

PROSPECTUS SUPPLEMENT NO. 3 DATED 8 FEBRUARY 2021
TO THE BASE PROSPECTUS DATED 17 JUNE 2020



EUR 5,000,000,000 STRUCTURED NOTE PROGRAMME

This Prospectus Supplement dated 8 February 2021 (the “**Prospectus Supplement**” or “**Prospectus Supplement No. 3**”) to the Base Prospectus dated 17 June 2020 (as supplemented by the Prospectus Supplement No. 1 dated 22 July 2020 and Prospectus Supplement No. 2 dated 9 November 2020 together with the Prospectus Supplements, the “**Base Prospectus**”) constitutes a supplement for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the Structured Note Programme (the “**Programme**”) established by Danske Bank A/S (the “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Prospectus Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Regulation. The Central Bank only approves this Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the securities that are the subject of this Prospectus Supplement.

Application has been made to the Euronext Dublin for the approval of the Prospectus Supplement as Listing Particulars Supplement (“**Listing Particulars Supplement**”).

The Issuer accepts responsibility for the information contained in this Prospectus Supplement. To the best of the knowledge of the Issuer, the information contained in this Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import. The Base Prospectus can be viewed online at https://danskebank.com/-/media/danske-bank-com/pdf/investor-relations/debt/funding-programmes/structured-note-programme/2020/base-prospectus/danske_snp_update_2020_base_prospectus.pdf?rev=21fda563caa4400b880905e128e79d27&hash=19D46462A023ADA496A98C73EF2DCD70.

ANNUAL REPORT 2020

On 4 February 2021, the Issuer published its consolidated audited financial statements as at and for the year ended 31 December 2020 (the “**Annual Report 2020**”). A copy of the Annual Report 2020 has been filed with the Central Bank of Ireland and, by virtue of this Prospectus Supplement, the Annual Report 2020 is incorporated in, and forms part of, the Base Prospectus, excluding the following: the section “Outlook for 2021” of the “*Executive summary*” on page 9; the infographic “Our 2023 ambitions for our key stakeholders” in the section “*Strategy execution*” on page 10; the first paragraph of the sub-section “Shareholders” in the section “*Strategy execution*” on page 12; and the fourth paragraph of the sub-section “Shareholders” in the section “*Strategy execution*” on page 13 starting with “In addition, we used 2020” The Annual Report 2020 incorporated by reference herein can be viewed online at <https://danskebank.com/-/media/danske-bank-com/file-cloud/2021/2/annual-report-2020.pdf>.

Cross Reference List

Danske Bank Group

Annual Report 2020

31 December 2020

Income Statement for the Group for the year ended 31 December 2020	page 74
Statement of Comprehensive Income for the Group for the year ended 31 December 2020	page 75
Balance Sheet for the Group as at 31 December 2020	page 76
Statement of Capital for the Group for the year ended 31 December 2020	pages 77-79
Cash Flow Statement for the Group as at and for the year ended 31 December 2020	page 80
Notes to the Financial Statements for the Group as at and for the year ended 31 December 2020	pages 81-215
Statement by the Management as at and for the year ended 31 December 2020	page 238
Independent Auditor's Report for the Group for the year ended 31 December 2020	pages 239-243

The Annual Report 2020 is incorporated as set out above. The table above sets out the principal disclosure requirements which are satisfied by the information and is not exhaustive. Each page reference refers to the corresponding page in the Annual Report 2020.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus to which this Prospectus Supplement relates.

GENERAL INFORMATION

Paragraphs "Material Change and Significant Change" and "Legal Proceedings" of the section "General Information" on pages C-28 and C-29 of the Base Prospectus shall be deemed deleted and replaced with the following paragraphs, respectively:

"Material Change and Significant Change"

- (i) There has been no significant change in the financial performance or position of the Issuer or of the Issuer and its Subsidiaries taken as a whole since 31 December 2020, the last day of the financial period in respect of which the most recent financial statements of the Issuer and the Group have been prepared;
- (ii) there has been no significant change in the financial performance or trading position of the Issuer or of the Issuer and its Subsidiaries taken as a whole since 31 December 2020, the last day of the financial period in respect of which the most recent financial statements of the Issuer have been prepared; and
- (iii) Save as outlined in the sections "*Risk Factors - COVID-19 outbreak could have a material adverse effect on the Group's business, results of operations and financial position*" and "*Legal and Regulatory Proceedings*", there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2020, the last day of the financial period in respect of which the most recently audited financial statements of the Issuer and the Group have been prepared.

Legal Proceedings

Save as outlined in the section “*Legal and Regulatory Proceedings*”, there are no governmental, legal or arbitration proceedings against or affecting the Issuer or any of its Subsidiaries (and no such proceedings are pending or threatened of which the Issuer is aware) during a period covering at least the previous twelve months which have or may have in the recent past, individually or in the aggregate, significant effects on the profitability or the financial position of the Issuer or of the Issuer and its Subsidiaries taken as a whole.”

GENERAL

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Prospectus Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

See “Risk Factors” in the Base Prospectus for a discussion of certain risks that should be considered in connection with certain types of Notes which may be offered under the Programme.

Investors who have already agreed to purchase or subscribe for Notes before this Prospectus Supplement is published have the right, exercisable by the close of business on 10 February 2021 to withdraw their acceptances. The investor who wishes to withdraw their acceptance should contact the Authorised Offeror or the Issuer. The contact details are provided in the relevant Final Terms of the Notes.