



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

FINANZMARKTAUFSICHT (FMA) – FINANCIAL MARKET AUTHORITY (AUSTRIA)
 COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
 FINANSTILSYNET (DENMARK)
 RAHOITUSTARKASTUS (FINLAND)
 AUTORITE DES MARCHES FINANCIERS (FRANCE)
 BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSaufICHT (BAFIN) (GERMANY)
 IRISH FINANCIAL SERVICES REGULATORY AUTHORITY (IRELAND)
 COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
 COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
 AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
 KREDITTILSYNET (NORWAY)
 COMISSAO DO MERCADO DE VALORES MOBILIARIOS (PORTUGAL)
 COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)
 FINANSINSPEKTIONEN (SWEDEN)

From:

The Financial Services Authority
 25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom

We hereby certify that the Base and Supplementary Prospectus detailed below have been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and were approved by the FSA on 30th April and 12th May 2010.

Name of Issuer: Nordea

Registered Office/Seat: Kingdom of Sweden

Type of Securities: €30,000,000,000
 Euro Medium Term Note Programme

Financial Services Authority
 UK Listing Authority
 Document approved

Guarantor (if any): N/A

Date: 24.5.10

Annexes: IV,V,XII

Signed: 1. [Signature]

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Attachments:

1. The Base Prospectus dated 30th April 2010.
2. Supplementary Prospectus dated 12th May 2010
3. Translation of the Summary into Danish, Dutch, French, German, Italian, Portuguese, Spanish and Swedish.