

Nykredit

Nykredit Realkredit A/S

(Incorporated with limited liability in Denmark under business reg (CVR) no 12 71 92 80)

Supplement no 2 to Base Prospectus (programme) for the issuance of CRD-compliant covered bonds, UCITS-compliant covered bonds and bonds issued in pursuance of section 15 of the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act

This supplement no 2 (the "**Supplement**") to the base prospectus dated 13 May 2020 (the "**Base Prospectus**"), which is a supplement for the purposes of Article 23(1) of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 as amended (the "**Prospectus Regulation**") and the relevant implementation legislation in Denmark, was prepared by Nykredit Realkredit A/S (the "**Issuer**"). Terms defined in the Base Prospectus (but not herein) have the same meaning when applied in the Supplement.

This Supplement is the second supplement to the Base Prospectus, and it is a supplement to and should be read in conjunction with the Base Prospectus and Supplement no 1 dated 20 August 2020.

PURPOSE OF THIS SUPPLEMENT

The purpose of this Supplement is (a) to update 7 "DOCUMENTS INCORPORATED IN THIS BASE PROSPECTUS BY REFERENCE" with the Annual Report of the Nykredit Realkredit Group for the period 1 January – 31 December 2020, (b) to update 9 "ABOUT NYKREDIT REALKREDIT", (c) to update 10 "BOARD OF DIRECTORS, EXECUTIVE BOARD AND OTHER BODIES" and (d) to update 15 "GENERAL INFORMATION" of the Base Prospectus.

CHANGES TO 7 "DOCUMENTS INCORPORATED IN THIS BASE PROSPECTUS BY REFERENCE"

The following text is added at the end of 7 "DOCUMENTS INCORPORATED IN THIS BASE PROSPECTUS BY REFERENCE":

"On 11 February 2021, the Issuer's Board of Directors approved the Issuer's audited Consolidated Annual Report 2020 (for the period 1 January – 31 December 2020). The Financial Statements are hereby incorporated in the Supplement, and copies thereof have been submitted to the Danish Financial Supervisory Authority.

The documents incorporated in this Supplement are publicly available on the Issuer's website at nykredit.com, and copies may be obtained on request in person at the registered office of the Issuer, Kalvebod Brygge 1-3, DK-1780 Copenhagen V, during ordinary business hours on all business days in Denmark.

For the sake of ease, the table below lists the relevant page references to the audited Consolidated Financial Statements of the Issuer as stated in the Annual Report of the Nykredit Realkredit Group for the period 1 January – 31 December 2020. The information incorporated by reference which is not included in the table below is considered to be supplementary information and is not mandatory pursuant to the relevant tables set out in Prospectus Regulation.

Audited Consolidated Financial Statements of the Nykredit Realkredit Group for the period 1 January – 31 December 2020

Nykredit Realkredit A/S – Annual Report 2020

Management statement..... Page 46

Independent auditors' report..... Pages 47-50

Income statements	Page 51
Balance sheets	Pages 53-54
Cash flow statement	Page 57
Accounting policies	Pages 59-71
Notes	Pages 58-158

Link to Annual Report 2020:

https://www.nykredit.com/siteassets/ir/files/financial-reporting/financial-reports/nykredit-realkredit/2020/nykredit_realkredit_group_q4_20_2021-02-11_en.pdf "

CHANGES TO 9 "ABOUT NYKREDIT REALKREDIT"

In 9 "ABOUT NYKREDIT REALKREDIT", 9.1 "Background" the following text is deleted:

"In December 2019 Nykredit also acquired LR Realkredit, Denmark's smallest mortgage bank, from a group of Danish and Swedish banks."

The deleted text is replaced by the following new text:

"In December 2019 Nykredit also acquired LR Realkredit, Denmark's smallest mortgage bank, from a group of Danish and Swedish banks. On 25 January 2021 Nykredit Realkredit and LR Realkredit merged with Nykredit Realkredit as the surviving company."

In 9 "ABOUT NYKREDIT REALKREDIT", 9.2 "Ownership and legal structure", the table and the relating text are deleted and replaced by:

"The Nykredit Realkredit Group had total assets of DKK 1,666 billion as at 31 December 2020. The Group's equity excluding Additional Tier 1 capital amounted to DKK 85.9 billion at 31 December 2020, and profit before tax for the financial year ended 31 December 2020 was DKK 6,791 million. In 2020 the Nykredit Realkredit Group had an average number of staff (FTE) of 3,799.

DKK million	2020	2019
Income	14,569	14,655
Costs	5,762	5,326
Business profit before impairment charges	8,807	9,329
Impairment charges for loans and advances	2,272	994
Business profit	6,535	8,335
Legacy derivatives ¹	258	-112
Profit before tax	6,791	8,787
Common Equity Tier 1 capital ratio, %	20.2	19.5

CHANGES TO 10 "BOARD OF DIRECTORS, EXECUTIVE BOARD AND OTHER BODIES"

On 27 October 2020 Helge Leiro Baastad resigned as member of the Board of Directors of Nykredit Realkredit, and all references to Helge Leiro Baastad have been deleted.

CHANGES TO 15 "GENERAL INFORMATION"

In 15 "GENERAL INFORMATION", the existing text in (2) is deleted and replaced by:

¹ This item includes credit value adjustment of swaps involving an increased risk of loss. These value adjustments are not included in the business profit and comprise all net income from a number of derivatives which Nykredit Realkredit no longer offers its customers.

"The prospects for Nykredit Realkredit and the Nykredit Realkredit Group have not deteriorated materially since 31 December 2020, and no significant changes to Nykredit Realkredit's or the Nykredit Realkredit Group's financial or trading position have occurred since 31 December 2020. No material investments have been made since 31 December 2020."

OTHER INFORMATION

In the event of discrepancy between (a) any representation in the Supplement or any representation incorporated by reference in the Base Prospectus by the Supplement, and (b) any other representation in or incorporated by reference in the Base Prospectus, (a) above shall take precedence.

Except as described in the Supplement, no other new material circumstance, material error or incorrectness regarding the information in the Base Prospectus has occurred since the publication of the Base Prospectus.

WITHDRAWAL

Investors who have accepted buying or subscribing for Bonds before the publication of this Supplement are entitled to withdraw their acceptance within a time limit of at least two working days after the publication of this Supplement, ie until 15 February 2021, pursuant to Article 23(2) of the Prospectus Regulation and the relevant implementation legislation in Denmark.

RESPONSIBILITY STATEMENT

We declare that we have used our best endeavours to ensure that the information in this Supplement is consistent with the facts to the best of our knowledge and belief, that nothing has been omitted which is likely to affect its contents.

This Supplement (including the above statement) is hereby signed on behalf of Nykredit's Management by special authority from Nykredit's Board of Directors:

Copenhagen, 11 February 2021

David Hellemann
Group Managing Director

Anders Jensen
Group Managing Director