

FIRST SUPPLEMENTARY BASE PROSPECTUS DATED 6 MAY 2022



(incorporated in Norway)

DNB Bank ASA

€45,000,000,000

Euro Medium Term Note Programme

This First Supplementary Base Prospectus (the "**First Supplement**") to the Base Prospectus (the "**Base Prospectus**") dated 27 April 2022 is prepared in connection with the Euro Medium Term Note Programme established by DNB Bank ASA (the "**Issuer**" or the "**Bank**"). This First Supplement constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"). Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

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

This First 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 First 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 the Base Prospectus (as supplemented). Investors should make their own assessment as to the suitability of investing in the Notes.

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

Purpose of this First Supplement

The purpose of this First Supplement is: (a) to incorporate by reference the unaudited consolidated and non-consolidated interim financial statements of the Bank for the three-month period ended 31 March 2022, which are contained in the document entitled "First quarter report 2022" (the "**Issuer's Q1 Report**"); (b) update the "*Board of Directors*" section of the "*Management*" section of the Base Prospectus; and (c) to include a new "Material Change" statement.

Issuer's Q1 Report

On 28 April 2022, the Bank published the Issuer's Q1 Report. The Issuer's Q1 Report has been filed with the Central Bank of Ireland and, by virtue of this First Supplement, the unaudited consolidated and non-consolidated interim financial statements of the Bank for the three-month period ended 31 March 2022 which are contained in the Issuer's Q1 Report are incorporated in, and form part of, the Base Prospectus.

Copies of documents incorporated by reference in this First Supplement can be obtained upon request, free of charge, from the registered office of the Bank and the specified office of the Paying Agent for the time being in London.

Cross-Reference List

The following shall be inserted underneath Paragraph (a) on page 58 of the Base Prospectus (with the subsequent paragraph on page 58 of the Base Prospectus being re-numbered accordingly):

- "(b) the unaudited non-consolidated and consolidated interim financial statements of the Issuer as at, and for the three month period ended, 31 March 2022 (which can be viewed online at <https://www.ir.dnb.no/sites/default/files/pr/202204281231-1.pdf?ts=1651126357>), including the information set out at the following pages of the Issuer's "First quarter report 2022":

Income statement	page 12
Comprehensive income statement	page 12
Balance sheet	page 13
Statement of changes in equity	page 14
Cash flow statement	page 15
Notes	pages 16 to 27

The interim financial statements are prepared in accordance with IAS 34 Interim Financial Reporting.

Any non-incorporated parts of the "First quarter report 2022" are either not relevant for an investor or are covered elsewhere in the Base Prospectus."

Board of Directors

The table appearing on page 207 of the Base Prospectus shall be replaced with the following:

Name	Current position	Member since	End of current term
Olaug Svarva	Chair	2018	2024
Svein Richard Brandtzæg	Vice chair	2020	2023
Jaan Ivar Gjærum Semlitsch	Board member	2015	2023
Gro Bakstad	Board member	2019	2023
Jens Petter Olsen	Board member	2019	2023
Kim Wahl	Board member	2013	2024
Julie Galbo	Board member	2020	2024
Lillian Hattrem	Board employee representative	2016	2024
Jannicke Telle Skaanes	Board employee representative	2022	2024
Stian Tegler Samuelsen	Board employee representative	2020	2024

The biography of Eli Solhaug appearing on page 209 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Jannicke Telle Skaanes, Member, employee representative, Ms Skaanes is a Bachelor and Master of Management from the BI Norwegian Business School. She is a previous advisor and analytic in Nordea and BNP Paribas. She has held different positions within the large customer business area in DNB. Since 2018, she has been chief employee representative in DNB. She is Chair of the Board in the worker's union Finans & Teknologi."

Material Change

The paragraph under the heading "*Material Change*" on page 242 of the Base Prospectus shall be deemed deleted and replaced with the following:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2021, and there has been no significant change in the financial position or financial performance of the Issuer or the DNB Group since 31 March 2022."

General Information

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

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of any Notes or any change in the condition of the Issuer which is material in the context of the Programme or the issue of any Notes since the publication of the Base Prospectus.