



**Certificate of Approval of a Base Prospectus  
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005  
Certificate Reference: 1444**

**To:** Finanzmarktaufsicht, Austria  
Commission Bancaire et Financière et des Assurances, Belgium  
Finanstilsynet, Denmark  
Finantsinspektsioon, Estonia  
Finanssivalvonta, Finland  
Autorité des Marchés Financiers, France  
Bundesanstalt für Finanzdienstleistungsaufsicht, Germany  
Commissione Nazionale per le Società e la Borsa, Italy  
Finansu un Kapitāla Tīrgus Komisija, Latvia  
Lietuvos Respublikos Centrinis Bankas, Lithuania  
Commission de Surveillance du Secteur Financier,  
Luxembourg  
Autoriteit Financiële Markten, The Netherlands  
Finanstilsynet, Norway  
Comissão do Mercado de Valores Mobiliários, Portugal  
Comisión Nacional del Mercado de Valores, Spain  
Finansinspektionen, Sweden  
Financial Services Authority, United Kingdom

**From:** The Central Bank of Ireland

We hereby certify that the Base Prospectus detailed below has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 27 April 2012.

**Name of Issuer:** Nordea Bank AB (publ)

**Registered Office:** Smålandsgatan 17  
SE-105 71 Stockholm

**Type of Securities:** €40,000,000,000 Euro Medium Term Note Programme

**(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):** IX, XII & XIII

**Guarantor (if any):** N/A

**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 required under [Item \_ of Annex \_ ] on the following grounds: N/A**



Banc Ceannais na hÉireann  
Central Bank of Ireland

Eurosystem

*C. J. Ball*

**Signed:** \_\_\_\_\_  
**For and on behalf of:** **The Central Bank of Ireland**

**Date:** 27 April 2012

**Attachments:** (1) Base Prospectus  
(2) Translations