

MiFID II product governance / Professional investors and eligible counterparties only target market –

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and eligible counterparties only target market -

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended ("**EUWA**") ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any Distributor should take into consideration the manufacturer's target market assessment; however, a Distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation (as defined below). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

11 December 2024

DNB Bank ASA

Legal entity identifier (LEI): 549300GKFG0RYRRQ1414

**Issue of JPY 19,500,000,000 10-year 3-month non-call 5-year 3-month Fixed Rate Reset Subordinated
Tier 2 Notes due 12 March 2035**

under the

€45,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 29 April 2024 and the supplements to the Base Prospectus dated 10 May 2024, 11 July 2024, 25 October 2024, 22 November 2024 and 11 December 2024 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. Full information on DNB Bank ASA (the "**Issuer**") and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. These Final Terms, the Base Prospectus and the supplement have been published on the website of Euronext Dublin at <https://live.euronext.com/>.

The Central Bank of Ireland, as competent authority for the purposes of the Prospectus Regulation has approved the Base Prospectus as having been drawn up in accordance with the Prospectus Regulation.

- | | | |
|----|--|---|
| 1. | Issuer: | DNB Bank ASA |
| 2. | (i) Series Number: | 749 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | Japanese Yen (" JPY ") |
| 4. | Aggregate Nominal Amount: | |
| | Series: | JPY 19,500,000,000 |
| | Tranche: | JPY 19,500,000,000 |
| 5. | Issue Price: | 100.000 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denomination(s): | JPY 100,000,000 |
| | (ii) Calculation Amount: | JPY 100,000,000 |
| 7. | (i) Issue Date: | 12 December 2024 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 12 March 2035 |
| 9. | Interest Basis: | Reset Notes |
| | | (further particulars specified below, see paragraph 17) |

10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Calculation Agent:	Not Applicable
13.	Put/Call Options:	Issuer Call (further particulars specified below, see paragraph 19)
14.	(i) Status of the Notes:	Subordinated
	(ii) Date Board approval for issuance of Notes obtained:	29 April 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Reset Note Provisions	Applicable
	(i) Initial Rate of Interest:	1.70 per cent. per annum payable semi-annually in arrear on each Interest Payment Date, from and including the Interest Commencement Date up to (but excluding) the First Reset Date
	(ii) Initial Mid-Swap Rate:	Not Applicable
	(iii) First Reset Margin:	+1.00 per cent. per annum
	(iv) Subsequent Reset Margin:	Not Applicable
	(v) Interest Payment Date(s):	12 March and on 12 September each year from and including 12 March 2025, to and including the Maturity Date
	(vi) Fixed Coupon Amount up to (but excluding) the First Reset Date:	JPY 850,000 per Calculation Amount
	(vii) Broken Amount(s) up to (but excluding) the First Reset Date:	JPY 425,000 per Calculation Amount payable on the Interest Payment Date falling on 12 March 2025
	(viii) First Reset Date:	12 March 2030
	(ix) Second Reset Date:	Not Applicable
	(x) Subsequent Reset Date(s):	Not Applicable
	(xi) Relevant Screen Page:	Not Applicable
	(xii) Reset Reference Rate:	JGB 0.9 09/20/34 (JP1103761QA5)
	(xiii) Mid-Swap Rate:	Not Applicable

(xiv)	Reset Reference Rate Conversion:	Not Applicable
(xv)	Original Reset Reference Rate Basis:	Not Applicable
(xvi)	Mid-Swap Floating Leg Benchmark Rate:	Not Applicable
(xvii)	Mid-Swap Floating Leg Maturity:	Not Applicable
(xviii)	Reset Determination Date:	The second Business Day prior to the First Reset Date
(xix)	Specified Time:	Not Applicable
(xx)	Prior Rate of Interest or Calculation Agent Determination applicable:	Not Applicable
(xxi)	Day Count Fraction:	30/360
(xxii)	Reset Determination Time:	11:00 am (Tokyo time)
(xxiii)	CMT Reset Determination Time:	Not Applicable
(xxiv)	Benchmark Discontinuation – Independent Adviser (Condition 5(d)):	Not Applicable
(xxv)	Benchmark Discontinuation – ARRC (Condition 5(e)):	Not Applicable
(xxvi)	Benchmark Discontinuation – SARON (Condition 5(f)):	Not Applicable
(xxvii)	Benchmark Discontinuation – TONA (Condition 5(g)):	Not Applicable
(xxviii)	Determination Date(s):	Not Applicable
18.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION AND SUBSTITUTION/VARIATION

19.	Issuer Call	Applicable
(i)	Optional Redemption Date(s):	Any day falling in the period commencing on (and including) 12 December 2029 and ending on (and including) the First Reset Date
(ii)	Optional Redemption Amount(s):	JPY 100,000,000 per Calculation Amount

(iii)	If redeemable in part:	
(a)	Minimum Redemption Amount:	Not Applicable
(b)	Higher Redemption Amount:	Not Applicable
(iv)	Notice period if other than as set out in Condition 7(c):	See Condition 7(c)
20.	Investor Put	Not Applicable
21.	Residual Holiday Call Option:	Not Applicable
22.	Final Redemption Amount:	JPY 100,000,000 per Calculation Amount
23.	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:	JPY 100,000,000 per Calculation Amount
24.	Redemption for Tax Reasons – notice period if other than as set out in Condition 7(b):	See Condition 7(b)
25.	Redemption upon occurrence of Capital Event and amounts payable on redemption therefor:	Applicable – Condition 7(j) applies
(i)	Notice period if other than as set out in Condition 7(j):	See condition 7(j)
26.	Redemption upon occurrence of MREL Disqualification Event and amounts payable on redemption therefor:	Not Applicable
27.	Substitution or variation:	Applicable – Condition 7(l) applies
(i)	Notice period if other than as set out in Condition 7(l):	See Condition 7(l)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28.	Form of Notes:	
(i)	Form:	Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event
(ii)	New Global Note:	No
29.	Additional Financial Centre(s):	Tokyo, London and T2

30. Talons for future Coupons to be attached No
to Definitive Notes:

SIGNED on behalf of **DNB BANK ASA:**

By:

Duly authorised



p.p. **DNB Bank ASA**

Kjell Arne Bergene
Senior Vice President

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING:

- | | | |
|------|---|---|
| (i) | Listing and admission to trading: | Application has been made for the Notes to be admitted to trading on the regulated market of Euronext Dublin and listed on the official list of Euronext Dublin with effect from 12 December 2024 |
| (ii) | Estimate of total expenses related to admission to trading: | Euro 1,000 |

2. RATINGS:

The Notes to be issued are expected to be rated:
S&P Global Ratings Europe Limited ("**S&P**"): A-
Moody's Investors Service (Nordics) AB ("**Moody's**"): A3
S&P and Moody's are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**").

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE:

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD:

Indication of yield:	1.70 per cent. per annum up to (but excluding) the Optional Redemption Date
	The yield to the Optional Redemption Date is calculated at the Issue Date on the basis of the Issue Price and the Initial Rate of Interest. It is not an indication of future yield.

5. OPERATIONAL INFORMATION:

- | | | |
|-------|--|---|
| (i) | ISIN Code: | XS2957442192 |
| (ii) | Common Code: | 295744219 |
| (iii) | CUSIP Number: | Not Applicable |
| (iv) | CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v) | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (vi) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. and SIX SIS Ltd | Not Applicable |

and the relevant
identification
number(s):

- | | | |
|--------|---|--|
| (vii) | Delivery: | Delivery against payment |
| (viii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (ix) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that the Eurosystem eligibility criteria have been met. |

6. **DISTRIBUTION:**

- | | | |
|--------|---|--------------------------|
| (i) | If syndicated, names of Managers: | Not Applicable |
| (ii) | Date of Subscription Agreement: | Not Applicable |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of relevant Dealer: | Nomura International plc |
| (v) | U.S. Selling Restrictions: | TEFRA D |
| (vi) | Prohibition of Sales to EEA Retail Investors: | Applicable |
| (vii) | Prohibition of Sales to UK Retail Investors: | Applicable |
| (viii) | Prohibition of Sales to Belgian Consumers: | Applicable |
| (ix) | Singapore Sales to Institutional Investors and Accredited Investors only: | Not Applicable |

7. **EU BENCHMARKS REGULATION:**

EU Benchmarks Regulation: Article 29(2) statement on benchmarks:	Not Applicable
--	----------------

8. **THIRD PARTY INFORMATION:**

Not Applicable

9. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

- (i) Reasons for the offer: See "*Use of Proceeds*" in the Base Prospectus.
- (ii) Estimated net proceeds: JPY 19,451,250,000