

# **PRELIMINARY FINAL TERMS**

**DATED 6 MAY 2009**

Series No. 422

Tranche No. 1

**DANSKE BANK A/S**

**EUR 60,000,000,000**

**Euro Medium Term Note Programme**

**Issue of**

**minimum DKK 30,000,000.00 Notes linked to a Share Basket due 2011  
“0% Danske Bank Klimateknologi 2011”**

**(Covered by the Kingdom of Denmark Guarantee Scheme pursuant to Danish Act No. 1003 of 10 October 2008 on Financial Stability, as amended, but only with respect to any amounts becoming due and payable from the Issuer to the Holders of the Notes on or prior to 30 September 2010)**

The Base Prospectus referred to below (as completed by these Preliminary Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, 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:

- (i) 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; or
- (ii) in those Public Offer Jurisdictions mentioned in item 37 of Part A below, provided such person is one of the persons mentioned in item 37 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

## **IMPORTANT NOTICE TO INVESTORS**

The Notes are structured placements. The return on the Notes is linked to the performance of a Share Basket (as defined in Annex 1 to these Preliminary Final Terms) comprising shares of 9 companies involved in climate technology. Prior to making any investment decision with respect to the Notes, prospective investors are advised to consider carefully the risks applicable to an investment in the Notes set forth under the heading "Risk Factors" in the Base Prospectus and the additional risks applicable to an investment in these Notes set out the General Description and Important Risk Factors contained in Annex 1 to these Preliminary Final Terms.

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 3 April 2009 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Preliminary Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Preliminary Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at and copies may be obtained from the Specified Offices of the Paying Agents.

Holders of the Notes will constitute unsecured creditors against Danske Bank A/S and as such will be covered by the Kingdom of Denmark guarantee scheme as outlined in the Act on Financial Stability (Act No. 1003 of 10 October 2008, as amended) which took effect as of 5 October 2008, but only with respect to any amounts becoming due and payable from the Issuer to the Holders of the Notes on or prior to 30 September 2010.

- |     |      |  |  |
|-----|------|--|--|
| 1.  | (i)  | Issuer:  | Danske Bank A/S  |
|     | (ii) | Guaranteed Notes:                                | Yes, but only with respect to any amounts becoming due and payable from the Issuer to the Holders of the Notes on or prior to 30 September 2010. |
| 2.  | (i)  | Series Number:                                   | 422  |
|     | (ii) | Tranche Number:                                  | 1  |
| 3.  |      | Specified Currency or Currencies:                | Danish Kroner (“ <b>DKK</b> ”)   |
| 4.  |      | Aggregate Nominal Amount:                        | Minimum DKK 30,000,000.00<br>Further particulars specified below in item 32  |
| 5.  |      | Issue Price:                                     | 105.00 per cent. of the Aggregate Nominal Amount   |
| 6.  | (i)  | Specified Denomination(s):                       | DKK 10,000.00  |
|     | (ii) | Calculation Amount:                              | DKK 10,000.00  |
| 7.  | (i)  | Issue Date:                                      | 8 June 2009  |
|     | (ii) | Interest Commencement Date:                      | Not Applicable   |
| 8.  |      | Maturity Date:                                   | 8 June 2011  |
| 9.  |      | Interest Basis:                                  | Not Applicable   |
| 10. |      | Redemption/Payment Basis:                        | Redemption linked to a Share Basket. Further particulars specified below in item 22 and in Annex 1 to these Preliminary Final Terms.             |
| 11. |      | Change of Interest or Redemption/ Payment Basis: | Not Applicable   |
| 12. |      | Put/Call Options:                                | Not Applicable   |

- |     |                         |                |
|-----|-------------------------|----------------|
| 13. | Status of the Notes:    | Unsubordinated |
| 14. | Method of distribution: | Non-syndicated |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |  |                |
|-----|--|----------------|
| 15. | <b>Fixed Rate Note Provisions</b>  | Not Applicable |
| 16. | <b>Floating Rate Note Provisions</b>   | Not Applicable |
| 17. | <b>Zero Coupon Note Provisions</b>   | Not Applicable |
| 18. | <b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b> | Not Applicable |
| 19. | <b>Dual Currency Note Provisions</b>   | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

- |     |                                |                |
|-----|--------------------------------|----------------|
| 20. | <b>Call Option</b>             | Not Applicable |
| 21. | <b>Put Option</b>              | Not Applicable |
| 22. | <b>Final Redemption Amount</b> |                |

In cases where the Final Redemption Amount is Index-Linked or other variable-linked: Applicable

- |       |  |   |
|-------|--|---|
| (i)   | Index/Formula/variable:  | The Final Redemption Amount for each Note will be calculated in accordance with the definition of Final Redemption Amount set out in Annex 1 to these Preliminary Final Terms |
| (ii)  | Calculation Agent responsible for calculating the Final Redemption Amount:   | Danske Bank A/S<br>2-12 Holmens Kanal<br>DK-1092 Copenhagen K   |
| (iii) | Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:  | Please refer to Annex 1 to these Preliminary Final Terms.   |
| (iv)  | Determination Date(s):   | Please refer to Annex 1 to these Preliminary Final Terms.   |
| (v)   | Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: | Please refer to Annex 1 to these Preliminary Final Terms.   |
| (vi)  | Payment Date:  | 8 June 2011, subject to the Following Business Day  |

Convention

(vii) Minimum Redemption Amount: Each Note will be redeemed at a minimum of par being DKK 10,000.00 per Calculation Amount.

(viii) Maximum Redemption Amount: Each Note will be redeemed at a maximum of par plus the Cap (as defined in Annex 1 to these Preliminary Final Terms) being DKK 13,000.00 per Calculation Amount assuming a Cap of 30 per cent. or DKK 12,500.00 assuming a Cap of 25 per cent.

23. **Early Redemption Amount (Tax) and Early Termination Amount**

Early Redemption Amount (Tax) or Early Termination Amount on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

Early Redemption Amount (Tax) and Early Termination Amount shall be determined in good faith by the Calculation Agent on behalf of the Issuer in its sole and absolute discretion to be the fair market value of the Notes immediately prior to the early redemption date taking into account any factors it deems necessary, adjusted to account fully for any reasonable expenses and costs of the Issuer of unwinding any underlying and/or related hedging and funding arrangements.

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24. Form of Notes: VP Systems Notes issued in uncertificated and dematerialised book entry form. See further item 7 of Part B below.
25. If issued in Registered Form, Registrar: Not Applicable
26. New Global Note Form: Not Applicable
27. Applicable Financial Centre(s) or other special provisions relating to Payment Business Days, business days or VP Systems Notes payment days, as applicable: Copenhagen, London and TARGET
28. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
29. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made: [and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment]: Not Applicable
30. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
31. Receipts to be attached to Instalment Notes which are Definitive Notes: No

32. Other final terms:
- The Issuer reserves the right to cancel the Issue of the Notes if the subscribed Aggregate Nominal Amount is below DKK 30,000,000.00.
- The subscription period runs from and including 11 May 2009 to and including 29 May 2009. However, the Issuer has the right to bring the subscription period to an end before 29 May 2009 if, during the subscription period, there is 1) a national or international material change in the interest level, currency rates and/or the currency rates volatility, and/or 2) an economic, financial, political or market-related material change, which in the judgment of Danske Bank A/S makes the offering or the secondary trade inexpedient.
- If the subscription period is brought to an end prior to 29 May 2009 an announcement will be made as soon as possible.
- If the Cap (as defined in Annex 1 to these Preliminary Final Terms) cannot be fixed at minimum 25 per cent. the Issue of the Notes will be cancelled.
- A cancellation in accordance with the above will be announced by the Issuer as soon as possible, no later than on 2 June 2009, provided that a cancellation caused by an insufficient Cap level shall be announced as soon as possible, no later than on 4 June 2009.
- The Issuer reserves the right to issue further notes under the ISIN code mentioned under Part B, Item 7, no later than on 4 January 2011.
- For a general description of the Notes and Risk Factors, please refer to the provisions set out in Annex 1 to these Preliminary Final Terms.

## DISTRIBUTION

- |     |  |                |
|-----|--|----------------|
| 33. | (i) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable |
|     | (ii) Date of Subscription Agreement:   | Not Applicable |
|     | (iii) Stabilising Manager(s) (if any):   | Not Applicable |
| 34. | If non-syndicated, name and address of Dealer:                                   | Not Applicable |
| 35. | Total commission and concession:   | None           |
| 36. | Additional selling restrictions:   | Not Applicable |

37. Non-exempt Offer:

An offer of the Notes may be made by Danske Bank A/S other than pursuant to Article 3(2) of the Prospectus Directive in Denmark (“**Public Offer Jurisdiction**”) during the period from and including 11 May 2009 to and including 29 May 2009 (“**Offer Period**”). See further item 8 of Part B below.

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Preliminary Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Danske Bank A/S EUR 60,000,000,000 Euro Medium Term Note Programme.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Preliminary Final Terms. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, no facts have been omitted which would render the reproduced inaccurate or misleading.

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

By: .....  
*Duly authorised*

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

## PART B – OTHER INFORMATION

### 1. Listing and Admission to Trading

- (i) Listing: NASDAQ OMX Copenhagen A/S
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on NASDAQ OMX Copenhagen A/S with effect from 8 June 2009.

### 2. Ratings Not Applicable

### 3. Interests of Natural and Legal Persons involved in the Issue/Offer

Save as discussed in the “Subscription and Sale” section of the Base Prospectus, 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: See “Use of Proceeds” wording in Base Prospectus
- (ii) Estimated net proceeds: Minimum DKK 31,500,000.00
- (iii) Estimated total expenses: Based on an Aggregate Nominal Amount of DKK 30,000,000.00 the total expenses are estimated as follows:
- Estimated total expenses: 0.95 per cent. p.a., including:
- Estimated arranger fee 0.89 per cent. p.a.
- Estimated listing fee of NASDAQ OMX Copenhagen A/S of 0.05 per cent. p.a.
- Estimated fee to VP Securities of 0.01 per cent. p.a.

### 5. Performance of Index/Formula/Other Variable, Explanation of Effect on Value of Investment and Associated Risks and Other Information Concerning the Underlying

Please refer to Annex 1 of these Preliminary Final Terms

### 6. Operational Information:

- ISIN Code/CUSIP: DK0030170600
- Common Code: Not Applicable
- New Global Note intended to be held in a manner which would allow Eurosystem eligibility: No
- Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking société anonyme (including The Depositary Trust Company) and the relevant identification number(s): VP Securities A/S (“VP Securities”) Weidekampsgade 14 P.O. Box 4040 DK-2300 Copenhagen

VP Securities identification number: DK0030170600

The Issuer shall be entitled to obtain certain information from the register maintained by the VP Securities for the purpose of performing its obligations under the issue of VP Systems Notes.

Settlement Procedures: Customary medium term note settlement and payment procedures apply

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. **Terms and Conditions of the Offer:**

Offer Price: Issue Price

Conditions to which the offer is subject: See item 32 above

Description of the application process: The subscription period runs from and including 11 May 2009 to and including 29 May 2009. However, the Issuer has the right to bring the subscription period to an end before 29 May 2009 (see item 32 above).

A separate application form (“**Application Form**”), provided by Danske Bank A/S, shall be completed and submitted to Danske Bank A/S in order to subscribe for the Notes.

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

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable

Details of the method and time limits for paying up and delivering the Notes: Payment will be made on 8 June 2009 by way of Danske Bank A/S debiting the account advised in the Application Form.

Registration of the Notes will be made on the deposit account with VP Securities advised in the Application Form.

Manner in and date on which results of the offer are to be made public: Via GlobeNewsWire on 2 June 2009

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 Retail investors



Notes are offered and whether tranche(s) have been reserved for certain countries:

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not Applicable

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. Danske Bank's offices in Denmark

## ANNEX 1 TO PRELIMINARY FINAL TERMS DATED 6 MAY 2009

### 1. General Description and Important Risk Factors

Investing in the Notes involves a number of risks which investors need to consider.

The Notes bear no interest. The return on the Notes is linked to the performance of a basket of shares in companies with activities related to climate technology (the “**Share Basket**”) as further defined and described below. The performance of the Share Basket determines whether the investors will receive any return on the investment and, if so, whether the size of the return is comparable to what an alternative investment might have yielded.

Further, any return on the investment is not payable before the Maturity Date of the Notes. The Notes will be issued at 105 per cent. of the par value of the Notes.

If the value of the Share Basket at maturity is lower or unchanged compared to the initial value of the Share Basket, the Notes will be redeemed at par, and investors will not gain a return on the amount invested and will have made a total return of minus 5 percentage points. In the event the value of the Share Basket at maturity is higher than the initial value of the Share Basket, the Notes will be redeemed above par at a redemption price of 100 per cent. of the par value of the Notes plus a return linked to the performance of the Share Basket. The performance of the Share Basket is determined as the average percentage change in the price of the underlying Shares, subject to an individual cap of each Share. The cap is 30 per cent. indicatively and if the cap can not be fixed at minimum 25 per cent., the issue will be cancelled. The level of the cap will be determined no later than 3 June 2009.

Furthermore, the Issuer may withdraw the offer of the Notes if the aggregate notional subscription amount pertaining to the Notes is lower than DKK 30,000,000.

As the Notes are linked to a Share Basket of stocks in companies with activities related to climate technology, the return on the investment will to a large extent depend on changes in the global stock markets, and the development of the climate technology sector in particular.

The theoretical price of the Notes will depend on a number of factors, amongst others the level of interest rates in DKK, the volatility of the constituent shares in the Share Basket and the correlation between the constituents in the Share Basket. Only at maturity can the theoretical price be calculated by looking at the price of the Share Basket alone. Should investor choose to sell back the Notes before maturity there is no guarantee that the price will not be below par even in the scenario where the performance of the Share Basket is positive. This risk will, however, decrease as the Notes approach maturity.

Neither the Issuer nor the Dealer is obliged to hold a secondary market in the Notes. Investors cannot be certain that there will be a secondary market for the Notes and there is no guarantee that the price of the Notes in the secondary market will reflect the theoretical price before maturity.

In the event the Notes are redeemed early due to the occurrence of a Tax Event, an Event of Default in respect of the Issuer or otherwise, the Notes will be redeemed in accordance with item 23 above.

The Notes are complex financial instruments. A potential investor should not invest in Notes which are complex financial instruments unless the investor has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects of such changing conditions on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

Each potential investor of the Notes must determine the suitability of an investment in the Notes in light of its own circumstances. In particular, each potential investor should have:

- (i) sufficient knowledge and experience to make a meaningful evaluation of the Notes, the performance of the Share Basket to which the return on the Notes is linked, the merits and risk of investing in the Notes and the information contained in these Preliminary Final Terms;
- (ii) sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes; and
- (iii) sufficient knowledge and experience to be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Notes are denominated in Danish Kroner. Settlement of the purchase amount and the redemption amount will be in DKK. The constituents in the Share Basket are denominated in various currencies, including USD, CHF, NOK and EUR. The structure of the Notes is such, that the investors have no direct exposure to changes in foreign exchange rates. Therefore the investors will neither gain nor lose money as a direct result of changing foreign exchange rates.

The performance of the Share Basket is measured as the change in share prices, excluding dividends. Thus, over time the performance of the Share Basket will be less favourable than a direct investment in the underlying shares.

By investing in the Notes, investors have a credit risk on the Issuer, Danske Bank A/S cf. page 2 above. This means that investors bear the risk that Danske Bank A/S may default on its obligations and is unable to fulfil its obligations to its creditors, including investors in the Notes.

Investors in the Notes should observe that the risks associated with an investment in the Notes may change substantially throughout the term of the Notes. The above is not a full description of all the risks involved.

It is imperative that investors in the Notes seek independent advice (legal, accounting, tax and other independent advice) to ensure they are fully briefed in respect of general risk factors as well as other factors, which may specifically impact on individual investors.

## 2. Definitions

The following definitions (in alphabetic order) apply to these Preliminary Final Terms, including this Annex 1:

**Averaging Date Disruption Convention:**

means, in relation to a Share<sub>i</sub>, if an Initial Averaging Date or a Final Averaging Date is a Disrupted Day with respect to the relevant Share<sub>i</sub>, the relevant Initial Averaging Date or Final Averaging Date shall be the first succeeding Scheduled Trading Day that is not a Disrupted Day with respect to the relevant Share<sub>i</sub>, unless each of the three Scheduled Trading Days immediately following the relevant Initial Averaging Date or the Final Averaging Date is a Disrupted Day with respect to the relevant Share<sub>i</sub>. In that case, (i) that third Scheduled Trading Day shall be deemed to be the relevant Initial Valuation Averaging Date or Final Averaging Date with respect to the relevant Share<sub>i</sub>, notwithstanding the fact that such day is a Disrupted Day with respect to the relevant Share<sub>i</sub>, and (ii) the Calculation Agent shall determine its good faith estimate of the value for that relevant Share<sub>i</sub> as of the Valuation Time on that third Scheduled Trading Day.

For the avoidance of doubt, if an Initial Averaging Date or a Final Averaging Date is a non-Scheduled Trading Day with respect to a Share<sub>i</sub>, and the relevant Initial Averaging Date or a Final Averaging Date, as the case may be, was a Scheduled Trading Day as of the Trade Date (an “**Original Scheduled Trading Day**”), an Averaging Date Disruption will be deemed to have occurred in respect of the relevant Share<sub>i</sub> on such Original Scheduled Trading Day.

**Cap:**

means, in relation to a Share<sub>i</sub>, indicatively 30 per cent. The final Cap will be determined by the Calculation Agent no later than on 3 June 2009. If the Cap cannot be fixed at minimum 25 per cent. the Notes issue will be cancelled.

**Change in Law:**

means, in relation to a Share<sub>i</sub>, that due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or due to promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Calculation Agent determines in good faith that it has become illegal to hold, acquire or dispose of Shares<sub>i</sub> relating to the Notes, or the Issuer or any hedge counterparty to the Issuer will incur a materially increased cost in performing its obligations under any hedge transaction(s) relating to the Notes (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on its position).

**De-listing:**

means, in relation to a Share<sub>i</sub>, that the Exchange announces that pursuant to the rules of such Exchange, such Share<sub>i</sub> ceases (or will cease) to be listed, traded or publicly quoted on the Exchange for any reason (other than a Merger Event or Tender Offer) and is not immediately re-listed, re-traded or re-quoted on an exchange or quotation system located in the same country as the Exchange (or, where the Exchange is within the European Union, in any member state of the European Union).

**Disrupted Day:**

means, in relation to a Share<sub>i</sub>, any Scheduled Trading Day on which a

relevant Exchange or any Related Exchange fails to open for trading during its regular trading session or on which a Market Disruption Event has occurred affecting such Share<sub>i</sub>.

- Early Closure:** means, in relation to a Share<sub>i</sub>, the closure on any Exchange Business Day of the relevant Exchange or relevant Related Exchange(s) prior to its Scheduled Closing Time unless such earlier closing time is announced by such Exchange or Related Exchange(s) at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such Exchange or Related Exchange(s) on such Exchange Business Day and (ii) the submission deadline for orders to be entered into the Exchange or Related Exchange for execution at the Valuation Time on such Exchange Business Day.
- Exchange:** means, in relation to a Share<sub>i</sub>, the exchange trading system or quotation system where such Share<sub>i</sub> has in the determination of the Calculation Agent its primary listing and, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in the relevant Share<sub>i</sub> has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to that Share<sub>i</sub> on such temporary substitute exchange or quotation system as on the original Exchange).
- Exchange Business Day:** means, in relation to a Share<sub>i</sub>, any Scheduled Trading Day on which each Exchange and Related Exchange are open for trading during their respective regular trading sessions, notwithstanding such Exchange or Related Exchange closing prior to its Scheduled Closing Time.
- Exchange Disruption:** means, in relation to a Share<sub>i</sub>, any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general to effect transactions in, or obtain market values for, the relevant Share<sub>i</sub> on the Exchange or to effect transactions in, or obtain market values for, futures or options contracts relating to the relevant Share<sub>i</sub> on a relevant Related Exchange.
- Final Averaging Dates:** means, in relation to a Share<sub>i</sub>, each of 10 May 2011, 11 May 2011, 12 May 2011, 13 May 2011, 16 May 2011, 18 May 2011, 19 May 2011, 23 May 2011, 24 May 2011 and 25 May 2011 or if any such date is not a Scheduled Trading Day, the next following Scheduled Trading Day, subject to adjustment in accordance with the Averaging Date Disruption Convention.
- Hedging Disruption:** means, any event which restricts, in whole or in part or on a permanent or temporary basis, holdings or dealings of any nature in transactions relating to any or all of the Shares<sub>i</sub>.
- Initial Averaging Dates:** means, in relation to a Share<sub>i</sub>, each of 8 June 2009, 9 June 2009, 10 June 2009, 11 June 2009 and 12 June 2009 or if any such date is not a Scheduled Trading Day, the next following Scheduled Trading Day, subject to adjustment in accordance with the Averaging Date Disruption Convention.
- Insolvency:** means, in relation to a Share<sub>i</sub>, that by reason of voluntary or

involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting the issuer (A) all Shares<sub>i</sub> of that issuer are required to be transferred to a trustee, liquidator or other similar official or (B) holders of the Shares<sub>i</sub> of that issuer become legally prohibited from transferring them.

**Insolvency Filing:**

means, in relation to a Share<sub>i</sub>, that the issuer of the Share<sub>i</sub> institutes or has instituted against it by a regulator, supervisor or any similar official with primary insolvency, rehabilitative or regulatory jurisdiction over it in the jurisdiction of its incorporation or organisation or the jurisdiction of its head or home office, or it consents to a proceeding seeking a judgment or insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or a petition is presented for its winding up or liquidation by it or such regulator, supervisor or similar official or it consents to such a petition, provided that proceedings instituted or petitions presented by creditors and not consented to by the Issuer shall not be deemed to be an insolvency filing.

**Market Disruption Event:**

means, in relation to a Share<sub>i</sub>, the occurrence or existence of (i) a Trading Disruption, (ii) an Exchange Disruption, which in either case the Calculation Agent determines is material, at any time during the one hour period that ends at the Scheduled Closing Time on any Initial Averaging Date or any Final Averaging Date, as applicable, or (iii) an Early Closure.

**Merger Date:**

means, in relation to a Share<sub>i</sub>, the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Calculation Agent.

**Merger Event:**

means, in relation to a Share<sub>i</sub>, any (i) reclassification or change of such Share<sub>i</sub> that results in a transfer of or an irrevocable commitment to transfer all of such Shares<sub>i</sub> outstanding of the issuer to another entity or person, (ii) consolidation, amalgamation, merger or binding Share<sub>i</sub> exchange of the issuer of that Share<sub>i</sub> with or into another entity or person (other than a consolidation, amalgamation, merger or binding Share<sub>i</sub> exchange in which such issuer is the continuing entity and which does not result in a reclassification or change of all of such outstanding Shares<sub>i</sub> of the issuer), (iii) takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Shares<sub>i</sub> of the issuer that results in a transfer of or an irrevocable commitment to transfer all such Shares<sub>i</sub> of the issuer (other than such Share<sub>i</sub> owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding Share<sub>i</sub> exchange of the issuer of the Shares<sub>i</sub> or its subsidiaries with or into another entity in which such issuer is the continuing entity and which does not result in a reclassification or change of all such Shares<sub>i</sub> outstanding but results in the outstanding Shares<sub>i</sub> (other than Shares<sub>i</sub> owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Shares<sub>i</sub> of such issuer immediately following such event

(a "**Reverse Merger**"), in each case if the Merger Date is on or before, the last occurring Final Averaging Valuation Date.

**Nationalisation:** means, in relation to a Share<sub>i</sub>, that all or substantially all the assets of the issuer thereof are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof.

**Potential Adjustment Event:** means any of the following:

- (i) a subdivision, consolidation or reclassification of relevant Shares<sub>i</sub> (unless resulting in a Merger Event), or a free distribution or dividend of any such Shares<sub>i</sub> to existing holders by way of bonus, capitalisation or similar issue;
- (ii) a distribution, issue or dividend to existing holders of the relevant Shares<sub>i</sub> of (A) such Shares<sub>i</sub>, or (B) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the issuer of the Shares<sub>i</sub> equally or proportionately with such payments to holders of such Shares<sub>i</sub>, or (C) share capital or other securities of another issuer acquired or owned (directly or indirectly) by the issuer of the relevant Shares<sub>i</sub> as a result of a spin-off or other similar transaction, or (D) any other type of securities, rights or warrants or other assets, in any case for payment (cash or other consideration) at less than the prevailing market price as determined by the Calculation Agent;
- (iii) an extraordinary dividend as determined by the Calculation Agent;
- (iv) a call by the issuer thereof in respect of relevant Shares<sub>i</sub> that are not fully paid;
- (v) a repurchase by the issuer or any of its subsidiaries of relevant Shares<sub>i</sub> whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
- (vi) in respect of the issuer of the relevant Shares<sub>i</sub>, an event that results in any shareholder rights being distributed or becoming separated from shares of common stock or other shares of the capital stock of the issuer pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value, as determined by the Calculation Agent, provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights; or
- (vii) any other event that may have a diluting or concentrative effect on the theoretical value of the relevant Shares<sub>i</sub>.

**Related Exchange:** means, in relation to a Share<sub>i</sub>, each options or futures exchange or trading or quotation system (if any) on which options contracts or futures contracts or other derivatives on the Share<sub>i</sub> are traded, and the trading on which the Calculation Agent determines in its sole discretion has a material effect on the overall market for futures or options contracts relating to such Share<sub>i</sub>, or any successor to such

exchange or trading or quotation system or any substitute exchange or trading or quotation system to which trading in futures or options contracts relating to the Share<sub>i</sub> has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to the futures or options contracts relating to the Shares<sub>i</sub> on such temporary substitute exchange or trading or quotation system as on the original Related Exchange).

**Scheduled Closing Time:** means, in relation to an Exchange or Related Exchange and a Scheduled Trading Day, the scheduled week day closing time of such Exchange or Related Exchange on such Scheduled Trading Day, without regards to after hours or any other trading outside of the regular trading session hours.

**Scheduled Trading Day:** means, in relation to a Share<sub>i</sub>, any day on which each Exchange and each Related Exchange are scheduled to be open for trading for their respective regular trading sessions.

**Share<sub>i</sub>:** means each of the shares contained in the Share Basket as set out in the table in item 3 below.

**Share<sub>i,Initial</sub>:** means the arithmetic mean of the value of Share<sub>i</sub> on each Initial Averaging Date as of the Valuation Time determined by the Calculation Agent, provided that in the event of a subsequent correction to the value of Share<sub>i</sub> for any Initial Averaging Date published by the Exchange the Calculation Agent will in its sole discretion determine whether to take into account such corrected value of Share<sub>i</sub>.

**Share<sub>i,Final</sub>:** means the arithmetic mean of the value of Share<sub>i</sub> on each Final Averaging Date as of the Valuation Time determined by the Calculation Agent, provided that in the event of a subsequent correction to the value of Share<sub>i</sub> for any Final Averaging Date published by the Exchange the Calculation Agent will in its sole discretion determine whether to take into account such corrected value of Share<sub>i</sub>.

**Tender Offer:** means, in relation to a Share<sub>i</sub>, a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting Shares<sub>i</sub> of the issuer thereof, as determined by the Calculation Agent, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Calculation Agent deems relevant.

**Tender Offer Date:** means, in respect of a Tender Offer, the date on which voting Shares<sub>i</sub> in the amount of the applicable percentage threshold are actually purchased or otherwise obtained (as determined by the Calculation Agent).

**Trade Date:** means 3. June, 2009.

**Trading Disruption:** means, in relation to a Share<sub>i</sub>, any suspension of or limitation imposed



on trading by the relevant Exchange or Related Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by the relevant Exchange or Related Exchange or otherwise (i) relating to the Share<sub>i</sub> on the Exchange, or (ii) in futures or options contracts relating to the Share<sub>i</sub> on any relevant Related Exchange.

**Valuation Time:** means, in relation to a Share<sub>i</sub>, the Scheduled Closing Time on the relevant Exchange for each Share<sub>i</sub>.

### 3. Description of the Share Basket

The Share Basket consists of shares of 9 companies that are involved in climate technology. The shares in the Share Basket are all chosen by the Calculation Agent.

Each Share<sub>i</sub> in the Share Basket is listed on a stock exchange in Europe or the United States of America.

Each Share<sub>i</sub> in the Share Basket has been assigned equal weighting determined by the Calculation Agent in its sole discretion.

Certain adjustments to the Share Basket and its composition may be made by the Calculation Agent upon the occurrence of any of the events described in item 5 below.

Payments of any dividends and other distributions in respect of the Shares<sub>i</sub> comprising the Share Basket will not be taken into consideration when determining the value of the Share Basket. An investment in the Share Basket will therefore over time most likely provide a lower return than a direct investment in the individual Shares<sub>i</sub> in the 9 companies comprising the Share Basket.

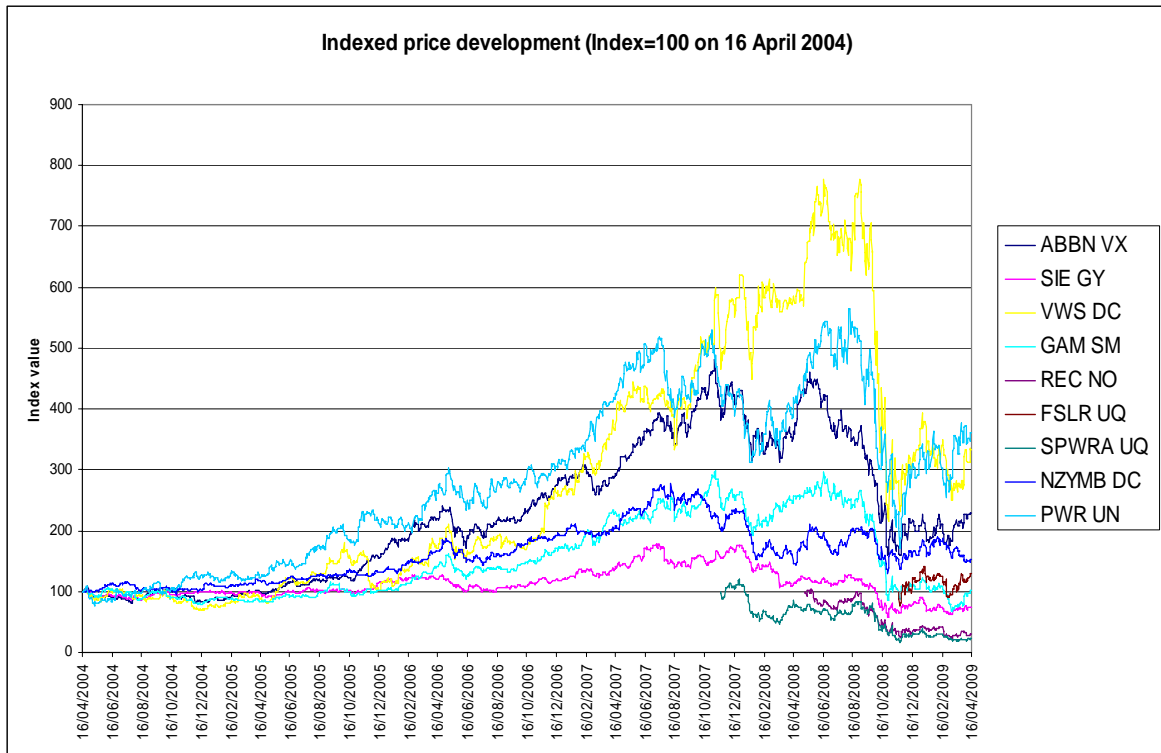
On the Issue Date the Share Basket consists of the following Shares<sub>i</sub>:

	<b>Issuer</b>	<b>Exchange (as of Issue Date)</b>	<b>Bloomberg Ticker</b>	<b>Currency</b>	<b>Weight</b>
1	ABB LTD	SWX Swiss Exchange	ABBN VX	CHF	1/9
2	SIEMENS AG	Deutsche Börse AG – XETRA	SIE GY	EUR	1/9
3	Vestas Wind Systems A/S	NASDAQ OMX CPH	VWS DC	DKK	1/9
4	Gamesa Corp. Technologica SA	Madrid	GAM SM	EUR	1/9
5	Renueable Energy Corp. AS	Oslo	REC NO	NOK	1/9
6	First Solar Inc.	NASDAQ GS	FSLR UQ	USD	1/9
7	Sunpower Corp.	NASDAQ GS	SPWRA UQ	USD	1/9
8	Novozymes A/S	NASDAQ OMX CPH	NZYMB DC	DKK	1/9
9	Quanta Services Inc.	NYSE	PWR UN	USD	1/9
					9/9

A brief description of the issuer of each Share<sub>i</sub> is set out in item 7 below.

Although the Shares<sub>i</sub> in the Share Basket are listed and traded in different currencies, fluctuations in foreign exchange rates against the DKK, the currency in which the Notes are denominated, will not be included in the calculation of the value of the Share Basket.

The graph below shows the historical performance of each Share<sub>i</sub> in the Share Basket during the period starting on 16 April 2004 (= index 100) up to and including 16 April 2009 without taking the Cap into consideration. Please note that Renewable Energy Corp. AS is indexed as of 8 May 2006, First Solar Inc. is indexed as of 17 November 2006 and Sunpower Corp. is indexed as of 17 November 2005 on which dates the companies were listed on the relevant exchange. (Source Bloomberg)



Past performance is not a reliable indicator for future performance.

#### 4. Final Redemption Amount

Unless previously redeemed or purchased and cancelled as provided in the Conditions, each Note will be redeemed on the Maturity Date at an amount in DKK (the “**Final Redemption Amount**”) determined by the Calculation Agent, in its sole and absolute discretion, in accordance with the following formula:

$$100 \text{ per cent.} + 100 \text{ per cent.} * \max \left[ 0; \sum_{i=1}^9 \frac{1}{9} \text{Change Share}_i \right]$$

Thus, the Final Redemption Amount equals 100 per cent. plus the equally weighted average of Change Share<sub>i</sub> if this is positive or 0 per cent. otherwise, multiplied by DKK 10,000 per Note of DKK 10,000 Specified Denomination.

For each Share<sub>i</sub> the change in value, Change Share<sub>i</sub>, is calculated according to the following formula:

$$\text{Change Share}_i = \text{Min}(\text{Cap}; \frac{\text{Share}_{i, \text{Final}}}{\text{Share}_{i, \text{Initial}}} - 1)$$

Where Share<sub>i, Final</sub> is the arithmetic average of the value of Share<sub>i</sub> on each Final Averaging Date and Share<sub>i, Initial</sub> is the arithmetic average of the value of Share<sub>i</sub> on each Initial Averaging Date.

The Final Redemption Amount of each Note will at a minimum be DKK 10,000 per Note of DKK 10,000 Specified Denomination.

The tables below show by way of example the development in the payout in respect of the Notes depending on the performance of the Share Basket assuming a Cap of 30 per cent. (Table 1) and 25 per cent. (Table 2), respectively.

**Table 1:**

Percentage basket change with 30 per cent. Cap	Gain in DKK per Note	Final Redemption Amount per Note	Issue Price in DKK per Note	Annual pre-tax yield in per cent.
-30.00	0.00	10,000.00	10,500.00	-2.41%
-25.00	0.00	10,000.00	10,500.00	-2.41%
-20.00	0.00	10,000.00	10,500.00	-2.41%
-15.00	0.00	10,000.00	10,500.00	-2.41%
-10.00	0.00	10,000.00	10,500.00	-2.41%
-5.00	0.00	10,000.00	10,500.00	-2.41%
0.00	0.00	10,000.00	10,500.00	-2.41%
5.00	500.00	10,500.00	10,500.00	0.00%
10.00	1,000.00	11,000.00	10,500.00	2.35%
15.00	1,500.00	11,500.00	10,500.00	4.65%
20.00	2,000.00	12,000.00	10,500.00	6.90%
30.00	3,000.00	13,000.00	10,500.00	11.27%
40.00	3,000.00	13,000.00	10,500.00	11.27%
50.00	3,000.00	13,000.00	10,500.00	11.27%
60.00	3,000.00	13,000.00	10,500.00	11.27%
70.00	3,000.00	13,000.00	10,500.00	11.27%

**Table 2:**

Percentage basket change with 25 per cent. Cap	Gain in DKK per Note	Final Redemption Amount per Note	Issue Price in DKK per Note	Annual pre-tax yield in per cent.
-30.00	0.00	10,000.00	10,500.00	-2.41%
-25.00	0.00	10,000.00	10,500.00	-2.41%
-20.00	0.00	10,000.00	10,500.00	-2.41%
-15.00	0.00	10,000.00	10,500.00	-2.41%
-10.00	0.00	10,000.00	10,500.00	-2.41%
-5.00	0.00	10,000.00	10,500.00	-2.41%
0.00	0.00	10,000.00	10,500.00	-2.41%
5.00	500.00	10,500.00	10,500.00	0.00%
10.00	1,000.00	11,000.00	10,500.00	2.35%
15.00	1,500.00	11,500.00	10,500.00	4.65%
20.00	2,000.00	12,000.00	10,500.00	6.90%
30.00	2,500.00	12,500.00	10,500.00	9.11%
40.00	2,500.00	12,500.00	10,500.00	9.11%
50.00	2,500.00	12,500.00	10,500.00	9.11%
60.00	2,500.00	12,500.00	10,500.00	9.11%
70.00	2,500.00	12,500.00	10,500.00	9.11%

## 5. Adjustment Events

- (A) If a Potential Adjustment Event, Merger Event, De-listing, Tender Offer, Nationalisation, Insolvency or Insolvency Filing, Change in Law or a Hedging Disruption Event occurs in relation to any or all of the Shares<sub>i</sub> in the Share Basket, the Calculation Agent will determine in its sole and absolute discretion the appropriate adjustment, if any, to be made to any one or more of the conditions of the Notes to account for the event which has occurred, and to determine the effective date of that adjustment. Such adjustment may include, but is not limited to:
- (a) replacing any or all of the Shares<sub>i</sub> with one or more successor shares at a time and with values determined by the Calculation Agent in its sole and absolute discretion, whereupon the successor share(s) will be deemed to replace the relevant Share(s)<sub>i</sub> and will take effect from the date of such replacement provided, however, that:
    - (i) the issuer of the successor share(s) in the sole determination of the Calculation Agent, falls within the description of the Shares<sub>i</sub> in the Share Basket and
    - (ii) such replacement(s) will have the effect that the relevant event giving rise to the adjustment would cease to apply;
  - (b) removing one or more Shares<sub>i</sub> from the Share Basket and adjusting the weightings between the remaining Shares<sub>i</sub>; or
  - (c) adjusting or estimating the level of the Share Basket to account for the event giving rise to the adjustment.
- (B) In respect of a Share<sub>i</sub> originally quoted, listed and/or dealt as of the Issue Date in a currency of a member state of the European Union that has not adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on March 25, 1957) as amended by the Treaty on European Union (signed in Maastricht on February 7, 1992) and as amended by the Treaty of Amsterdam (signed in Amsterdam on October 2, 1997), as further amended from time to time, if such Shares<sub>i</sub> are at any time after the Issue Date quoted, listed and/or dealt exclusively in euro on the relevant Exchange, then the Calculation Agent may in its sole and absolute discretion adjust the level or composition of the Share Basket or adjust any other condition of the Notes, as the Calculation Agent determines appropriate to preserve the economic terms of the Notes. The Calculation Agent will make any conversion necessary for purposes of any such adjustment at an appropriate rate of exchange determined by the Calculation Agent.

No adjustments will be made to the Share Basket after the last occurring Final Averaging Date and no adjustment can give rise to an early redemption of the Notes.

Upon the occurrence of any of the events described in this item 5., the Calculation Agent shall give notice to the Agent who shall give notice as soon as practicable to the Issuer and to the Holders of the Notes stating the occurrence of the relevant event, and the action proposed to be taken in relation thereto.

## **6. Calculations and determinations by the Calculation Agent**

All calculations and determinations by the Calculation Agent of all items to be determined by it in connection with this Annex 1 shall be made by it in its sole and absolute discretion and, in the absence of manifest error, shall be final and binding on all parties. The Calculation Agent will not have any responsibility to any entity or person for good faith errors or omissions in the calculation by it of any item in connection with the Notes.

## **7. Brief description of the issuers of each Share<sub>i</sub> in the Share Basket**

Below follows a brief description of each issuer of the Shares<sub>i</sub> comprising the Share Basket extracted from the Bloomberg service.

### **1. ABB Limited (BBG ticker: ABBN VX)**

ABB Limited provides power and automation technologies. The Company operates under segments that

include power products, power systems, automation products, process automation and robotics.

2. Siemens AG (BBG ticker: SIE GY)

Siemens AG manufactures a wide range of industrial and consumer products. The Company builds locomotives, traffic control systems, automotive electronics, and engineers electrical power plants. Siemens also provides public and private communications networks, computers, building control systems, medical equipment, and electrical components. The Company operates worldwide.

3. Vestas Wind Systems A/S (BBG ticker: VWS DC)

Vestas Wind Systems A/S develops, manufactures, and markets wind turbines that generate electricity. The Company also installs the turbines and offers follow-up and maintenance services of the installations. Vestas produces the windmills and its components through subsidiaries and associated companies in many countries, and operates a worldwide sales and service network.

4. Gamesa Corp. Tecnologica SA (BBG ticker : GAM SM)

Gamesa Corporacion Tecnologica, S.A. (Gamesa) manufactures wind turbines. The Company also develops and markets wind farms and windmills.

5. Renewable Energy Corp. AS (BBG ticker: REC NO)

Renewable Energy Corp AS offers services concerning renewable energy sources. The Company specializes in solar energy solutions.

6. First Solar Inc. (BBG ticker: FSLR UQ)

First Solar, Inc. designs and manufactures solar modules. The Company uses a thin film semiconductor technology to manufacture electricity-producing solar modules.

7. Sunpower Corp. (BBG ticker: SPWRA UQ)

SunPower Corporation is an integrated solar products and services company that designs, manufactures and markets high-performance solar electric power technologies.

8. Novozymes A/S (BBG ticker: NZYMB DC)

Novozymes A/S is a biotechnology based company. The Company researches, develops, produces, and sells enzymes for industrial use. Novozymes works within three main segments: the technical enzyme market, the food enzyme market, and the animal feed enzyme market. The Company has a worldwide distribution network, as well as operates sales and service centers online.

9. Quanta Services Inc. (BBG ticker: PWR UN)

Quanta Services, Inc. provides specialized contracting services to electric utilities, telecommunication and cable television operators, and governmental entities. The company also installs transportation control and lighting systems and provides specialty electric power and communication services for industrial and commercial customers. The company performs projects across the United States.

**END OF PRELIMINARY FINAL TERMS**