

### **Prohibition of sales to EEA 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 European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended) (“**MiFID II**”); (ii) a customer within the meaning of Directive 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) no. 1286/2014 (as amended) (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

### **Prohibition of sales to United Kingdom 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. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2018 (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as 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 EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. 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 United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

### **MIFID II product governance / Professional investors and eligible counterparties only target market**

Solely for the purposes of each 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 and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. 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.

**Final Terms dated 24 October 2022**

**Nykredit Realkredit A/S**

**Issue of DKK 950,000,000 Green Subordinated Floating Rate Notes due 2032 under the  
€15,000,000,000 Euro Medium Term Note Programme**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 12 May 2022 and the supplements to the Base Prospectus dated 17 August 2022, 1 September 2022 and 6 October 2022 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) / the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at, and copies may be obtained from, the Danish Financial Supervisory Authority’s website at [www.finanstilsynet.dk](http://www.finanstilsynet.dk).

1	Issuer:	Nykredit Realkredit A/S
2	(i) Series Number:	4
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency:	Danish Kroner ("DKK")
4	Aggregate Nominal Amount:	
	(i) Series:	DKK 950,000,000
	(ii) Tranche:	DKK 950,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denomination(s):	The Notes shall be registered in VP in multiples of DKK 0.01.

All trades in Notes as well as the initial subscription shall be in a minimum amount of DKK 1,000,000 with DKK 1,000,000 increments. A Noteholder who, as a result of trading such amounts, holds an amount which is less than DKK 1,000,000 in its account with the relevant clearing system will not be able to sell the remainder of such holding without first purchasing a principal amount of the Notes at or in excess of DKK 1,000,000 such that its holding amounts to DKK 1,000,000 or above.

	(ii) Calculation Amount:	DKK 1,000,000
7	(i) Issue Date:	26 October 2022
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling in or nearest to October 2032
9	Interest Basis:	3 month CIBOR +3.90 per cent. Floating Rate (further particulars specified below)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at their Final Redemption Amount
11	Change of Interest Basis:	Not Applicable
12	Call Option:	Applicable (see paragraph 17 below)
13	Status of the Notes	Subordinated Notes

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

14	<b>Fixed Rate Note Provisions</b>	Not Applicable
15	<b>Reset Note Provisions</b>	Not Applicable
16	<b>Floating Rate Note Provisions</b>	Applicable

(i)	Interest Period(s):	The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the First Interest Payment Date and each subsequent period beginning on (and including) a Specified Interest Payment Date and ending on (but excluding) the next following Specified Interest Payment Date.
(ii)	Specified Interest Payment Dates:	Quarterly in arrear on 26 January, 26 April, 26 July, and 26 October, from the Issue Date to the Maturity Date, in accordance with the Business Day Convention as specified in paragraph 16(v) below.
(iii)	First Interest Payment Date:	26 January 2023
(iv)	Interest Period Date:	Not Applicable
(v)	Business Day Convention:	Modified Following Business Day Convention, adjusted
(vi)	Business Centre(s):	Copenhagen
(vii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix)	Screen Rate Determination:	
	– Reference Rate:	3 month CIBOR
	– Interest Determination Date(s):	The day falling two (2) Business Days in Copenhagen prior to the first day of the relevant Interest Period.
	– Relevant Screen Page:	Refinitive Screen Page CIBOR
	– Reference Banks:	Not Applicable
(x)	Reference Rate Replacement:	Applicable
(xi)	ISDA Determination:	Not Applicable
(xii)	Margin(s):	+3.90 per cent. per annum
(xiii)	Minimum Rate of Interest:	Not Applicable
(xiv)	Maximum Rate of Interest:	Not Applicable
(xv)	Day Count Fraction:	Actual/360
(xvi)	Determination Dates:	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

17	<b>Call Option</b>	Applicable
----	--------------------	------------

	(i)	Optional Redemption Date(s):	From (and including) 26 October 2027 and on every Interest Payment Date thereafter.
	(ii)	Optional Redemption Amount:	Early Redemption Amount
	(iii)	If redeemable in part:	Not Applicable
	(iv)	Notice period:	Minimum period: 15 days Maximum period: 30days
	(v)	Replacement Capital	Not Applicable
18	<b>Final Redemption Amount</b>		The Outstanding Principal Amount
19	<b>Early Redemption Amount</b>		The Final Redemption Amount
20	<b>Redemption for Eligibility Event</b>		Not Applicable
21	<b>Substitution and variation for Subordinated Notes</b>		Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

22	Form of Notes:	Uncertificated and dematerialised book entry form through VP.
23	Financial centre(s) or other special provisions relating to payment dates:	Copenhagen

Signed on behalf of Nykredit Realkredit A/S:

By: .....

*Duly authorised*

## PART B – OTHER INFORMATION

### 1 LISTING

- |      |   |   |
|------|---|---|
| (i)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Nasdaq Copenhagen A/S's regulated market with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | DKK 10,000  |

### 2 RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited: BBB

An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

(Source:

[https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

Fitch Ratings Limited: BBB+

BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. Fitch's credit rating scale for issuers and issues is expressed using the categories 'AAA' to 'BBB' (investment grade) and 'BB' to 'D' (speculative grade) with an additional +/- for AA through CCC levels indicating relative differences of probability of default or recovery for issues.

(Source: <https://www.fitchratings.com/products/rating-definitions>)

S&P Global Ratings Europe Limited is established in the EU and registered under Regulation (EC) No. 1060/2009 (as amended).

Fitch Ratings Limited is not established in the EU but the rating it has given to the Notes is endorsed by Fitch Ratings Ireland Limited, which is established in the EU and registered under Regulation (EC) No. 1060/2009 (as amended).

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

Save for any fees payable to Nykredit Bank A/S (the “Dealer”), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- |      |                         |   |
|------|-------------------------|---|
| (i)  | Reasons for the offer:  | Green Bonds, see “Use of Proceeds” in the Base Prospectus |
| (ii) | Estimated net proceeds: | DKK 950,000,000   |

### 5 OPERATIONAL INFORMATION

ISIN Code:	DK0030513585
Common Code:	255011898
CFI:	DBVUGB
FISN:	Nykredit/7.00/ NYKT2-32 2032
Securities depository	VP SECURITIES A/S, Nicolai Eigtveds Gade 8, DK-1402 Copenhagen K, Denmark (“VP”)

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

### 6 DISTRIBUTION

- |        |  |                              |
|--------|--|------------------------------|
| (i)    | Method of distribution:                                  | Non-syndicated               |
| (ii)   | If syndicated, names of Managers:                        | Not Applicable               |
| (iii)  | Date of Subscription Agreement:                          | Not Applicable               |
| (iv)   | Stabilising Manager(s) (if any):                         | Not Applicable               |
| (v)    | If non-syndicated, name of relevant Dealer:              | Nykredit Bank A/S            |
| (vi)   | U.S. Selling Restriction:                                | Reg. S Compliance Category 2 |
| (vii)  | Prohibition of sales to EEA Retail Investors:            | Applicable                   |
| (viii) | Prohibition of sales to United Kingdom Retail Investors: | Applicable                   |

