



**SPAR NORD BANK A/S**  
*(incorporated as a public limited liability company in Denmark)*  
**€2,000,000,000**  
**Euro Medium Term Note Programme**

This Supplement (the “**Supplement**”) to the Prospectus dated 9 March 2023 (the “**Prospectus**”), which, together with the supplement dated 11 September 2023 (the “**First Supplement**”), comprises a base prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), constitutes a supplement to the Prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the €2,000,000,000 Euro Medium Term Note Programme established by Spar Nord Bank A/S (the “**Issuer**”).

Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer.

This 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 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 of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **Purpose of this Supplement**

The purpose of this Supplement is to (a) incorporate by reference (i) the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2023 and (ii) the Risk Report of the Issuer for the financial year ended 31 December 2023; and (b) include a new “Significant or Material Adverse Change” statement.

### **Documents incorporated by reference**

The following documents which have previously been published or are published simultaneously with this Supplement and have been filed with the Central Bank of Ireland shall, by virtue of this Supplement, be incorporated in, and form part of, the Prospectus:

- (a) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2023 together with the independent auditors’ report thereon (the “**2023 Annual Report**”) (an English translation is available on the website of the Issuer at [https://media.sparnord.dk/com/investor/financial\\_communication/reports/2023/Q4\\_2023\\_eng.pdf](https://media.sparnord.dk/com/investor/financial_communication/reports/2023/Q4_2023_eng.pdf)), excluding (i) the section “Outlook for the Bank’s anniversary year” on page 10 and (ii) the section “Outlook for 2024” on page 21; and

- (b) the Risk Report of the Issuer for the financial year ended 31 December 2023 (the “**2023 Risk Report**”) (an English translation is available on the website of the Issuer at [https://media.sparnord.dk/com/investor/financial\\_communication/reports/2023/risk-report-2023.pdf](https://media.sparnord.dk/com/investor/financial_communication/reports/2023/risk-report-2023.pdf)).

Such documents, by virtue of this Supplement, shall be incorporated in, and form part of, the Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of the Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of the Prospectus. Any documents themselves incorporated by reference in the documents incorporated by reference in the Prospectus by virtue of this Supplement shall not form part of the Prospectus.

Those parts of the 2023 Annual Report which are not specifically incorporated by reference in the Prospectus by virtue of this Supplement, are either not relevant for investors in the Notes or are covered elsewhere in the Prospectus.

The 2023 Annual Report and the 2023 Risk Report have been translated into English and represent a direct and accurate translation from the Danish language originals. If there are any inconsistencies or discrepancies between the Danish language versions and the English translations thereof, the original Danish language versions shall prevail.

### **Significant or Material Adverse Change**

Paragraph 3 of the “General Information” section on page 146 of the Prospectus shall be amended as follows:

- “3. There has been no significant change in the financial performance or position of the Issuer or the Group and no material adverse change in the financial position or prospects of the Issuer since 31 December 2023.”.

### **General**

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

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