

## SECOND SUPPLEMENTARY BASE PROSPECTUS DATED 11 JULY 2024



*(incorporated in Norway)*

**DNB Bank ASA**

**€45,000,000,000**

**Euro Medium Term Note Programme**

This Second Supplementary Base Prospectus (the "**Second Supplement**") to the Base Prospectus (the "**Original Base Prospectus**") dated 29 April 2024 (together with the First Supplementary Base Prospectus dated 10 May 2024, the "**Base Prospectus**") is prepared in connection with the Euro Medium Term Note Programme established by DNB Bank ASA (the "**Issuer**" or the "**Bank**"). This Second 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 Second Supplement.

This Second 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 Second 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 Second 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 Second Supplement. To the best of the knowledge of the Bank the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

### **Purpose of this Second Supplement**

The purpose of this Second Supplement is (a) to incorporate by reference the unaudited consolidated and non-consolidated interim financial statements of the Bank for the three-month and six-month periods ended 30 June 2024, which are contained in the document entitled "Second quarter and first half report 2024" (the "**Issuer's Q2 Report**"); and (b) to include a new "Material Change" statement.

### **Issuer's Q2 Report**

On 11 July 2024, the Bank published the Issuer's Q2 Report. The Issuer's Q2 Report has been filed with the Central Bank of Ireland and, by virtue of this Second Supplement, the unaudited consolidated and non-consolidated interim financial statements of the Bank for the three-month and six-month periods ended 30 June 2024 which are contained in the Issuer's Q2 Report are incorporated in, and form part of, the Base Prospectus.

Copies of documents incorporated by reference in this Second 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 (b) on page 64 of the Base Prospectus (with the subsequent paragraph on page 64 of the Base Prospectus being re-numbered accordingly):

"(c) the unaudited non-consolidated and consolidated interim financial statements of the Issuer as at, and for the six-month period ended, 30 June 2024 (which can be viewed online at <https://www.ir.dnb.no/sites/default/files/pr/202407114406-1.pdf?ts=1720677966>), including the information set out at the following pages of the Issuer's "Second quarter and first half report 2024":

Income statements	pages 10 and 24
Comprehensive income statement	pages 10 and 24
Balance sheet	pages 11 and 25
Statement of changes in equity	pages 12 and 26
Cash flow statement	page 13
Notes	pages 14 to 23 and 27 to 29

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

Any non-incorporated parts of the "Second quarter and first half report 2024" are either not relevant for an investor or are covered elsewhere in the Base Prospectus."

### **Material Change**

The paragraph under the heading "*Material Change*" on page 259 of the Base Prospectus shall be amended to read as follows:

"There has been no material adverse change in the prospects of the Issuer since 31 December 2023, and there has been no significant change in the financial position or financial performance of the Issuer or the DNB Group since 30 June 2024."

### **General Information**

To the extent that there is any inconsistency between (a) any statement in this Second 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 Second 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.