

## DNB BOLIGKREDITT AS



*(incorporated in Norway)*

**€60,000,000,000**  
**Covered Bond Programme**

This Supplementary Base Prospectus (the “**Supplement**”) to the Base Prospectus dated 18 June 2021 (the “**Base Prospectus**”), which, together with the Supplementary Base Prospectus dated 20 July 2021 (the “**First Supplement**”), comprises a base prospectus, is prepared in connection with the €60,000,000,000 Covered Bond Programme established by DNB Boligkreditt AS (the “**Issuer**”). This Supplement constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in order to update the Base Prospectus. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This 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 Issuer.

This Supplement has been approved by the Central Bank, as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank should not be considered as an endorsement of the Issuer or of the quality of the Covered Bonds. Investors should make their own assessment as to the suitability of investing in the Covered Bonds.

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: (a) to incorporate by reference the unaudited interim financial statements of the Issuer for the three-month and nine-month periods ended 30 September 2021 which are contained in the document entitled "Third quarter report 2021" (the “**Issuer’s Q3 Report**”); (b) to update the “Description of the DNB Group and the DNB Bank Group” section of the Base Prospectus; and (c) to include a new "Material Change and Significant Change" statement.

### **Issuer’s Q3 Report**

On 21 October 2021, the Issuer published the Issuer’s Q3 Report. The Issuer’s Q3 Report has been filed with the Central Bank and Euronext Dublin and, by virtue of this Supplement, the unaudited interim financial statements of the Issuer for the three-month and nine-month periods ended 30 September 2021 which are contained in the Issuer’s Q3 Report are incorporated in, and form part of, the Base Prospectus.

### **Cross-Reference List**

The following shall be inserted underneath Paragraph (c) on page 50 of the Base Prospectus (with subsequent paragraphs re-numbered accordingly):

- “(d) the unaudited interim financial statements of the Issuer as at, and for the three-month and nine-month periods ended, 30 September 2021 (which can be viewed online at [https://www.ir.dnb.no/sites/default/files/dnb\\_boligkreditt\\_3Q21.pdf](https://www.ir.dnb.no/sites/default/files/dnb_boligkreditt_3Q21.pdf)), including the information set out at the following pages of the Issuer’s “Third quarter report 2021” (the “**Issuer’s Q3 Report**”):

|   |             |
|---|-------------|
| Comprehensive income statement              | page 7      |
| Balance sheet                               | page 7      |
| Statement of changes in equity              | page 8      |
| Cash flow statement                         | page 9      |
| Accounting principles and explanatory notes | pages 10-14 |

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

Any non-incorporated parts of the Issuer's Q3 Report are either not relevant for an investor or are covered elsewhere in the Base Prospectus."

### **Description of the DNB Group and the DNB Bank Group**

The paragraphs under the heading "*Possible merger between the Issuer and Sbanken Boligkreditt AS*" on page 193 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"On 15 April 2021, DNB ASA announced that DNB Bank had reached an agreement with Sbanken ASA ("**Sbanken**") to launch a recommended voluntary cash tender offer for 100 per cent. of the shares of Sbanken. On 14 June 2021, DNB Bank announced that it had received acceptances of the offer for a total number of shares representing approximately 81 per cent. of the outstanding shares of Sbanken. Together with DNB Bank's own shares of Sbanken, this equals approximately 90.1. per cent. of the shares of Sbanken, thus allowing DNB Bank to proceed with a compulsory acquisition of the remaining shares of Sbanken. The transaction is subject to approvals from the Ministry of Finance and the Norwegian Competition Authority (the "**NCA**"). On 1 July 2021, the Ministry of Finance approved the contemplated acquisition of Sbanken.

On 16 November 2021, the NCA, however, rejected the acquisition. The rejection was related to the distribution of funds part of the acquisition. The NCA did not raise concerns related to mortgages or other banking services. On 3 December 2021, DNB Bank filed an appeal to the Norwegian Competition Tribunal, challenging the NCA's decision. The outcome is expected by 18 March 2022, at the latest.

If the acquisition is completed, the Issuer will most likely be merged with Sbanken's covered bond entity, Sbanken Boligkreditt AS. The cover pool of Sbanken Boligkreditt AS is significantly smaller than that of the Issuer, and is to some extent different from the cover pool of the Issuer. For example, the over-collateralisation is lower (as at 31 March 2021; nominal over-collateralisation of 14.2 per cent. for Sbanken Boligkreditt AS' cover pool, compared to 40.5 per cent. for the Issuer Cover Pool). Further, the average maturity of the mortgages in Sbanken Boligkreditt AS' cover pool is higher than that of the mortgages in the Issuer Cover Pool."

The tenth and eleventh paragraphs under the heading "*Capital adequacy and liquidity requirements*" on page 195 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"CRD IV permits regulators to require the financial institutions that they regulate to hold additional capital, often referred to as "Pillar 2" capital requirements. The NFSA may, pursuant to powers delegated by the Ministry under the Financial Institutions Act, impose such additional capital requirements on Norwegian financial institutions (including the Issuer) based on the relevant institution's risk exposure. The NFSA's Pillar 2 requirements are in addition to the Pillar 1 requirements and are expected to reflect institution-specific capital requirements relating to risks which are not covered by Pillar 1.

Further to the NFSA's Supervisory Review and Evaluation Process ("**SREP**") for 2021, the NFSA announced on 13 December 2021 that the Pillar 2 requirement for DNB Bank and the DNB Bank Group had been set at 1.9 per cent. of RWAs with effect from 31 December 2021, and that the requirement would have to be met with common equity tier 1 capital. The NFSA further stated that it expects DNB Bank and the DNB Bank Group to maintain a Pillar 2 Guidance, i.e. a margin in the form of common equity tier 1 capital, that exceeds the total capital requirement with 1.5 per cent. of RWAs."

### **Material Change and Significant Change**

The paragraph under the heading "*Material Change and Significant Change*" on page 210 of the Base Prospectus shall be deemed to be deleted and replaced with the following:

"Save as disclosed in the risk factor "*The consequences of the outbreak of COVID-19 (and possibly other contagious diseases) have had, and may continue to have, an adverse impact on the DNB Bank Group, including the Issuer*", since 31 December 2020, there has been no material adverse change in the financial position or prospects of the Issuer and, since 30 September 2021, there has been no significant change in the financial performance or financial position of the Issuer."

### **General Information**

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base 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 Base Prospectus which is capable of affecting the assessment of any Covered Bonds or any change in the condition of the Issuer which is material in the context of the Programme or the issue of any Covered Bonds since the publication of the Base Prospectus.