



NORDEA KREDIT REALKREDITAKTIESELSKAB

**SUPPLEMENT NO 2 TO
BASE PROSPECTUS FOR
COVERED
MORTGAGE BONDS
(SDRO) DATED 14 FEBRUARY 2014
AND
SUPPLEMENT NO 1 TO THE SAME BASE PROSPECTUS
DATED 18 MARCH 2014**

THIS SUPPLEMENT TO THE BASE PROSPECTUS IS DATED 7 JANUARY 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 covered mortgage bonds dated 14 February 2014 as amended by supplement no 1 dated 18 March 2014 is published in conjunction with the implementation of section 6 of the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc Act on 1 January 2015. This regulates how much the yield may rise in connection with a refinancing and regulates the situation where a refinancing auction fails. This supplement is published to incorporate the above-mentioned new rules on regulation of the refinancing risk for fixed-rate bonds with maturities between 12 and 24 months and adjustable-rate bonds with remaining maturities of up to and including 24 months at the first refinancing where the loans financed by the bonds have a longer maturity.

Text in quotation marks in the sections below replaces the text in the corresponding sections of the base prospectus with subsequent amendments in supplement no 1 in its entirety.

Risk factors

In the section *New legislation on regulation of refinancing risk* inserted in the base prospectus by virtue of supplement no 1 dated 18 March 2014 the words "and at 1 January 2015" are inserted immediately after the words "in the spring of 2014" (second line).

After this amendment the wording of the section is as follows:

"New legislation on regulation of refinancing risk

The amendments to the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc Act and the Danish Financial Business Act adopted in the spring of 2014 and at 1 January 2015 imply that in certain situations special rules apply to the refinancing of bonds used for financing mortgage loans where the term to maturity of these bonds is shorter than that of the underlying mortgage loan.

As a consequence of the new rules, in these situations the interest and amortisation terms may be changed or the time of maturity may be deferred.

In the sections on legislation and under the terms and conditions in this base prospectus, the specific rules on the regulation of refinancing risk are described in more detail."

Terms and conditions of the covered mortgage bonds

In condition 7 *Maturity date and settlement* as inserted in the base prospectus by virtue of supplement no 1 dated 18 March 2014 the following two sections are inserted after the second section (beginning with *The following applies to maturity extension in case of a rise in interest rates: ...* and ending with *... how much the yield may rise.*).

"If the maturity of mortgage loans exceeds that of the underlying bonds and the bonds are fixed-rate bonds with a maturity of more than 12 months and up to and including 24 months at the refinancing, it applies to the bonds which are to be replaced at maturity by new bonds by means of refinancing that if the yield at refinancing exceeds the yield on a comparable bond with the same

remaining maturity 11-14 months earlier by more than 5% points, the maturity of the bonds concerned will be extended by 12 months. At maturity of the bonds concerned after the 12-month extension, new bonds must be issued to replace these without any restrictions on how much the yield may rise.

If the maturity of mortgage loans exceeds that of the underlying bonds and the bonds are adjustable-rate bonds with a remaining maturity of up to and including 24 months at the first refinancing, the interest rate at the interest rate fixing cannot exceed the latest interest rate fixed by more than 5% points. This interest rate must remain unchanged for 12 months or until the next refinancing unless a lower interest rate is fixed before then. If the interest rate at the refinancing exceeds the latest interest rate fixed for the previous bonds by more than 5% points, the maturity of the bonds concerned will be extended by 12 months. At maturity of the bonds concerned after the 12-month extension, new bonds must be issued to replace these without any restrictions on how much the yield may rise.”

Template for final terms

The template for the final terms, Table 2 in the base prospectus, is deleted and replaced in its entirety by the following new table:

Table 2

ISIN code	Number of annual payment dates	Payment periods	Day count convention	Due date for payment of interest	Auction trigger	Interest rate trigger

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 2 to the base prospectus for covered mortgage bonds dated 14 February 2014 as amended by supplement no 1 dated 18 March 2014 is in accordance with the facts and that the information does not omit anything likely to affect the import of such information.”

Copenhagen, 7 January 2015

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

Charlotte Gullak Christensen
Chief Executive Officer