



**NORDEA KREDIT REALKREDITAKTIESELSKAB**

**SUPPLEMENT NO 1 TO  
BASE PROSPECTUS FOR  
MORTGAGE BONDS  
(RO)  
DATED 14 FEBRUARY 2014**

**THIS SUPPLEMENT TO THE BASE PROSPECTUS IS DATED 16 FEBRUARY 2015**

**THE NOTES 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, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO U.S. PERSONS.**

**This document has been translated from Danish into English. However, the original Danish text is the governing text for all purposes, and in case of discrepancy the Danish wording will be applicable.**

This supplement to Nordea Kredit's base prospectus for mortgage bonds dated 14 February 2014 is published in conjunction with the release of the company's annual report for 2014 on 12 February 2015.

Text in quotation marks in the sections below replaces the text in the corresponding sections of the base prospectus in its entirety.

## Summary

In B.12 on page 6 the existing table is deleted and the below table is inserted:

<b>Income, profit and business volumes, key items (DKKm)</b>	2014	2013
Net interest and fee income	2,066	1,760
Staff costs and administrative expenses	201	210
Net loan losses	366	390
Profit before tax	1,775	1,383
Net profit for the year/period	1,340	1,037
Loans to credit institutions and central banks	70,462	52,873
Loans and receivables at fair value	381,056	363,749
Deposits by credit institutions and central banks	42,250	46,470
Bonds in issue at fair value	387,106	349,074
Equity	18,838	17,498
Total assets	451,927	417,038
<b>Ratios and key figures (%)</b>		
Return on equity	7.4	6.1
Cost/income ratio	8.6	10.8
Total capital ratio	28.6	16.4
Tier 1 capital ratio	28.6	16.4
Tier 1 capital, DKKm	18,600	14,752
Risk exposure amount, DKKm	64,927	89,994
Number of employees (full-time equivalents)	114	125

## Risk factors

In the section **Risks relating to the mortgage bonds** the section *Guarantee from Nordea Bank Danmark* on page 17 is deleted and the following section is inserted:

### *“Guarantee from Nordea Bank Danmark*

In addition to the above risk-mitigating measures, under a cooperation agreement Nordea Bank Danmark provides a guarantee of 25% of the cash value of a loan. However, for loans granted for non-profit rental housing, youth housing and housing for the elderly, the guarantee provided constitutes 10%. The guarantee must always cover the portion of the loan outside a specific percentage of the valuation applied, see the table below. If Nordea Kredit has several loans on the same property, the guarantees cover the top portion of the combined commitment. Loans where the guarantee has expired after the former time-limited guarantee scheme are not covered by the guarantee.

The guarantee is renewed when and if the existing loan is refinanced into a new mortgage loan with Nordea Kredit. The guarantee contributes to reducing the credit risk on the individual commitment and thereby to strengthening Nordea Kredit’s business model as the guarantee requirement increases the incentive for Nordea Bank Danmark to refer only creditworthy customers to Nordea Kredit.

The size of the guarantee depends on the loan to value ratio – see the table below:

<b>Loan to value ratio</b>	<b>The guarantee comprises the part of the loan in excess of</b>
80%	60% of the valuation applied
70%	55% of the valuation applied
60%	45% of the valuation applied
40%	30% of the valuation applied

The guarantee will remain in force for the entire term of the loan. The guarantee will not be reduced, but cannot exceed the remaining balance of the loan.”

## **Nordea Kredit Realkreditaktieselskab**

The section **Management** on page 51 ff is deleted and the following section is inserted:

### **“Management**

The Board of Directors of Nordea Kredit has the following members:

#### **Peter Lybecker (Chairman)**

Internal assignments:

Chief Executive Officer (CEO), Head of Strategic Partnerships, Nordea Bank Danmark A/S.

Chairman of the Board of Directors of Fionia Asset Company A/S.

Member of the Boards of Directors of Nordea Finans Danmark A/S, Nordea Finans Sverige AB and Nordea Finance Finland Ltd.

External assignments:

Chairman of the Boards of Directors of Bluegarden A/S, Bluegarden Holding A/S (Multidata Holding A/S), Bankernes Kontantservice A/S, VP SECURITIES A/S and Danmarks Skibskredit A/S.

Member of the Board of Directors of LR Realkredit A/S.

#### **Kim Skov Jensen (member)**

Internal assignments:

Managing Director, Group Asset & Liability Management, Group Treasury, Nordea Bank Danmark A/S.

Chairman of the Board of Directors of NJK1 ApS.

Member of the Boards of Directors of Fionia Asset Company A/S and Nordea Bank Sveriges Pensionsstiftelse.

External assignments:

None.

#### **Jørgen Holm Jensen (member)**

Internal assignments:

Executive Vice President in Group Credit Denmark.

External assignments:

Member of the credit council of the Danish Bankers Association.

#### **Jette Petersen (member)**

Internal assignments:

Deputy head of branch region, Jylland Nord, Nordea Bank Danmark A/S.

External assignments:

None.

The business address of the members of the Board of Directors is Nordea Bank Danmark A/S, Strandgade 3, PO Box 850, 0900 Copenhagen C, Denmark.

The Executive Management of Nordea Kredit has the following members:

**Charlotte Gullak Christensen (Chief Executive Officer)**

Internal assignments:

None.

External assignments:

Deputy Chairman of the Board of Directors of the Danish Mortgage Banks' Federation.

Member of the Boards of Directors of e-nettet A/S, e-nettet Holding A/S and danbolig A/S.

**Claus Henrik Greve (Deputy Chief Executive Officer)**

Internal assignments:

None.

External assignments:

Member of the Board of Directors of the Danish Mortgage Banks' Federation.

The business address of the members of the Executive Management is Nordea Kredit Realkreditaktieselskab, Trommesalen 4, PO Box 850, 0900 Copenhagen C, Denmark.

There are no potential conflicts of interest between the obligations of the Board of Directors and the Executive Management towards Nordea Kredit and their private interests or other obligations.”

The section **Auditors** on page 53 is deleted and the following section is inserted:

**“Auditors**

For the financial year 2012 onwards Nordea Kredit's appointed auditors are:

Finn L. Meyer, State-Authorised Public Accountant, and  
Henrik Barner Christiansen, State-Authorised Public Accountant,

KPMG Statsautoriseret Revisionspartnerselskab, in 2014 merged with Ernst & Young with Ernst & Young as the continuing company, Osvald Helmuths Vej 4, PO Box 250, 2000 Frederiksberg, Denmark.

Nordea Kredit's auditors are members of FSR – Danish Auditors (formerly the Institute of State Authorised Public Accountants in Denmark).

## Financial information and other material

In the section **Selected financial information** on page 54 ff the existing table is deleted and the below table is inserted:

<b>Income, profit and business volumes, key items (DKKm)</b>	2014	2013
Net interest and fee income	2,066	1,760
Staff costs and administrative expenses	201	210
Net loan losses	366	390
Profit before tax	1,775	1,383
Net profit for the year/period	1,340	1,037
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Total capital ratio	28.6	16.4
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Number of employees (full-time equivalents)	114	125

In the section **Financial information concerning the issuer's assets and liabilities, financial position and profits and losses** the sections *Historical financial information* and *Auditing of historical annual financial information* on page 54 are deleted and the following sections are inserted:

*“Historical financial information*

For audited financial information, see the annual reports for 2013 and 2014 for Nordea Kredit.

The financial statements of Nordea Kredit have been prepared in accordance with the Danish Financial Business Act, the Executive Order on Financial Reports for Credit Institutions and Investment Firms etc and the NASDAQ OMX Copenhagen A/S's rules for issuers of bonds.

Nordea Kredit has no plans to change accounting standards and/or accounting policies in this financial year.

*Auditing of historical annual financial information*

The historical annual financial information for Nordea Kredit has been audited by independent auditors. Auditors' reports are included in the published annual reports for 2013 and 2014 for Nordea Kredit.

This base prospectus does not contain audited information other than the information contained in the annual reports for Nordea Kredit to which this base prospectus refers.”

*Cash flow statement*

The cash flow statement table on page 55 is deleted and the below table is inserted:

*Cash flow statement*

<b>Cash flow statement, DKKm</b>	<b>2014</b>	<b>2013</b>
<b>Operating activities</b>		
Profit for the year before tax	1,775	1,383
Adjustment for items not included in cash flow:		
Net loan losses	-19	42
Depreciation, amortisation and impairment charges of tangible and intangible assets	0	4
Depreciation and impairment charges of assets in temporary possession	-6	-3
Amortisation and impairment charges of other assets	-7	-112
Revaluation of shares and investment in associated undertaking	0	1
Prepaid expenses/deferred income (net)	-1	-1
	1,742	1,314
<b>Working capital</b>		
Loans and receivables at fair value adjusted for losses and provisions	-17,289	-5,420
Loans and receivables at amortised cost	0	1
Other assets	-209	1,356
Deposits by credit institutions and central banks	-4,220	-2,435
Bonds in issue	38,033	12,672
Other liabilities	-302	-1,182
Tax, net	-395	-335
Cash flow from operating activities	17,360	5,970
<b>Investing activities</b>		
Bonds	-25	0
Shares	0	0
Shares in associated undertaking	2	1
Tangible and intangible assets adjusted for depreciation, amortisation and impairment charges	0	-1
Assets in temporary possession	5	10
Cash flow from investing activities	-18	10
<b>Financing activities</b>		
Proceeds from share issue	0	0
Cash flow from financing activities	0	0
Increase/(decrease) in cash and cash equivalents	17,342	5,980
Cash and cash equivalents at 1 January	53,123	47,143
<b>Cash and cash equivalents at 31 December</b>	<b>70,465</b>	<b>53,123</b>



The section **Documents on display** on page 56 is deleted and the following section is inserted:

**“Documents on display**

Nordea Kredit declares that for the life of this base prospectus, copies of the following documents may be inspected:

- a) Articles of Association of Nordea Kredit Realkreditaktieselskab of 21 January 2014;
- b) Memorandum of Association of 9 January 1991 for Nordea Kredit;
- c) Nordea Kredit’s annual reports for 2013 and 2014.

A copy of these documents may be obtained on request from Nordea Kredit either by telephone +45 33 33 36 36 or at the following address:

Nordea Kredit Realkreditaktieselskab

Trommesalen 4

1614 Copenhagen V, Denmark

The information set out under c) is also available at Nordea Kredit’s website [www.nordeakredit.dk](http://www.nordeakredit.dk).”

## Information incorporated by reference

The section is deleted and the following section is inserted:

“A list of documents incorporated in this base prospectus by reference is shown below:

1. Annual Report 2013 for Nordea Kredit
2. Annual Report 2014 for Nordea Kredit

A cross-reference table for documents incorporated in this base prospectus by reference is shown below:

Cross-reference in base prospectus	Information type	Reference to page number in information type:
Page 54	Historical audited financial information	Nordea Kredit’s annual report for 2013, pages 14-40 Nordea Kredit’s annual report for 2014, pages 14-40
Page 54	Auditors’ report	Nordea Kredit’s annual report for 2013, page 42 Nordea Kredit’s annual report for 2014, page 42
Page 54	Statement by the Board of Directors and the Executive Management	Nordea Kredit’s annual report for 2013, page 41 Nordea Kredit’s annual report for 2014, page 41
Page 56	Latest audited financial information	Nordea Kredit’s annual report for 2014, page 42

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### **Responsibility statement of the Executive Management about this supplement to the base prospectus:**

“We have made every effort to ensure that, to the best of our knowledge, the information contained in this supplement no 1 to the base prospectus for mortgage bonds dated 16 February 2015 is in accordance with the facts and that the information does not omit anything likely to affect the import of such information.”

Copenhagen, 16 February 2015

According to authorisation granted by the Board of Directors of Nordea Kredit

Charlotte Gullak Christensen  
Chief Executive Officer

Claus Henrik Greve  
Deputy Chief Executive Officer