

PROSPECTUS SUPPLEMENT NO. 3 DATED 3 FEBRUARY 2022
TO THE BASE PROSPECTUS DATED 16 JUNE 2021



EUR 5,000,000,000 STRUCTURED NOTE PROGRAMME

This Prospectus Supplement dated 3 February 2022 (the “**Prospectus Supplement**” or “**Prospectus Supplement No. 3**”) to the Base Prospectus dated 16 June 2021 (as supplemented by the Prospectus Supplement No. 1 dated 26 July 2021 and the Prospectus Supplement No. 2 dated 1 November 2021, together with the Prospectus Supplement, 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/investor-relations/debt/funding-programmes/>

ANNUAL REPORT 2021

On 3 February 2022, the Issuer published its consolidated audited financial statements as at and for the year ended 31 December 2021 (the “**Annual Report 2021**”). A copy of the Annual Report 2021 has been filed with the Central Bank of Ireland and, by virtue of this Prospectus Supplement, the Annual Report 2021 is incorporated in, and forms part of, the Base Prospectus, excluding the following: the infographic “Investors” in the section “Strategic focus” on page 7; the section “Our 2023 ambitions” on page 7; the eighth paragraph of the “*Executive summary*” on page 9 starting with “In October, we updated our 2023 ambitions. . . .”; “Outlook for 2022” of the “*Executive summary*” on page 11; and the first, fourth (starting with “We have therefore adjusted. . . .”) and fifth paragraphs of the sub-section “Shareholders” in the section “*Strategy execution*” on pages 14-15. The Annual Report 2021 incorporated by reference herein can be viewed online at <https://danskebank.com/-/media/danske-bank-com/file-cloud/2022/2/danske-bank-annual-report-2021.pdf>.

Cross Reference List

Danske Bank Group

*Annual Report 2021
31 December 2021*

Income Statement for the Group for the year ended 31 December 2021	page 58
Statement of Comprehensive Income for the Group for the year ended 31 December 2021	page 59
Balance Sheet for the Group as at 31 December 2021	page 60

Statement of Capital for the Group for the year ended 31 December 2021	pages 61-63
Cash Flow Statement for the Group as at and for the year ended 31 December 2021	page 64
Notes to the Financial Statements for the Group as at and for the year ended 31 December 2021	pages 65-197
Statement by the Management as at and for the year ended 31 December 2021	page 220
Independent Auditor's Report for the Group for the year ended 31 December 2021	pages 221-225

The Annual Report 2021 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 2021.

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-11 and C-12 of the Base Prospectus shall be deemed deleted and replaced with the following paragraphs, respectively:

“Material Change and Significant Change

(i) Save as outlined in the section “*Risk Factors - COVID-19 outbreak could continue to have a material adverse effect on the Group's business, results of operations and financial position*”, 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 2021, 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) Save as outlined in the section “*Risk Factors - COVID-19 outbreak could continue to have a material adverse effect on the Group's business, results of operations and financial position*”, 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, 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 continue to have a material adverse effect on the Group's business, results of operations and financial position*”, 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 8 February 2022 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.