kan komma att sakna en aktiv marknad. Avsaknaden av en aktiv marknad kan resultera i begränsad likviditet i Lånen, med följden att investeraren kan behöva inneha Lån till dess att de löses in. Nordea har ingen skyldighet att köpa tillbaka eller upprätthålla en marknad för några Lån. Innehavare av Lån bör känna till att sekundärmarknaden för Lån och lån av den här typen kan vara illikvid bland annat på grund av de störningar och den volatilitet på de globala finansiella marknaderna som har förekommit under de senaste åren. Innehavare av Lån bör även vara medvetna om att inflation kan ha en negativ inverkan på de Låns värde (vilket, utan att utesluta andra Lån, innefattar kapitalskyddade Lån), inklusive fall då Lånen avkastning understiger inflationstakten(/-erna).

Referenstillgångarnas värdeutveckling: för strukturerade Lån är Innehavarnas rätt till avkastning och återbetalning av kapitalbeloppet, beroende av värdeutvecklingen för en eller flera underliggande tillgångar (”**Referenstillgångar**”) och den gällande avkastningsstrukturen. Värdet på strukturerade Lån påverkas av värdet på Referenstillgångarna vid vissa tidpunkter under Lånens löptid, hur mycket priserna hos Referenstillgångarna varierar, förväntningarna angående den framtida volatiliteten, marknadsräntor och förväntad utdelning på Referenstillgångarna. Lånens värde kan komma att fluktuera och över- eller understiga priset under Lånens löptid. Där det är en hög nivå av ömsesidigt beroende mellan de individuella delarna av korgens innehåll kan en ändring i värdeutvecklingen hos korgens delar förstärka Lånens värdeutveckling. Dessutom kan en liten korg eller en ojämnt viktad korg innebära sårbarhet för ändringar i värdet hos vilken som helst av de specifika korgkomponenterna. Om enskilda komponenter i korgen i hög grad är beroende av varandra kan en ändring i värdeutvecklingen hos korgens delar förstärka Lånens värdeutveckling. Utöver exponeringen mot Referenstillgångar medför en investering i Lånen en risk för att efterföljande förändringar i marknadsräntan kan på ha en negativ påverkan på Lånens värde.

Valutafluktuationer: Växelkurserna för utländska valutor kan påverkas av komplexa politiska och ekonomiska faktorer, inklusive relativa inflationstakter, räntenivåer, betalningsbalansen mellan länder, storleken på staters budgetöverskott eller budgetunderskott och monetära, skattemässiga och/eller handelspolitiska policyer som följs av de relevanta valutornas stater. Valutafluktuationer kan påverka värdet eller nivån hos Referenstillgångarna på komplexa sätt. Om sådana valutafluktuationer får värdet eller nivån hos Referenstillgångarna att variera, så kan värdet eller nivån på Lånen minska. Om värdet eller nivån hos en eller flera Referenstillgångar är angivna i en valuta som är annan än valutan i vilken Lånen är emitterade, kan den som investerar i Lånen utsättas för en ökad risk hänförlig till växelkurser för utländska valutor. Historiska växelkurser för utländska valutor behöver inte nödvändigtvis utgöra en indikation beträffande framtida växelkurser.

Risker relaterade till störningar på marknaden och extraordinära händelser: Referenstillgångar kan påverkas av störningar på de marknader där de vanligen handlas eller av extraordinära händelser såsom avnotering, nationalisering, konkurs, likvidation eller utspädning eller andra händelser (såsom tillkännagivande eller betalning av efterutdelning) som påverkar den berörda Referenstillgången. Alla strukturerade Lån kan bli föremål för händelser såsom lagändringar eller ökade kostnader för riskhantering. Om det sker kan Emittenten ensidigt göra justeringar i tillgångarnas sammansättning och i beräkningen av avkastningen eller värdet på Lånen, eller ersätta en Referenstillgång med en annan Referenstillgång, utefter vad Emittenten finner lämpligt.

Aktier som Referenstillgångar: aktielänkade Lån är inte stödda eller främjade av emittenten av aktierna. Emittenten av aktierna har därför inte någon skyldighet att beakta intresset för dem som investerat i Lånen varför åtgärder tagna av en sådan emittent av aktier skulle kunna inverka negativt på Lånens marknadsvärde. Den som investerat i Lånen har inte rätt att få några utbetalningar eller andra utdelningar till vilka en direkt ägare av de underliggande aktierna annars skulle ha rätt.

4. Nyckelinformation om erbjudandet av Värdepapper till allmänheten och/eller upptagandet till handel på en reglerad marknad

Under vilka omständigheter och under vilken tidsperiod kan jag investera i detta värdepapper?

(a) Ett erbjudande av Lånen till allmänheten kommer att äga rum i Sverige från och med 23 november 2026 till och med 30 december 2026 ("**Erbjudandeperioden**").

Erbjudandepriset kommer vara 110 procent av det sammanlagda kapitalbeloppet för varje Lån.

Emittenten förbehåller sig rätten att avbryta erbjudandet under följande omständigheter;

- om det sammanlagda kapitalbeloppet av Lån köpta på eller före 30 december 2026 understiger 15 000 000 SEK;
- om deltagandegraden inte kan bestämmas till minst 130,00 procent; eller
- om någon händelse av ekonomisk, finansiell eller politiskt art inträffar som kan äventyra ett framgångsrikt erbjudande, enligt Emittentens bedömning.

(b) Ansökan kommer göras för Lånen för att godkännas för upptagande till handel på Nasdaq Stockholm med effekt från 28 januari 2027.

(c) I samband med emissionen av Lånen kan Emittenten ådra sig kostnader för bland annat produktion, distribution, licenser, börsnotering och riskhantering. För att täcka dessa kostnader tar Emittenten ut en produktionsavgift. Produktionsavgiften ingår i den köpeskilling som Emittenten tar ut av den berörda köparen, distributören eller Auktoriserade Säljaren och kommer att uppgå till högst 1,50 procent (0,50 procent per år) beräknat på priset på Lånen.

Emittenten kommer betala en distributionsavgift till den Auktoriserade Säljaren uppgående till högst 3,6 procent (1,20 procent per år) baserat på priset på Lånen. Distributionsavgiften ingår i den köpeskilling som Emittenten tar ut.

Vem är säljaren och/eller den person som ansöker om upptagande till handel?

Säljaren och personen som ansöker om upptagande av Lånen till handel är Emittenten. Lånen kan även säljas av Garantum Fondkommission Aktiebolag som Emittenten har utsett till en Auktoriserad Säljare av Lånen.

Auktoriserad Säljare	**Hemvist och land för inkorporering**	**Juridisk form**	**Lagstiftning under vilken den verkar**
Garantum Fondkommission Aktiebolag	Den Auktoriserade Säljaren är inkorporerad under svensk rätt	Privat aktiebolag	Svensk rätt

När en investerare avser förvärva eller förvärvar Lån från en Auktoriserad Säljare, eller när ett erbjudande om försäljning görs av en Auktoriserad Säljare till en investerare, kommer det att göras i enlighet med de villkor och andra arrangemang som finns mellan relevant Auktoriserade Säljare och relevant Investerare, bland annat vad gäller pris, allokering och betalningsarrangemang.

Varför framställs detta prospekt?

(a) Erbjudandet ges för att Emittenten ska tillhandahållas finansiering och för att erbjuda investerare avkastning länkad till värdeutvecklingen på Referenstillgångarna. Nettolikviden från emissionen av Lånen kommer att användas för Emittentens och Nordeakoncernens allmänna bankverksamhet och annan företagsverksamhet.

(b) Erbjudandet av Lånen omfattas inte av garantiavtal med ett fast åtagande.

(c) Auktoriserade Säljare och andra tredjepartsdistributörer kan erhålla avgifter i relation till emissionen av Lånen. Såvitt Emittenten känner till, med förbehåll för vad som framförts ovan, har ingen person involverad i emissionen av Lånen något väsentligt intresse i erbjudandet.