

# BASE PROSPECTUS FOR COVERED BONDS ("SDO") ISSUED BY

# **DLR KREDIT A/S**

("DLR" or "ISSUER")

May 2013

This document is an English translation of the original Danish text. In the event of discrepancies between the original Danish text and the English translation, the Danish text shall prevail.

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This Base Prospectus has been prepared in accordance with EU Commission regulation 809/2004 with subsequent amendments. The regulation contains distinct forms indicating the information that must be provided by the issuer in a prospectus.

The preparation of the Base Prospectus is based on the following forms provided in the regulation:

ANNEX IV: Minimum Disclosure Requirements for the Debt and Derivative Securities Registration Document

ANNEX V: Minimum Disclosure Requirements for the Securities Note related to Debt securities

ANNEX XX: List of securities note schedules and building block(s)

ANNEX XXII: Disclosure requirements in summaries

This Base Prospectus shall be subject to Danish law and legal venue.

# A SUMMARY

This summary is based on a number of minimum disclosure requirements called building blocks. These building blocks are numbered in sections A to E (A.1 - E.7).

This summary includes all the building blocks required in a summary prepared on this type of issuer and securities. Because not all building blocks are subject to disclosure requirements, the numbering of the building blocks is not complete.

Although a certain building block may be subject to requirement for inclusion in the summary due to the type of issuer or security, there may not be any relevant information on the building block in question. In such case the summary will provide a brief description of the building block and the text "Not relevant".

	SUMMARY					
	Section A – Introduction and warnings					
A.1 Warnings Potential investors should be aware that:						
		this summary should be read solely as an introduction to the Base Prospectus,				
		any decision to invest in the covered bonds (SDOs) concerned should be made on the basis of the Base Prospectus in its entirety,				
		any investor wishing to bring a case concerning information provided in this Base Prospectus before a court of law, pursuant to national law of the Member States, may be obliged to bear the costs for a translation of the Base Prospectus before court proceedings can be initiated; and				
		<ul> <li>only the persons who have filed the summary or a translation thereof may be subject to civil liability, but solely in case it is misleading, incorrect or inconsistent when read in conjunction with the other parts of the Base Prospectus, or does not, when read in conjunction with the other parts of the Base Prospectus, include key information facilitating investors' decision on whether or not they wish to invest in the securities in question.</li> </ul>				
A.2	Financial intermediaries' use of the Base Prospectus	Not relevant. DLR uses no financial intermediaries for sale or underwriting of the SDOs issued.				

	Section B – Issuer						
B.1	The Issuer's legal name and secondary names	The full name of the Issuer is DLR Kredit A/S. The Issuer's only secondary name is: Dansk Landbrugs Realkreditfond A/S (DLR Kredit A/S).					
B.2	The Issuer's registered office, legal form and registered nationality	The Issuer's registered office is located at this address:					
		DLR Kredit A/S Nyropsgade 21 1780 Copenhagen V Denmark					
		Website: www.dlr.dk E-mail: dlr@dlr.dk Phone: +45 7010 0090					
		DLR is a limited liability company registered in Denmark, which operates its mortgage banking business in accordance with the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act and other legislation applicable at any given time to Danish mortgage banks.					
		DLR is subject to Danish law and to supervision by the Danish Financial Services Authority.					
B.4b	Trend information	Not relevant, as DLR has no information on any known trends, uncertainty, claims, obligations or events which are expected to have a significant impact on DLR's future prospects in the current financial year.					
B.5	Description of the group and the Issuer's position within the group	Not relevant. DLR is not part of a group.					
B.9	Earnings forecasts	Not relevant. This Base Prospectus contains no earnings expectations or forecasts.					
B.10	Qualifications expressed in the audit report on historical financial information	Not relevant. The audit report concerning historical financial information does not contain any qualifications.					

B.12	Historical financial information	DKK million	2011	2012	1Q 2012 <sup>1)</sup>	1Q 2013 <sup>1)</sup>	
		Profit and loss account: Net interest and fee					
		income Other operating income	944.2	1,048.9	244.1	287.5	
		etc. Staff costs and	18.4	19.1	4.6	4.6	
		administrative expenses	-188.4	-199.6	-51.4	-49.6	
		Core earnings Provision for loan and receivable impairment.	768.5	863.3	196.1	241.3	
		etc.	-140.8	-87.1	-30.7	-28.7	
		Profit before tax	369.0	602.5	123.9	154.9	
		Profit after tax	275.3	450.7	92.8	116.0	
		Balance sheet:					
		Loans and advances	133,211	135,631	133,924	135,810	
		Bonds issued Capital base after deductions	129,949 13,207	128,423 14,221	122,529 13,302	121,491	
		Key financial ratios:	13,20/	14,221	13,302	14,329	
		Solvency ratio, pc <sup>2)</sup>	12.2	13.2	12.2	13.5	
		Core capital ratio, pc <sup>2)</sup>	12.2	13.2	12.1	13.5	
		Return on equity before tax, pc	5.0	7.3	1.6 <sup>3)</sup>	1.7 <sup>3)</sup>	
		1) Not audited 2) Including profit for the period 3) Quarterly					
		The outlook for DLR has not last financial period.	t deteriorated	l significant	tly since the	end of the	
		Apart from redemption of government hybrid core capital on 9 April 2013, cf. item B.13, no significant changes in terms of DLR's financial or trading position have been recorded since the period covered by the historical financial information.					
B.13	Most recent events	Subsequent to the drafting of DLR's most recent quarterly report, the following event has occurred which has a significant impact on the solvency of DLR:					
		On 9 April 2013, DLR spent a portion of its own funds on a partial redemption of DLR's government hybrid core capital without a conversion right of a total of DKK 1,154,260,000. This has caused DLR's solvency ratio to change from 13.5 to 12.4, calculated at the end of the first quarter of 2013.					
B.14	Dependence on other group units	Not relevant. DLR is not dependent on other group units.					
B.15	The Issuer's principal markets	DLR is a mortgage bank operating in Denmark. In addition, DLR operates a mortgage lending business in Greenland and the Faeroe Islands of minor significance. DLR primarily finances agricultural property, private residential rental property, private co-operative property, office and					

		business property, and manufacturing and manual industry property.			
B.16	Control	Not relevant. DLR has no knowledge of any direct or indirect external ownership or control of DLR.			
B.17	Credit rating	At the time of the preparation of this Base Prospectus, DLR has an issuer Long-Term Credit Rating from Standard & Poor's of BBB+ with a positive outlook and a Short-Term Credit Rating from Standard & Poor's of A-2 with a stable outlook.			
		Covered bonds (SDOs) issued under the previous Base Prospectus and its addendums, which this prospectus replaces, are, at the time of the preparation of this prospectus, rated AAA with a stable outlook by Standard & Poor's. Issues of SDOs under this prospectus will be encompassed by the same rating.			

	Section C - Securities						
C.1	Security type and ISIN	Covered bonds ("Særligt dækkede obligationer" - SDOs).					
		The individual ISINs will be specified in the Final Bond Terms.					
C.2	Currency	The currency denomination will be specified in the Final Bond Terms.					
C.5	Limitations to the negotiability of the bonds	Not relevant. The SDOs are freely negotiable.					
C.8	Rights pertaining to the bonds	Amortization is effected through redemption of the SDOs at the redemption price at the expiry of the bonds, or through prepayment in accordance with the Final Bond Terms.					
		The bonds bear interest until redemption at a fixed or floating rate. The interest terms will be specified in the Final Bond Terms.					
		In case of bankruptcy of DLR, the bondholders have a preferential claim on all the assets in Capital Centre B, under which the SDOs are issued.					
		DLR may buy up the bonds (or portions thereof) prior to their expiry, and retain such purchased bonds as its own bonds or amortize the bonds through cancellation.					
C.9	Interest rate and yield- to-maturity of the bonds	The coupon rate and interes payment terms will be specified in the Final Bond Terms.					
		The date from which interest accrues, and the interest payment dates will be specified in the Final Bond Terms.					
		If the bonds pay a floating interest rate, the coupon rate for a given period is determined as a published or listed reference rate for the relevant period for the currency in which the bonds have been issued.					
		The reference rate and the relevant period will be specified in the Final Bond Terms.					
		The maturity and due date of the bonds will be specified in the Final Bond Terms. Amortization takes place at the redemption of the bonds at the redemption price on the maturity date in accordance with the Final Bond Terms.					
		The yield-to-maturity of the bonds depends on the coupon rate (including whether the rate is fixed or floating), maturity as well as the bid/ask prices					

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		relating to the trading in the bonds. The yield-to-maturity of the bonds can thus not be calculated precisely.				
		Bondholders do not have investor representation.				
C.10	Derivative component of interest payment	Not relevant. There is no derivative component in the interest payment.				
C.11	Listing	The SDOs encompassed by the previous Base Prospectus with addendums which this Base Prospectus replaces, have been admitted to trading and are listed on NASDAQ OMX, Copenhagen ( <a href="www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a> ). Future SDO issues under this Base Prospectus are expected similarly to be admitted to trading and listing on NASDAQ OMX, Copenhagen.				
		DLR may, however, resolve to apply for listing on other regulated markets. If DLR decides to apply for a listing of the bonds on other regulated markets, the decision will be announced in an addendum to the prospectus.				
		Section D - Risks				
D.2	Risk factors relating to the Issuer	As a mortgage bank, DLR accepts credit risk, liquidity risk, option risk, interest risk and currency risk.				
		Due to the balance principle, DLR may only to a very limited extent accept risks other than credit risk.				
D.3	Risk factors relating to the securities	Investment in SDOs is subject to a number of risk factors of which interested investors should be aware.				
		<ul> <li>The yield-to-maturity of the SDOs is influenced by a number of factors that can not be predicted at the time when the investment is made.</li> <li>The market price of the SDOs may change over the life of the bonds.</li> <li>The outstanding amount of SDOs in each individual series may rise and fall over the life of the bond.</li> <li>The negotiability of the SDOs may change over the life of the bonds.</li> <li>Payments on SDOs may be influenced by drawings and purchase with subsequent cancellation due to prepayment and repayment of mortgage loans.</li> <li>Payments on the SDOs may be reduced or withheld if Denmark introduces a coupon tax or withholding of tax on taxable income (tax at source, PAYE).</li> <li>Investors in SDOs have preferential creditor status in the event of bankruptcy in DLR, and pursuant to the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, payments to investors would continue for as long as funds are available for that purpose in DLR. Therefore payments to investors would not be withheld pending completion of winding-up proceedings.</li> </ul>				
		DLR's business activities are regulated by Danish legislation, i.e. the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act and the Financial Business Act and related Executive Orders. This legislation governs the way in which DLR may fund mortgage lending, defines limits for the size of individual loans and exposure to individual borrowers, repayment profiles, currency, interest rate and liquidity risks, and defines issuer capital adequacy requirements. The legislation also provides regulation of debt issuance with a view to providing supplementary security for the issued SDOs and also provides rules on supervision.				
		DLR is supervised by the Danish Financial Supervisory Authority (the "Danish FSA"), which provides ongoing supervision of DLR's operations,				

including on-location inspections and regular reporting from DLR.
SDOs issued out of DLR Capital Centre B comply with the provisions of the specific balance principle pursuant to Part 3 of the Executive Order on Bond Issues, Balance Principle and Risk Management. If DLR decides at a
later date that its SDOs are instead to comply with the provisions of the general balance principle pursuant to Part 2 of the Executive Order specified above, the decision will be announced in an amendment
prospectus.

	Section E - Offer						
E.2b Cause of the offer of covered bonds and the application of the proceeds, in cases not involving generation of profit and/or covering certain risks		Not relevant. Funds derived from the issuance of SDOs are applied to the funding of lending to public authorities, lending against guarantee of payment from public authorities and lending secured by mortgages on real property, etc., provided by DLR.  Under Danish mortgage credit legislation, excess funds from an issue of SDOs may be placed in secure and liquid securities.					
E.3	Terms and conditions of the offer	The terms and conditions of the offer will be specified in the Final Bond Terms.					
		Not relevant. DLR knows of no interests and/or conflicts of interest of significance in relation to the SDO issue under this Base Prospectus.					
E.7	Estimated expenses of investors	Any estimated expenses which an investor may be charged by DLR in connection with a specific issue will be specified in the Final Bond Terms.					

# B RISK FACTORS

The following review of risk factors is not necessarily exhaustive and is not organised in a prioritised order. It has been prepared for the sole purpose of providing information to prospective investors. Investors are recommended to study this Base Prospectus with care in its entirety and consult their advisors before buying the covered bonds (SDOs) being offered. The matters are significant for the assessment of the risks involved in the investment.

#### 1 RISK FACTORS IN RELATION TO THE BONDS OFFERED

- The yield-to-maturity of a covered bond (SDO) is influenced by a number of factors that cannot be foreseen at the time of investment.
- The market price of an SDO may change over the life of the bond.
- The amount of outstanding bonds in the individual series may increase or decrease during the maturity of the bond.
- The marketability of an SDO may change over the life of the bond.
- The cash flow of SDOs may be affected by prepayments and purchases in the market followed by cancellations resulting from prepayments and repayment of mortgage loans.
- The cash flow of SDOs may be reduced or withheld if Denmark were to introduce a coupon tax or withholding tax on taxable income (tax at source, PAYE).
- Investors in SDOs have a preferential status, in the event of bankruptcy in DLR, in relation to all the assets of the capital centre that has issued the SDOs. Pursuant to the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, payments to SDO investors would continue for as long as funds are available for that purpose in DLR. Therefore payments to SDO investors would not be withheld pending completion of winding-up proceedings.

#### 2 DANISH MORTGAGE CREDIT LEGISLATION

DLR is a Danish mortgage bank.

DLR's business activities are regulated by Danish legislation, i.e. the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act and the Financial Business Act and related Executive Orders. This legislation governs the way in which DLR may fund lending against registered mortgages on real property, defines limits for the size of individual loans and exposure to individual borrowers, repayment profiles, currency, interest rate and liquidity risks, and defines issuer capital adequacy requirements. The legislation also provides regulation of borrowing with a view to providing supplementary collateral for the SDOs issued and also provides rules on supervision.

DLR is supervised by the Danish Financial Supervisory Authority (the "Danish FSA"), which forms part of the Danish Ministry of Business and Growth. The Danish FSA provides ongoing supervision of DLR's operations, including by on-location inspections and through regular reporting from DLR. Furthermore, the Danish FSA inspects DLR's compliance with the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act and the Financial Business Act.

The following paragraphs provide an overview of the legislation regulating the SDO issuance and the operations of the mortgage bank.

If the legislation regulating the business of DLR is changed, DLR reserves the right to amend the Base Prospectus through an addendum prospectus, so that DLR's future SDO issues comply with the applicable legislation in force at any given time and the business opportunities this provides.

### 2.1 Lending

DLR is licensed to lend against registered mortgages on real property, provide unsecured loans to public authorities, loans guaranteed by public authorities or loans granted against other non-

subordinate claims with and guarantees issued by credit institutions on the basis of covered bonds (SDOs) and mortgage bonds (ROs).

DLR is licensed by the Danish Financial Supervisory Authority to issue SDOs and ROs. Thus DLR also has license to issue bonds pursuant to Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act.

Eligible assets as security for the issuance of ROs and SDOs

The following types of assets shall be eligible as security for DLR's issuance of ROs and SDOs:

- Loans secured by registered mortgages on real property, including also loans secured by temporary collateral.
- Loans secured by registered mortgages on real property, including also loans secured by temporary collateral, provided by other credit institutions in accordance with the statutory provisions on joint funding.
- Bonds and debt instruments issued by or guaranteed by public authorities and central banks.

In addition, the following types of assets may form part of the security for DLR's SDOs:

• Bonds, debt instruments and other claims and guarantees issued by credit institutions, however, not exceeding a value corresponding to nominally 15 per cent of the Issuer's SDOs outstanding. This limitation shall also include positions in financial instrument for hedging risks with credit institutes as counterpart. Exceeding this limit must be immediately remedied by provision of supplementary security in safe and liquid assets not encompassed by the 15 per cent limit mentioned above. Claims arising in connection with mortgage payments on and redemptions of loans secured by mortgages on real property, as welle as refinancing and pre-issuance are not included in the 15 per cent limit. The placing – within the capital centre – of funds from the lending business in own bonds issued are also not included in the 15 per cent limit.

Financial instruments may solely be included if they are applied to hedging risks between assets relating to, on the one hand, the series (the capital centre) and, on the other hand, the bonds issued, in cases where the agreement on the financial instrument provides that the initiation of restructuring of the mortgage credit institute pursuant to the provisions of Danish Bankruptcy Act, bankruptcy or non-compliance with the duty of providing supplementary security do not constitute breach of contract.

In order to qualify as cover, financial instruments applied to hedge risks between assets and issued bonds shall be concluded with a counterparty qualifying for a 20 per cent weighting pursuant to Schedule 3, No. 10(a), of the executive order on capital adequacy. The requirement as to the weighting of the counterparty must be complied with at all times.

Assets provided as security for issued SDOs or ROs are held in separate capital centres. ROs and SDOs may not be issued out of the same capital centre.

#### 2.3 Lending limits

2.2

In connection with lending against registered mortgages on real property financed by issuing SDOs and ROs, mortgage banks must carry out valuation and assess loans pursuant to the provisions of the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, and DFSA Executive Order on Valuation of Security and Lending against Real Property placed as Security for the Issue of Covered Bonds, and Executive Order on the Valuation and Granting of Loans of Mortgage Credit Institutions.

Loans against mortgages on real property are assessed on the basis of the value of the mortgaged property. The purpose of the rules on valuation and assessment of loans is to ensure that loans are granted within the statutory limits.

The value of the assets covering the SDOs, cf. the Financial Business Act, must correspond at any given time to the value of the SDO issued, and the security for the individual mortgage loan included as such an asset must comply at all times with the loan limit applicable to the property category in question.

Loans may be granted for the following property categories at an LTV limit of 80 per cent:

- Owner-occupied homes
- Private co-operative housing
- Private rental housing
- Non-profit housing
- Youth housing
- Housing for the elderly, etc.
- Properties for social, cultural and educational purposes (The LTV limit for mortgages based on the issuance of covered bonds is 60 per cent for this property category. This LTV limit may be raised to 70 per cent if additional collateral of no less than 10 per cent is provided for the portion of the loan exceeding the 60 per cent LTV limit).

Loans may be granted for the following property categories at an LTV limit of 70 per cent (for loans granted on the basis of ROs) and 60 per cent (for loans granted on the basis of SDOs):

• Agricultural and forestry property, market gardens, etc.

The LTV limit of 60 per cent (for loans granted on the basis of SDOs) may be raised to 70 per cent if additional collateral of no less than 10 per cent is provided for the portion of the loan exceeding the 60 per cent LTV limit.

Loans may be granted for the following property categories at an LTV limit of 60 per cent:

- Office and business property
- Manufacturing and manual industry property
- Collective energy plants

The LTV limit of 60 per cent (for loans granted on the basis of SDOs) may be raised to 70 per cent if additional collateral of no less than 10 per cent is provided for the portion of the loan exceeding the 60 per cent LTV limit.

Loans may be granted for the following property categories at an LTV limit of 60 per cent:

Holiday homes

Loans may be granted for the following property categories at an LTV limit of 40 per cent:

All other property, including undeveloped sites

For the construction of non-profit housing property for which a municipal guarantee is provided, the LTV limit may be raised above 65 per cent.

2.4 Repayment profile and term of lending granted against a mortgage on real property

The maximum term of a loan granted against a mortgage on real property is 30 years. However, the
maximum term is 35 years for loans for non-profit housing, youth housing and private co-operative
housing, if lending is granted on the basis of subsidy commitment made in accordance with the
Danish act governing non-profit housing and subsidised private co-operative housing.

Determination of the loan term and repayment profile must consider the expected depreciation of the collateral value.

Notwithstanding the scope of the security provided, loans granted for owner-occupied properties and holiday homes may not be amortised over a longer term than a 30-year loan amortised over its loan terms with repayments constituting a fixed percentage of the principal (annuity loan). Within the term of the loan, this requirement may be derogated from for a period of up to ten years with due consideration to the expected depreciation of the collateral. For owner-occupied properties the minimum amortisation may be derogated from for a period of more than ten years if the loan does not exceed an LTV limit of 75 per cent.

The following property categories are not subject to the 30-year maximum term for loans provided on the basis of SDOs if the loan does not exceed an LTV limit of 75 per cent:

- Owner-occupied homes
- Private co-operative housing
- Private rental housing
- Non-profit housing
- Youth housing
- Housing for the elderly, etc.
- 2.5 Liability for lending granted against registered mortgages on real property
  Borrowers are liable for loans granted against mortgages on real property personally and to the
  extent of the mortgaged property. DLR may waive the requirement of personal liability.
- 2.6 Assets eligible as supplementary collateral for SDOs

If the value of the cover assets behind the SDOs no longer equals the value of the SDOs issued or no longer complies with the relevant LTV limits, the mortgage bank must immediately provide supplementary collateral to comply with the requirement, and notify the Danish Financial Supervisory Authority. Supplementary collateral must be provided in the form of secure and liquid assets as specified in Section 152 (Order No. 705) of the Danish Financial Business Act.

The following types of assets are eligible as supplementary collateral for SDOs:

- Loans secured by a registered mortgage on real property, including also loans secured by temporary collateral.
- Bonds and debt instruments issued by or guaranteed by a public authority or central bank.
- Bonds, debt instruments and other claims and guarantees issued by credit institutions, however, of a value not exceeding a nominal 15 per cent of the Issuer's SDOs outstanding. This limitation also applies to derivative positions with credit institutions as counterpart. Self-issued bonds from the same capital centre are not included in the 15 per cent limit.

Pursuant to the Executive Order on the Issuance of Bonds, the Balance Principle and Risk Management (the Executive Order on bonds), the 15 per cent limit shall not apply to certain specified placements.

In the event that the mortgage bank fails to provide supplementary collateral all bonds issued in said capital centre shall lose the designation "SDO". If subsequently the bonds again satisfy the SDO requirements, the Financial Services Agency may allow such bonds to be re-designated "SDO".

2.7 Admission to raising loans

Mortgage banks licensed to issue SDOs may raise loans pursuant to Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, including through issuance of bonds secured against the assets of a capital centre, with a view to satisfying the requirement for the provision of

supplementary collateral for the SDOs issued, or with a view to increasing the excess cover in a capital centre.

Loans raised for this purpose must be raised in reliance on an independent prospectus and must not be comprised by this Base Prospectus. The loan agreement must state the capital centre to which the loan funds raised relate. The loan must immediately be placed in specified secure asset, cf. Section 152, Subsection 1 of the Danish Financial Business Act. As from the time when the loan is raised, the assets shall be placed in a separate account, a separate custody account or otherwise be designated as deriving from the relevant loan.

When the assets are used as supplementary collateral, they must be included in the relevant series reserve fund. However, there is no requirement for marking or segregation of the supplementary collateral. The deposited supplementary collateral is therefore part of the general assets of the capital centre. This security is thus not dedicated solely to holders of issued bonds, as provided in Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act.

# 2.8 Balance principle

Pursuant to the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, mortgage banks must comply with a balance principle and a set of risk management rules in connection with the issuance of ROs and SDOs. The provisions are specified in the Executive Order on the Issuance of Bonds, the Balance Principle and Risk Management, issued in pursuance of the act.

The Executive Order on bonds sets limits to the differences allowed between the payments from borrowers servicing loans secured against mortgages on real property, unsecured lending to public authorities or based on public guarantee, other placements in assets eligible as collateral, derivative financial instruments to hedge cash flow differences, and placements of funds pursuant to Section 4 (5) of the Executive Order on bonds on the one hand, and payments to the holders of the issued ROs, SDOs, other securities with preferential status issued by mortgage banks and derivative financial instruments to hedge cash flow differences on the other hand.

The Executive Order on bonds sets forth loss limits to the interest rate, foreign exchange, option and liquidity risk arising from cash flow differences in the balance sheet.

The Executive Order on bonds further contains a number of other provisions limiting financial risks.

Funds raised through borrowing pursuant to Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, including through the issuance of bonds, are governed by separate provisions on financial risk limits in the Executive Order on bonds that also apply to the risk limits on the mortgage bank's securities portfolio.

The balance principle and risk management rules are based on the following two main points:

- A. Statutory requirement for placing the proceeds in eligible assets when a mortgage bank issues ROs or SDOs and other securities with preferential status issued by a mortgage bank.
- B. Exposure to interest rate, currency and option risks is only permitted to a limited extent.

However, various technical aspects in relation to the lending activities of a mortgage bank cause a number of placements of funds not to be subject to the statutory limit to other non-subordinate claims against other mortgage banks in connection with the issuance of ROs and SDOs:

- Placement of funds in connection with the disbursement of new loans, refinancing or prepayment of existing loans that will lead to an outstanding amount of bonds for which the mortgage bank has not yet obtained a registered mortgage on real property (disbursements and refinancing) or awaits redemption of outstanding bonds (refinancing and prepayment).
- Registration guarantees that provide temporary security in connection with lending against a
  mortgage on real property until a registered mortgage has been produced.
- Self-issued bonds within the same capital centre.

Mortgage banks licensed to issue ROs and SDOs must comply with a balance principle. Compliance with the balance principle may be fulfilling the provisions of either the general balance principle (cf. Part 2 of the Executive Order on bonds) or the specific balance principle (Part 3 of the Executive Order on bonds).

#### The general balance principle

The present value of future payments into the capital centre must at any time exceed the present value of the future disbursements from the capital centre. Further, interests payments into the capital centre must exceed interest payments from the capital centre within a period of 12 consecutive months. Interest payments include any overcollateralization in the capital centre and liquidity placed, provided it have been placed in secure and liquid assets.

A mortgage bank may only assume limited interest rate risk arising from differences between future cash outflows on SDOs issued, other securities issued by the mortgage bank as well as derivative financial instruments to hedge payment differences, and future cash inflows on mortgage deeds, lending to public authorities or secured by a public guarantee, placements of funds, and derivative financial instruments to hedge payment differences.

The interest rate risk is calculated as the largest decrease in the present value resulting from six different assumed yield curve developments. The interest-rate exposure must not exceed 1 per cent of the capital adequacy requirement plus 2 per cent of additional capital in the capital centre, or 5 per cent of the capital adequacy requirement plus 10 per cent of additional capital in the capital centre, depending on the assumed yield curve development.

Notwithstanding the fact that mortgage banks may not offset interest rate exposures resulting from different currencies, an interest-rate exposure resulting from differences in payments in EUR may be offset against an interest rate exposure resulting from differences in payments in DKK by up to 50 per cent of the interest rate exposure in the currency with the numerically smaller interest rate exposure.

In connection with the establishment or closure of a capital centre, the interest-rate exposure must not exceed DKK 20 million, irrespective of the limits stipulated above.

The interest rate exposure on the mortgage bank's securities portfolio must not exceed 8 per cent of the capital base.

A mortgage bank may only assume limited currency exposure arising from differences between the future cash outflows on SDO issued, other securities issued by the mortgage bank as well as derivative financial instruments to hedge payment differences, and future cash inflows on mortgage deeds, lending to public authorities or secured by a public guarantee, placements of funds, and derivative financial instruments to hedge payment differences. Currency exposure is measured as the gain or loss incurred from an increase or a decrease of 10 per cent in the exchange rate for currencies within the EU, EEA or Switzerland against DKK, and as the loss incurred from an increase or decrease of 50 per cent in the exchange rate for other currencies against DKK. The calculated currency exposure for EUR must not exceed 10 per cent of the capital adequacy requirement plus 10 per cent of additional capital in the capital centre or, for other currencies, 1 per cent of the capital adequacy requirement plus 1 per cent of additional capital in the capital centre.

For the securities portfolio of a mortgage bank, the currency exposuse must not exceed 10 per cent of the capital base.

Risk exposure pertaining to hedging conditional (asymmetric) claims on debtors as well as term mismatches between conditional (asymmetric) claims on debtors and hedging options in a capital centre must be held to a limited extent. The option risk is measured on the basis of the vega risk parameter based on the larger loss of the present value of cash flows resulting from two different assumed volatility structure developments. The option risk must not exceed 0.5 per cent of the solvency requirement plus 1 per cent of additional capital in the capital centre. Notwithstanding the fact that mortgage banks are not entitled to offset option risks resulting from different currencies, option risk resulting from differences in payments in EUR may be offset against option risk

resulting from differences in payments in DKK by up to 50 per cent of the option risk in the currency with the numerically smaller option rate risk.

# The specific balance principle

The differences between the present value of future cash outflows on issued SDOs, other securities and financial instruments on the one side, and the present value of future cash inflows on mortgage deeds, financial instruments and placements of funds on the other side must be calculated on a daily basis.

Any future cash deficit resulting from the cash outflow exceeding the cash inflow must not exceed the following limits in respect of the mortgage bank's capital base:

- 25 per cent in year 1 to year 3
- 50 per cent in year 4 to year 10
- 100 per cent effective from year 11

Each period runs from the date of calculation.

The interest-rate exposure arising from the listed cash flow differences must be limited to 1 per cent of the mortgage bank's capital base. Payment differences do, however, not include excess cash flows resulting from debtors making full or partial payments prior to the mortgage bank's payments to the owners of the underlying SDOs, unless the debtor is entitled to compensation for such early payment.

In connection with the establishment of a capital centre, the interest-rate exposure must not exceed DKK 20 million, irrespective of the limits stipulated above.

Pursuant to Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, the interest-rate risk on the mortgage bank's securities portfolio must not exceed 8 per cent of the capital base.

The currency exposure on the mortgage bank's assets, liabilities and off-balance sheet items must not exceed 0.1 per cent of the capital base. The exchange rate risk is calculated on the basis of currency indicator 2.

# 2.9 Capital adequacy

The Issuer must have a capital base representing at least 8 per cent of the risk-weighted assets (but always at least EUR 5 million). This requirement applies to DLR overall, DLR capital centre B, DLR general capital centre and to capital centres DLR might subsequently decide to establish.

In the event a capital centre is unable to meet the capital adequacy requirement, funds must be transferred from the general capital centre, unless such transfer would prevent the general capital centre itself from meeting the 8 per cent capital adequacy requirement. Excess capital may be transferred from individual capital centres to the general capital centre. Transferring excess capital to the general capital centre is subject to a resolution by the Executive Board.

#### 2.10 Placement of liquid funds

A mortgage bank must have funds placed in the asset categories listed below corresponding to not less than 60 per cent of its capital base plus funds in series with a reimbursement obligation not included in the capital base:

- Deposits with central banks of zone A countries.
- Bonds and debentures issued or guaranteed by governments or regional authorities of zone A
  countries.
- Mortgage bonds, covered bonds, mortgage covered bonds and other bonds issued by a credit
  institution in an EU country or a country with which the Community has made an agreement
  governing the financial sector, and offering similar security.

Under the Danish Financial Business Act, DLR's capital base will be reduced by an amount corresponding to DLR's ownership interest in credit institutions, securities companies and mutual funds exceeding 10 per cent of its ownership interest in such companies. In addition, the capital base is reduced by an amount corresponding to 15 per cent of the ownership interest in another company or companies within the same group.

A mortgage bank is not permitted to own property or to have ownership interests in property companies for an amount exceeding 20 per cent of its capital base. This provision does not apply to property acquired for the purpose of running a mortgage credit, banking or insurance business.

Funds obtained through borrowing, including through the issuing of bonds, pursuant to Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, are not included in the calculation of the mortgage bank's capital base.

# 2.11 Placement of funds with financial institutions

Bank accounts must be set up in financial institutions with a rating of not less than BBB/A-2 with Standard & Poor's, cf., however, below.

DLR performs monitoring on a running basis to ensure that the total amount deposited in a bank account relating to, respectively, DLR capital centre B and DLR general capital centre with an individual financial institution does not exceed a limit of 5 per cent of the outstanding cover-pool in capital centre B and the general capital centre, respectively. If the total deposit with an individual financial institution exceeds 5 per cent, DLR will take immediate steps to reduce the deposit with that financial institution and place the amount in compliance with these rules.

If the financial institution slides down from a minimum rating of BBB/A-2 with Standard & Poor's, DLR will, within 30 days, discontinue receipt of payments with the said financial institution and transfer its deposits to a financial institution that holds a rating of not less than BBB/A-2 with Standard & Poor's. In connection with this, borrowers affected by the change with receive notification from DLR that future payments to DLR can no longer be made through the said financial institution, but must be made through another financial institution according to instructions from DLR.

The above mentioned notwithstanding, funds may be deposited with financial institutions that do not hold a rating of not less than BBB/A-2 with Standard & Poor's where the amount of the deposits do not exceed DKK 40 million in relation to capital centre B and DKK 10 million for the general capital centre.

The provisions above shall be void if the bonds issued by DLR are no longer rated by Standard & Poor's pursuant to agreement with DLR Kredit A/S. If Standard & Poor's change its rating method or change its criteria applied to counterpart risks, DLR may amend the provisions above so it corresponds to the changes implemented by Standard & Poor's.

#### 2.12 Insolvency

If a mortgage bank becomes insolvent, the Danish FSA may apply to the courts for a liquidation order. After a liquidation order has been issued, funds cannot be transferred between series and the general capital centre. Any amount for which holders of SDOs and other securities have a prefential claim on equals the assets available in a series at any time, net of income and expenses relating to the series.

If a mortgage bank is declared bankrupt, the following shall apply, cf. Section 27 (1) of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act.

Funds in series with a joint series reserve fund shall be used, less costs of processing the company in liquidation etc., including costs for the liquidator, staff, etc., to satisfy claims from holders of SDOs (and, where relevant, bonds that have forfeited their designation as SDO, cf. Section 27 a, Subsection 2 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act.) and other securities in the series in question or groups of series with series reserve funds, claims from financial counterparts in accordance with agreements concluded on derivative financial

instruments for hedging risks relating to the claims mentioned, as well as claims for interest accrued from the date of the liquidation order.

Thereupon claims from holders of bonds and other debt assumed by the mortgage bank in pursuance of Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act will be satisfied.

Pursuant to Section 32 of the Danish Bankruptcy Act, any excess funds shall be included in the assets available for distribution. The assets available for distribution shall be applied to settling claims in accordance with the provisions of Section 10 of the Danish Bankruptcy Act. Uncovered claims, where relevant, from holders of SDOs and other securities and claims for the interest accrued from the date of the liquidation order shall, however, be paid in equal proportion after the requirements provided in Section 96 of the Danish Bankruptcy Act, but before the simple claims as provided in Section 97 of the Danish Bankruptcy Act.

If an order of liquidation is pronounced over the mortgage bank, and funds from the issuance of bonds in pursuance of Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act have not yet been vested in a capital centre, counterparts to financial agreements and holders of SDOs issued by the capital centre for which the loan has been raised shall have preferential right to these funds. Any remaining excess funds available shall be paid to holders of bonds issued in pursuance of Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, cf. Section 27 b of the same act.

If the assets of the capital centre are inadequate for covering claims from holders of bonds issued in pursuance of Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, they will be able to file a claim for the remainder from the bankruptcy estate of the general capital centre as a simple claim, cf. Section 97 of the Danish Bankruptcy Act.

Financial instruments may solely be included as assets or liabilities in a series or a group of series with a series reserve fund if they are applied to covering risks between assets concerning, on the one hand, the series and, on the other hand, the SDOs, in cases where the agreement on the financial instrument provides that the mortgage bank's suspension of payments or liquidation does not constitute a breach. If a mortgage bank is declared bankrupt, the counterparts to the financial instruments concluded to hedge risks in a series of SDOs shall have a status equal to the holders of the SDOs.

Declaration of bankruptcy shall not constitute valid cause for a claim for premature redemption of liabilities by holders of ROs, SDOs and providers of loans in pursuance of Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, including holders of bonds issued in pursuance of the same provision. Similarly, it shall not constitute breach of contract if the mortgage bank does not fulfil its obligations to provide additional collateral for SDOs.

The company in liquidation cannot effect payment in satisfaction of claims raised by holders of ROs, SDOs or other securities earlier than the date on which the mortgage bank was entitled to be discharged by effecting such payment. The liquidator shall continue or resume as far as possible the fulfilment of a mortgage bank's obligations, including in individual series and in the general capital centre, in the form of payments of interest and redemptions to holders of ROs, SDOs and other securities. Insofar as there are insufficient funds, interest is paid to holders of ROs, SDOs and other securities before any drawings are effected.

In case of a restructuring pursuant to the Danish Bankruptcy Act, or in case of bankruptcy, the mortgage bank must, in pursuance of Section 32 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, continue to the greatest possible extent to honour its payment obligations in relation to claims from holders of ROs, SDOs and other securities when such payments fall due, unless the restructuring administrator or trustee decides otherwise. The restructuring administrator and the trustee may conclude agreements on financial instruments, raise funds to make these payments and place collateral for such loans in assets, except for registered mortgages on real property, placed as collateral for bonds belonging to the series or multiple series with series reserve fund, for which payment is disbursed. To cover redemption of bonds that reach maturity, the restructuring

administrator or trustee may further issue refinancing bonds to replace bonds in the series in question that have expired. Refinancing bonds shall have collateral equal to that of the ROs, SDOs or, where relevant, refinancing bonds, which the refinancing bonds replace.

In case of a bankruptcy of the Issuer, the difference in the legal position between, on the one hand, holders of ROs and SDOs and, on the other hand, holders of bonds issued in pursuance of Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, may be summarised as follows:

First priority of the funds in the capital centre that has issued the bonds (less costs of processing the company in liquidation etc., including costs for the liquidator, staff, etc.) shall be the settlement of claims from holders of ROs, SDOs and certain other claims relating to the ROs and SDOs.

Next priority is covering bonds and other debt raised by the issuer in pursuance of Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act.

#### 2.13 Arrears

If payments on a mortgage loan are not made in due time, the mortgage bank has the option of arranging a compulsory sale in order to raise funds for repayment. During any period in which the debtor fails to service his mortgage, the mortgage bank pays the bondholders for as long as funds are available in the capital centre.

# 3 DLR COMPLIANCE WITH THE BALANCE PRINCIPLE

SDOs issued out of DLR capital centre B comply with the specific balance principle in pursuance of Part 3 of the Executive Order on bonds. If DLR subsequently decides that SDOs issued out of DLR capital centre B shall instead comply with the general balance principle in pursuance of Part 2 of the Executive Order on bonds, such a decision might entail increased exposure to market risks in DLR capital centre B. However, prior detailed quantification of the significance for investors in SDOs issued under this Base Prospectus cannot be made.

It must furthermore be noted that the Executive Order on bonds regulates the actual issuance of ROs, SDOs and other securities with preferential status issued by a mortgage bank. The actual bond issuance is not stated directly in the main figures of the annual and quarterly reports. The reason is that the liability item "bonds issued" must be reduced, where relevant, by DLR's holdings of self-issued ROs, SDOs and other securities issued by mortgage banks.

Similarly, the placing of funds in secure, liquid securities in pursuance of the Executive Order on bonds will not be stated directly in the assets. The reason is that any holdings of self-issued ROs, SDOs and other securities with preferential status issued by mortgage banks must be eliminated in the liability item "bonds issued".

# 4 TERMS APPLYING TO DEFERMENT OF PAYMENTS

DLR may not defer payments to holders of SDOs.

# 5 JOINT FUNDING

The issuance of SDOs may further be used for joint funding of lending pursuant to the relevant applicable legislation should DLR decide to use the possibility for joint funding. Any such decision is deemed to have no significance for the investors.

#### 6 ADDITIONAL RISK FACTORS

Additional risk factors are further described in DLR's latest annual report, cf. <u>Annex 3</u>. No risk factors have emerged other than those described in the most recent annual report.

# C COVERED BONDS REGISTRATION DOCUMENT

#### 1 PERSONS RESPONSIBLE

1.1 This prospectus has been prepared by:

DLR Kredit A/S Nyropsgade 21 DK 1780 Copenhagen V Denmark

#### 1.2 Declaration concerning the Base Prospectus

Please refer to the Statement by the Board of Directors and the Executive Board in Section E. The information contained in this Base Prospectus must be read in conjunction with the Final Bond Terms and the published documents referred to in this Base Prospectus, as listed in Annex 2.

This Base Prospectus has been prepared as per 27 May 2013 and shall replace the Base Prospectus of 20 March 2012 with addendums.

#### 2 STATUTORY AUDITORS

*DLR's external auditors are:* 

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 DK 2300 Copenhagen S Denmark

Deloitte has audited DLR's financial accounts for the past five financial years and is a member of FSR – *Danske Revisorer* (formerly the Institute of State Authorized Public Accountants in Denmark).

DLR has an internal audit department referring directly to the Board of Directors through Chief Internal Auditor Dennis Lundberg.

#### 2.2 Change of auditors

3.1

In 2009, State Authorised Accountant Hans Trærup, Deloitte Statsautoriseret Revisionspartnerselskab, replaced State Authorised Accountant Søren Dinesen, Deloitte Statsautoriseret Revisionspartnerselskab. State Authorised Accountant Kasper Bruhn Udam, Deloitte Statsautoriseret Revisionspartnerselskab, was reappointed.

# 3 SELECTED FINANCIAL INFORMATION

Selected financial information about DLR for the two most recent financial years and the first quarter of 2012 and first quarter of 2013 have been provided in the table below. The information pertaining to the first quarter of the financial period has not been audited. The financial accounts are available from the DLR website at <a href="https://www.dlr.dk/investor">www.dlr.dk/investor</a>.

DKK million	2011	2012	Q1 2012 <sup>1)</sup>	Q1 2013 <sup>1)</sup>
Profit and Loss Account:				
Net interest and fee income	944.2	1,048.9	244.1	287.5
Other operating income etc.	18.4	19.1	4.6	4.6
Staff costs and administrative expenses	-188.4	-199.6	-51.4	-49.6
Core earnings	768.5	863.3	196.1	241.3
Provision for loan and receivable	-140.8	-87.1	-30.7	-28.7
impairment				
Profit before tax	369.0	602.5	123.9	154.9
Profit after tax	275.3	450.7	92.8	116.0

DKK million	2011	2012	Q1 2012 <sup>1)</sup>	Q1 2013 <sup>1)</sup>
n l cl				
Balance Sheet:				
Loans and advances	133,211	135,631	133,924	135,810
Issued bonds	129,949	128,423	122,529	121,491
Core capital after deductions	13,207	14,221	13,302	14,329
Key financial ratios:				
Solvency ratio, % <sup>2)</sup>	12.2	13.2	12.2	13.5
Core capital ratio, %2)	12.2	13.2	12.1	13.5
Return on equity before tax, %	5.0	7.3	1.63)	1.7 <sup>3)</sup>

- 1) Not audited
- 2) Including profits for the period
- 3) Quarterly
- 3.2 For comparable balance sheet information on Q1 of 2013, please refer to selected financial information as provided under item 3.1 in this Section C Registration Document.

# 4 RISK FACTORS

For information about risk factors that may affect DLR's ability to fulfil its obligations in respect of issuing SDOs and managing mortgage loans, please refer to Section B Risk Factors.

# 5 INFORMATION ABOUT THE ISSUER

- 5.1 DLR's history and development
- 5.1.1 The full name of DLR is DLR Kredit A/S. The only secondary name of DLR is: Dansk Landbrugs Realkreditfond A/S (DLR Kredit A/S).
- 5.1.2 DLR's registered office is situated in the City of Copenhagen. DLR's company registration number (CVR) is: 25 78 13 09.
- 5.1.3 DLR established a mortgage credit business on 12 October 1960 under the name of Dansk Landbrugs Realkreditfond. Until 1 July 2000, DLR's business was established on its own statutory basis, which limited its lending to agricultural, forestry and market garden property, etc. As per 1 July 2000, DLR's status was changed to the legal framework of the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act, and, at the same time, DLR acquired a status equal to that of the other Danish mortgage banks. Subsequently, DLR's lending was no longer limited to agricultural, forestry and market garden property, etc.

Effective as per 1 January 2001, DLR was converted to a limited liability company under its present name (DLR Kredit A/S), a company founded on 1 December 2000.

5.1.4 The purpose of DLR, as stated in Article 2 of the company's articles of association, is to operate as a mortgage bank pursuant to the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act and any other applicable legislation governing mortgage banks in force at any given time.

DLR is governed by Danish law and is registered in Denmark. The address and telephone number of DLR's registered office is:

DLR Kredit A/S Nyropsgade 21 DK 1780 Copenhagen V Denmark

Website: www.dlr.dk E-mail: dlr@dlr.dk

Telephone: +45 7010 0090

DLR quarterly, interim and annual reports, as well as DLR company announcements, are available from the website at <a href="https://www.dlr.dk/investor">www.dlr.dk/investor</a>.

DLR is licensed by the Danish Financial Supervisory Authority ("DFSA") to operate its business, and the DFSA supervises DLR on a running basis. In addition, DLR is licensed by the DFSA to issue covered bonds (SDOs) and mortgage bonds (ROs). Thus DLR also has licence to issue bonds pursuant to Section 15 of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act.

- 5.1.5 After the closing of the latest quarterly report, on 9 April 2013, DLR carried out a partial redemption, funded by DLR's own funds, of DKK 1,154,260,000 of the remaining tranche of government hybrid core capital of a total of DKK 3,154,260,000. This has caused DLR's solvency ratio to change from 13.5 to 12.4, calculated at the end of the first quarter of 2013.
- 5.2 Investments
- 5.2.1 DLR has made no significant investments since the date of publication of DLR's latest quarterly report.
- 5.2.1 As per the date of this Base Prospectus, DLR has made no commitment to any significant future investments.

#### 6 PRINCIPAL BUSINESS ACTIVITIES

- 6.1 Main business operation
- 6.1.1 The object of DLR is to operate as a mortgage bank, including any kind of activities permitted pursuant to applicable legislation on mortgage banks. Please refer to Section B on Risk Factors.
- 6.1.2 DLR intends to develop new mortgage finance products and pursue new business opportunities within the mortgage finance business and to the extent it is deemed commercially viable. At present, DLR has no plans for introducing significant new mortgage credit products or pursuing new business opportunities.
- 6.2 Principal markets

DLR is a mortgage bank operating in Denmark. In addition, DLR operates a mortgage lending business in Greenland and the Faeroe Islands of minor significance. DLR primarily finances agricultural property, private residential rental property, private co-operative property, office and business property, and manufacturing and manual industry property.

The distribution of the loan portfolio on the property categories is provided in DLR's latest annual report, cf. <u>Annex 3</u> of this Base Prospectus.

6.3 In this Base Prospectus, DLR expresses no opinion concerning the competitive situation in the market.

#### 7 ORGANISATIONAL STRUCTURE

- DLR Kredit A/S is primarily owned by domestic financial institutions. DLR is not part of a group. DLR's shares are not listed on a regulated market and any share transaction, that is, transfer of ownership and/or voting rights, is subject to approval by the DLR Board of Directors. DLR primarily distributes its products (loans) through its shareholding banks, but also through other financial institutions.
- 7.2 DLR is independent of group interests.

#### 8 TREND INFORMATION

8.1 The outlook for DLR has not been negatively affected since the publication of the latest quarterly report.

8.2 DLR has no information on any known trends, uncertainty, claims, obligations or events which are expected to have a significant impact on DLR's outlook in the current financial year.

# 9 EARNINGS FORECASTS OR ESTIMATES

Earnings forecasts or estimates for DLR are basically immaterial to the price development of the issued bonds, and for this reason forecasts and estimates are omitted from this Base Prospectus.

#### 10 BOARD OF DIRECTORS, EXECUTIVE BOARD AND SUPERVISORY BODIES

10.1 DLR's address in relation to this Base Prospectus is:

DLR Kredit A/S Nyropsgade 21 DK 1780 Copenhagen V Denmark

DLR is subject to supervision by:

The Danish Financial Services Authority Århusgade 110 DK 2100 Copenhagen Ø

<u>DLR Board of Directors (with indication of other assignments, where relevant):</u>

#### Vagn Hansen (Chairman)

• Managing director - Sparekassen Vendsyssel

#### Other assignments:

- Chairman of Board of Directors Egnsinvest Holding A/S
- Chairman of Board of Directors EgnsInvest Management A/S
- Chairman of Board of Directors EgnsInvest Ejendomme A/S
- Director SparInvest Holding SE
- Director Ejendomsselskabet Vendsyssel ApS
- Director Skandinavisk Data Center A/S
- Director Amanah Kredit A/S
- Director Spar Pantebrevsinvest A/S
- Director HN Invest Tyskland 1 A/S
- Director Lokal Puljepension
- Director The Association of Local Banks, Savings Banks and Co-Operative Savings Banks in Denmark (Lokale Pengeinstitutter)
- Director The Trust Corporation for The Association of Local Banks, Savings Banks and Co-Operative Savings Banks in Denmark (Forvaltningsinstituttet for Lokale Pengeinstitutter)

# **Anders Christian Dam (Deputy Chairman)**

Managing Director - Jyske Bank A/S

#### Other assignments:

- Director Jyske Banks Pensionstilskudsfond
- Chairman of Board of Directors Jyske Banks Almennyttige Fond og Holdingselskab A/S
- Director and Deputy Chairman PRAS A/S
- Director and Deputy Chairman Bankdata
- Director The Danish Bankers Association (Finansrådet)
- Director Danish Regional Bankers Association (Regionale Bankers Forening)
- Member of the Committee of *Det Private Beredskab* under the Danish Bankers Association

#### Ole Selch Bak

• Managing Director - Djurslands Bank A/S

#### Other assignments:

- Director Djurs Invest ApS
- Director Bankdata
- Director JN Data
- Director The Association of Local Banks, Savings Banks and Co-Operative Savings Banks in Denmark (*Lokale Pengeinstitutter*)

#### Peter Gæmelke

Farmer

#### Other assignments:

- Chairman of Board of Directors Danske Spil A/S
- Chairman of Board of Directors Løvenholmfonden (Commercial Foundation)
- Chairman of Board of Directors Gamst Maskinstation A/S
- Chairman of Board of Directors Gamst Landbrug I/S
- Director Kirkbi A/S
- Director H.C. Petersen og Co's Eftf. A/S
- Director Jantzen Development A/S
- Director Fællesfonden
- Chairman of Board of Representatives Tryghedsgruppen smba

#### Karen Frøsig

• Managing Director - Sydbank A/S

#### Other assignments:

- Chairman of Board of Directors Ejendomsselskabet af 1. juni 1986 A/S
- Chairman of Board of Directors Danish Regional Bankers Association (*Regionale Bankers Forening*)
- Chairman of Board of Directors Bankdata
- Director PRAS A/S
- Director The Danish Bankers Association (Finansrådet)
- Director Totalkredit A/S
- Director BI Holding A/S

### Lars Høgh Møller

• Managing Director - Spar Nord Bank A/S

#### Other assignments:

- Chairman of Board of Directors BI Holding A/S
- Chairman of Board of Directors BI Asset Management A/S
- Chairman of Board of Directors BI Management A/S
- Director Erhvervsinvest Nord A/S
- Director Spar Nord Ejendomsselskab A/S

# **Torben Henning Nielsen**

Professional Director and former Central Bank Governor

#### Other assignments:

- Chairman of Board of Directors Investeringsforeningen Sparinvest
- Chairman of Board of Directors Eik Bank p/f
- Chairman of Board of Directors Plass Data A/S
- Chairman of Board of Directors VP Lux S.á.r.l.
- Chairman of Board of Directors Investeringsforeningen Sparinvest SICAV, Luxembourg
- Chairman of Board of Directors Museum Sydøstdanmark
- Director and Deputy Chairman Tryg A/S
- Director and Deputy Chairman Tryg Forsikring A/S
- Director and Deputy Chairman VP Securities A/S
- Director and Deputy Chairman Bankernes Kontantservice A/S
- Director Sydbank A/S
- Director Sampension KP Livsforsikring A/S

#### Jan Pedersen

Managing Director - Danske Andelskassers Bank A/S

#### Other assignments:

- Chairman of Board of Directors DAB Invest A/S
- Chairman of Board of Directors DAB Invest 2 A/S
- Director Bankernes EDB-Central (BEC)
- Director Sparinvest Holding SE
- Chairman and Managing Director Villa Prisme Komplementaranpartsselskab
- Member of the Committee of the Employers' Association for the Financial Sector (*Finanssektorens Arbejdsgiverforening*)

#### **Lars Petersson**

Managing Director -Sparekassen Sjælland

### Other assignments:

- Director BI Holding A/S
- Director ForSikringsSamarbejdet A/S (FSS)
- Director 100 % owned subsidiary: Sjælland Ejendomme A/S

#### Søren Jensen (elected by staff memebers of DLR)

• Legal consultant, DLR Kredit A/S

#### Other assignments:

Own agricultural business

#### Jakob G. Hald (elected by staff members of DLR)

Agricultural customer manager, DLR Kredit A/S

#### Benny Pedersen (elected by staff members of DLR)

Valuation expert, DLR Kredit A/S

#### Other assignments:

• Own agricultural business

### Astrid Agnete Holga Kjærsgaard (elected by staff members of DLR)

Administrative Officer, DLR Kredit A/S

#### Claus Andreasen (elected by staff members of DLR)

Administrative Officer, DLR Kredit A/S

# Caspar Birk Morgen (alternate member elected by staff members of DLR)

• IT officer, DLR Kredit A/S

# Bo Leiberg Hansen (alternate member elected by staff members of DLR)

• Head of Commercial lending department, DLR Kredit A/S

# Torben Thorup Jensen (alternate member elected by staff members of DLR)

• Valuation expert, DLR Kredit A/S

# Emily Hindsberg (alternate member elected by staff members of DLR)

Controller, DLR Kredit A/S

<u>DLR Executive Manageent Board (with indication of other assignments, where relevant):</u>

# **Managing Director & CEO Bent Andersen**

- Director VP Securities A/S
- Director e-nettet Holding A/S
- Director e-nettet A/S
- Director The Association of Danish Mortgage Banks (*Realkreditrådet*)

#### Managing Director Jens Kr. A. Møller

10.2 Board of Director and Executive Management Board – conflicts of interest
There are no potential conflicts of interest between the DLR Board of Directors and Executive
Management Board, between the obligations of the members of the DLR Board of Directors and
Executive Management Board *vis-à-vis* DLR, and their private interests and/or other obligations.

#### 11 BOARD PRACTICES

11.1

- As per 21 April 2009, DLR has set up an audit committee pursuant to Section 2, subsection 2, of the Executive Order on Audit Committees in Companies and Groups Subject to Supervision by the Danish Financial Supervisory Authority (Executive Order No. 1393 of 19 December 2011). The audit committee has been set up pursuant to the Executive Order and consists of the following members as per the date of this Base Prospectus:
  - Former Central Bank Governor Torben Henning Nielsen (Chairman)
  - Managing Director Lars Høgh Møller
  - Legal Consultant Søren Jensen

The framework of the work of the audit committee has been determined pursuant to Section 3 of the Executive Order.

The audit committee has been assigned the task of monitoring the financial accounting process and reviewing significant matters relating to accounting practice and reporting of financial accounts — including any significant change to the choice and application of accounting practice. Furthermore, the audit committee is to monitor the work performed by the auditors in order to prepare the auditor's report or related work, for instance monitoring the independence of the auditor.

11.2 No corporate governance regulations currently apply to unlisted bond issuers in Denmark.

#### 12 MAJOR SHAREHOLDERS

- No DLR shareholder holds a controlling equity stake. Description of ownership is provided under Item 7.1 is this Section C Registration Document.
- 12.2 DLR has no knowledge of any agreement which may result in others gaining control of DLR.

# 13 INFORMATION ON THE ISSUER'S ASSETS, LIABILITIES, FINANCIAL POSITION AND FINANCIAL RESULTS

13.1 Historical financial information

The accounting policies applied, profit and loss account, balance sheet, notes, solvency and cash flow statement are provided in the relevant sections of the annual reports of the last two years, cf. <u>Annex 3</u> of this Base Prospectus. The reports also provide information on previous accounting periods.

The latest annual report has been submitted in compliance with the provisions of the Danish FSA on financial reports of mortgage banks and the requirements of NASDAQ OMX Copenhagen A/S to the financial reports of issuers of listed bonds. DLR has no plans to change its accounting standards or policies within the current financial year.

- 13.2 Financial accounts
  - DLR does not prepare consolidated financial accounts.
- 13.3 Auditing of historical annual financial information
- 13.3.1 The accounting policies applied, profit and loss account, balance sheet, notes, solvency and cash flow statement as they are presented in the two latest annual reports have been audited by DLR's external auditors.
- 13.3.2 No further information is presented in this Base Prospectus besides the information from the annual accounts that have been audited by DLR's external auditors.
- 13.3.3 All accounting information concerning 2012 and previous financial years is provided in DLR's audited financial accounts.
- 13.4 Most recent financial information
- 13.4.1 The latest audited financial information provided is based on the 2012 figures.
- 13.5 Interim and other financial information
- Subsequent to the latest audited financial accounts, DLR has prepared a quarterly report for the first quarter of 2013, cf. Annex 3 to this Base Prospectus. The DLR website, <a href="www.dlr.dk/investor">www.dlr.dk/investor</a> provides access to the latest quarterly, interim and annual reports. Only the annual report has been audited by external auditors.
- 13.6 Legal and arbitration proceedings

No government, court or arbitration proceedings have been brought against DLR, nor has DLR any knowledge of any cases that might be brought against the company in future.

13.7 Significant changes in the Issuer's financial or trading position

No significant changes have occurred to DLR's financial or trading position since the release of the latest annual report.

# 14 ADDITIONAL INFORMATION

- 14.1 Share capital
- 14.1.1 DLR's share capital consists of 534,430,447 shares in DKK 1 nominal value. The share capital is not split into classes. The share capital is fully paid in.

# 14.2 Memorandum of Association and Articles of Association

14.2.1 DLR is registered with the Danish Commerce and Companies Agency under company registration number (CVR) 25 78 13 09. Pursuant to Section 2 of the Articles of Association, the object of DLR is to conduct business as a mortgage bank and other business as must be considered accessory to this object. DLR's Memorandum of Association (*Stiftelsesdokument for KR 276 A/S*) contains no information on DLR's registration, registration number or statutory objects.

# 15 SIGNIFICANT CONTRACTS

DLR has not concluded into any significant contracts outside DLR's normal business activities that might cause DLR to assume obligations or acquire rights that affect DLR's ability to comply with its obligations *vis-à-vis* bondholders in relation to the SDOs.

# 16 DISCLOSURES FROM THIRD PARTIES, EXPERT STATEMENTS AND DECLARATIONS OF INTEREST

The Base Prospectus contains no statement or report from external experts. The Base Prospectus contains no statement or report from third parties.

# 17 DOCUMENTS

DLR declares that the following documents are available for physical inspection through contact with DLR or in electronic form at <a href="https://www.dlr.dk/investor">www.dlr.dk/investor</a> for as long as this Base Prospectus remains current:

- DLR's Articles of Association.
- Memorandum of Association for KR 276 A/S.
- Documents and financial accounts used by DLR in the preparation of the Base Prospectus.
- Corporate announcements.
- Copy of press releases from rating agencies.

# D SECURITIES NOTE

#### 1 PERSONS RESPONSIBLE

- 1.1 Please refer to Item 1.1 in Section C "Covered Bond Registration Document".
- 1.2 Please refer to the Declaration in Section E "Statement by the Board of Directors and the Executive Board".

#### 2 RISK FACTORS

2.1 Please refer to the information provided on risk factors in Section B "Risk Factors".

#### 3 KEY INFORMATION

3.1 Natural and legal persons' interest in the issue/offer

DLR has no knowledge of any special interests and/or conflict of interest of significance in relation to the issuance of SDOs under this Base Prospectus. Description of conflicts of interest, if relevant, of material importance to DLR in connection with the SDO issuance, including indication of persons involved and the character of such interest, will be stated in the Final Bond Terms.

3.2 Background for the offer and application of the proceeds
Proceeds derived from the issuance of SDOs under this Base Prospectus are applied to fund loans against registered mortgages on real property, etc., granted by DLR.

Pursuant to the Executive Order on the Issuance of Bonds, the Balance Principle and Risk Management (Executive Order No. 945 of 31 August 2011, Section 21), the issuance of SDOs and other securities may be effected as a pre-issuance of concluded fixed-price agreements or as block-issuance on the basis of an estimated lending volume.

Under Danish mortgage credit legislation, excess funds from the issuance of SDOs may be placed in secure and liquid securities or with credit institutions in Zone A, subject to notice up to 12 months. Excess funds must be kept separate from other funds.

Excess funds from a block issue may not exceed the budgeted gross lending for the next following 90 days of individual series with a series reserve fund. This does not apply to block issues made prior to planned purchases in the market for the purpose of refinancing existing funding. Such block issues may have a maturity of up to 90 days, after which time any excess bonds must be cancelled.

# 4 INFORMATION ON THE SECURITIES TO BE LISTED/ADMITTED TO TRADING

4.1 Under this Base Prospectus, DLR issues covered bonds (*Særligt Dækkede Obligationer*, *SDO*) out of Capital Centre B in pursuance of the Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act. This prospectus shall remain valid as long as bonds are issued under the prospectus.

The bonds are subject to Danish law and legal venue.

The bonds will be issued in one or more ISINs. The ISIN will appear from the Final Bond Terms. For further information, please refer to Annex 4 B "Covered Bonds in Capital Centre B".

4.2 The issuance of SDOs is regulated by the Danish Mortgage-Credit Loans and Mortgage-Credit Bonds etc. Act. For a detailed review of the statutory framework, please refer to Item 2 of Section B "Risk Factors".

SDOs are negotiable mass instruments of debt or securities issued in the ordinary course of a mortgage credit business pursuant to the same act, and which are listed on a regulated market.

SDOs issued out of DLR Capital Centre B comply with the provisions of the specific balance principle in accordance with Part 3 of the Executive Order on the Issuance of Bonds, the Balance Principle and Risk Management (Executive Order No. 945 of 31 August 2011). If DLR subsequently decides that SDOs issued out of DLR Capital Centre B shall instead comply with the general balance principle in accordance with Part 2 of the Executive Order on the Issuance of Bonds, the Balance Principle and Risk management, such a decision might entail increased exposure to market risks in DLR Capital

Centre B. However, prior detailed quantification of the significance for investors in bonds issued under this Base Prospectus cannot be made.

4.3 SDOs are issued as bearer securities and are registered electronically with a securities depository. No physical instruments of debt will be issued, and the bonds will not be registered in the name of the holder.

The Final Bond Terms stipulate whether the bonds are registered with:

VP Securities A/S Weidekampsgade 14 P.O. Box 4040 DK-2300 Copenhagen S Denmark,

or with

VP Lux S.à r.l. 43, avenue Monterey L-2163 Luxembourg

- 4.4 The currency applied will be specified in the Final Bond Terms. Please refer to Annex 4B "Covered Bonds in Capital Centre B" for an indication of the currency in which each individual SDO series is issued.
- 4.5 In case of bankruptcy, SDO holders enjoy a statutory preferential claim on all the assets in DLR Capital Centre B, in which the bonds have been issued. A detailed description of the preferential position under Danish bankruptcy law, etc., is provided in Item 2.12 in Section B "Risk Factors".
- 4.6 The bonds pay interest as described in Item 4.7 in this Section D Securities Note.

SDOs are non-callable on the part of the investor.

SDOs are issued out of DLR Capital Centre B. Claims in relation to the bonds may solely be directed to DLR Capital Centre B.

DLR determines the opening of other bond series in DLR Capital Centre B. DLR also states the transfer of existing series to DLR Capital Centre B.

The size of the reserve fund must always comply with the requirements of the mortgage credit legislation currently in force. To the extent that the series meets the statutory solvency requirements, any excess funds may be transferred from DLR Capital Centre B to DLR's general capital centre.

Borrowers in the series are not jointly and severally liable to DLR and are not entitled to payment of a share of DLR's reserve fund upon redemption of their loans. Borrowers in DLR Capital Centre B are liable for loans granted against mortgages on real property personally and to the extent of the mortgaged property.

The SDOs are cancelled in accordance with the general provisions of Danish legislation. Claims for payment in respect of the SDOs are subject to the general period of limitation under Danish law. Repayments and interest payments due do not carry interest from the due date and will accrue to DLR unless claimed within the period of limitation.

DLR shall be liable for the tardy or defective performance of its contractual obligations resulting from error or negligence.

Even in areas of increased liability, DLR shall not be liable for losses arising from:

Breakdown of or lack of access to IT systems or damage to data in these systems due to any of
the factors listed below and regardless of whether or not DLR itself or a third-party supplier is
responsible for the operation of these systems.

- Power failure or a breakdown of DLR's telecommunications, legislative or administrative intervention, acts of God, war, revolution, civil unrest, sabotage, terrorism or vandalism (including computer virus attacks or hacking).
- Strikes, lock-outs, boycotts or picketing, regardless of whether DLR or its organisation is itself a party to or has started such conflict and regardless of its cause (this also applies if the conflict affects only parts of DLR).
- Other circumstances beyond DLR's control.

DLR shall not be exempt from liability in cases where:

- DLR ought to have foreseen the cause of a loss when the agreement was concluded or ought to have avoided or overcome the cause of the loss.
- Danish law makes DLR liable for the cause of a loss under any circumstances.

Investors may exercise their rights by contacting DLR.

4.7 Interest

4.7.1 Coupon rate

SDOs may be issued with a fixed or floating coupon rate. It will appear from the Final Bond Terms whether the bonds have been issued with a fixed or floating coupon rate.

The coupon rate of fixed-rate SDOs will appear from the Final Bond Terms.

The coupon rate of floating-rate SDOs is determined as the selected reference rate plus, if applicable, a spread, as determined in accordance with Item 4.7.6 below, and will appear from the Final Bond Terms.

4.7.2 Provisions governing interest payments

Bonds of the same ISIN may have 12, 4, 2, 1 or another number of annual payment dates. Interest is paid on a proportionate basis on each interest payment date according to a specified convention (day count convention).

Bonds of the same ISIN pay interest on each interest payment date according to one of the following day count conventions:

- Actual/actual (fixed fraction)
   Interest is paid on a proportionate basis on each interest payment date according to the number of annual payment dates, i.e. the coupon payment on each interest payment date corresponds to the interest divided by the annual number of payment dates; or
- Actual/360
  Interest is paid on each interest payment date according to the actual number of days in the payment period relative to 360 days, i.e. the coupon payment on each interest payment date corresponds to the interest multiplied by the actual number of days in the payment period divided by 360.

The number of annual payment dates and the day count convention applied will appear from the Final Bond Terms for the specific issue. Addition and accrural of interest may be adjusted as a result of changes in market conventions.

DLR will pay interest and redemption amounts to investors by transferring the amounts on the due date to accounts with financial institutions, agents, securities dealers, etc., that have been designated to receive payment *vis-à-vis* VP Securities A/S or VP Lux S.à r.l.

Investors are not entitled to interest or other amounts arising from deferred payment or in pursuance of the validation rules applied by the financial institution in which the account is held.

4.7.3 First date of interest accrual

Interest accrues on the issued SDOs from the date specified in the Final Bond Terms.

## 4.7.4 Payment dates

Interest falls due on the first calendar day of a given month following the end of a payment period. On the opening of new ISINs, DLR may set due dates other than the first calendar day of a given month. If the interest payment date is a non-banking day, the payment is deferred to the first subsequent banking day.

The interst payment date of the SDOs will be specified in the Final Bond Terms.

4.7.5 Period of limitation of claims for interest and principal

Investors' claims for payment of interest become obsolete after 3 years, and claims for payment of principal become obsolete after 10 years, cf. Act No. 522 of 6 June 2007 on the period of limitation for claims (Act on Limitations). Interest does not accrue on interest due for payment after the payment date and will accrue to DLR if the amount has not been claimed prior to the expiry of the limitation period.

#### 4.7.6 Floating interest rate

If the SDOs carry a floating interest rate, it will be composed of the following elements:

(1) a reference rate of interest

plus, where applicable,

(2) a pre-fixed interest rate spread determined by DLR

Interest rate fixing frequency

The interest rate is fixed at regular intervals. DLR will specify the interest rate fixing frequency in the Final Bond Terms (interest rate fixing frequency).

Interest rate fixing period and method

The interest rate of the SDOs is fixed for a period (interest rate fixing period) in accordance with a specific method based on a recognised quoted or calculated interest rate index (reference rate).

An interest rate fixing period begins on the first calendar day of a given month and the interest rate fixed will apply for a period corresponding to the interest rate fixing frequency. At the opening of an ISIN, DLR may decide to let the interest rate fixing periods begin on a day other than the first calendar day of a given month. The interest rate fixing period of the SDOs will be specified in the Final Bond Terms.

The interest rate of bonds of the same ISIN will be fixed in accordance with a fixing method determined by DLR, and will be set out in the Final Bond Terms:

• x last Banking Day:

The reference rate is calculated in the following way (interest rate fixing method): The reference rate quoted on the x last banking day before the beginning of a new interest rate fixing period (interest rate fixing date).

The interest rate fixing method will be specified in the Final Bond Terms.

# Reference rate

The reference rate for the interest rate fixing period corresponds to the money market rate published or quoted on the interest rate fixing date of the relevant interest rate fixing period in the currency in which the bonds are issued. The reference rate of an interest rate fixing period may be negative.

If the reference rate is no longer published or quoted, or no longer reflects the relevant money market, DLR may calculate the interest rate of the SDOs based on the official lending rate determined by the Danish Central Bank or the central bank of the relevant money market.

The relevant reference rate will be specified in the Final Bond Terms. In connection with the opening of a floating-rate ISIN, DLR will fix the interest rate of the SDOs for the period up to the first fixing period set out in the Final Bond Terms.

#### Interest rate spread

The interest rate spread, where relevant, is fixed for each issue and will be specified in the Final Bond Terms.

#### Negative interest rate

The floating interest rate for SDOs issued after 1 January 2013 may not be negative. If the fixing of the interest rate for an interest rate fixing period causes the reference rate plus the interest rate spread, where relevant, to be negative, the interest rate for the interest rate fixing period in question will be set to zero.

Calculation of the floating interest rate

The floating interest rate is calculated by DLR.

4.8 SDOs are issued in series, either as callable or non-callable bonds. The repayment profile will be specified in the Final Bond Terms.

If a bond series according to the Final Bond Terms is callable, the amounts that DLR has received from borrowers' prepayments will be part of the amortisation, unless DLR has used the options specified below for purchase and redemption of bonds without concurrent drawing.

The amortisation will take place pursuant to a drawing carried out by DLR and is effected by redemption at the redemption price specified in the Final Bond Terms as per an interest payment date for the SDOs in question. At the drawing it is determined which tranches of the issued SDOs are to be redeemed. Immediately after the drawing, DLR will publish that the drawing has taken place, and the specific result of the drawing will be announced at the DLR website, <a href="www.dlr.dk/investor">www.dlr.dk/investor</a> (CK information).

DLR reserves the right to amortise the bonds through purchase and cancellation with regard to that part of the amortisation of the SDOs which exceeds the ordinary amortisation as calculated by DLR.

DLR reserves the right to offer the borrowers in a series that loans can be redeemed without a simultaneous drawing or cancellation of SDOs corresponding to those issued in connection with the loan

If a bond series according to the Final Bond Terms is non-callable, amounts received by DLR from the borrowers in connection with prepayments of loans within that series will not be included in the amortisation. The reason is that the amortisation is made as if prepaid loans were still amortised by ordinary instalments.

Payment dates for interests and drawings of SDOs shall be the first banking day after the expiry of a calendar quarter. Interest payments cover the preceding payment period and are made on the basis of day count conventions in force at the time, currently actual days over actual days. From 8 February 2001 this convention replaced the previous convention of 90 days divided by 360 days as part of the adjustment of the trading terms of Danish bonds. When opening new maturity or coupon sections, DLR may amend the dates for and/or the number of annual payments.

The terms and conditions in this prospectus may be derogated from in the Final Bond Terms, in which case the provisions of the Final Bond Terms shall apply. Reference is made to the template for Final Bond Terms, which is included as Annex 4 to this Base Prospectus.

4.9 The yield-to-maturity of the SDOs depend on the coupon rate, maturity as well as the bid and offer price related to trading in SDOs. The yield-to-maturity on callable SDOs also depend on the drawings made within the maturity of the bonds.

The yield-to-maturity of the SDOs is determined by discounting payments on each bond using a discount rate that renders the value of the discounted payments equal to the actual amount invested. Payments are discounted to the settlement date. The discount rate equals the yield-to-maturity.

First, all payments are discounted to the first payment date, after which payments are discounted using the proportion of the current payment outstanding from settlement date *t* until the first payment date. This proportion is calculated as the period remaining from time *t* (settlement date) until the first payment date divided by a full repayment period.

- 4.10 Representation of the bondholders is not possible.
- 4.11 DLR's Board of Directors is authorised to open new series of SDOs. The responsibility for such action has been delegated to DLR's Executive Management Board. Any further decisions, authorisations and approvals, where relevant, pursuant to which bonds under this Base Prospectus are specifically prepared and/or issued, will appear from the Final Bond Terms.
- 4.12 The expected opening period of the SDOs will be specified in the Final Bond Terms.
- 4.13 SDOs are negotiable mass instruments of debt and will be admitted for listing on a regulated market. Their negotiability is not subject to limitations.
- 4.14 Taxation of investors fully liable to pay tax in Denmark shall be subject to the following rules currently in force at the date of drafting of this Base Prospectus:

Any interest income and capital gains from bonds held by private individuals are taxable, whereas any capital los is tax-deductible. Any gains or losses on such bonds are subject to the minimum threshold of DKK 2,000 specified in Section 14 of the Danish Gains on Securities and Foreign Currency Act. Taxation or tax deduction will take place in the year when such gain or loss is realised and affects capital income. Interest income will be taxed at the time of its due date.

Any interest income and capital gains from bonds held by companies are taxable, whereas any capital loss is tax-deductible. Taxation or tax deduction will take place on a current unrealised market value basis, according to the warehousing taxation principle. Interest revenue will be taxed in the year of accrural.

Interest due and possession, redemption and transfer of bonds will be reported to the Danish tax authorities in compliance with current regulation.

Tax at source will not be withheld in Denmark pursuant to current legislation, except for certain cases of controlled debt *vis-à-vis* the Issuer. This will not be relevant for investors who have no relation to the Issuer whereby they control, or are controlled by, the Issuer, and are not subject to joint control with the Issuer.

DLR assumes no responsibility for the taxation position of the bonds or for matters relating to the taxation of bondholders – including any form of withholding of tax or collection of tax at source imposed by public authorities.

All bondholders, including those not fiscally domiciled in Denmark, are recommended to seek separate and individual advice on their tax positions.

#### FATCA (Foreign Account Tax Compliance Act)

Pursuant to the federal American tax law FATCA, Danish financial institutions may be required to withhold American tax at source (PAYE tax) of 30 per cent on interest payments, unless the Danish financial institution provides certain information on the recipients of the interest payments to the American tax authorities.

The application of FATCA rules in relation to bond interest payments is not clear. If DLR or others must withhold American PAYE tax on disbursements of interest payments relating to bonds issued under this Base Prospectus, neither DLR nor any other person will be under obligation to pay further amounts as a result of deduction or withholding of PAYE tax. Interest payments to investors may be reduced if FATCA is implemented in the way currently envisaged by the American federal tax authorities.

In connection with FATCA, Denmark signed an agreement with the USA on 19 November 2012 on the exchange of tax information on individual citizens and corporate entities ("**The Agreement**"). According to the Agreement both countries must send the required information on taxpayers through the tax authorities in order to enable Danish banks and financial institutions to comply with FATCA and thus avoid having to withhold American PAYE tax. The Agreement is available from the website of the Danish Ministry of Taxation.

FATCA is highly complex, and FATCA's application, the implementation of the Agreement and the possibilities for the Issuer and others to avoid having to withhold PAYE tax by giving informations to the American tax authorities are currently unknown. Investors are encouraged to seek independent and individual advice on the extent to which these rules might apply to the interest revenue they receive on the bonds.

# 5 TERMS AND CONDITIONS FOR THE OFFER

- 5.1 Offer statistics, expected timetable and action required to accept the offer
- 5.1.1 During the opening period of an individual bond series, new issuance in that series can take place on an ongoing basis, e.g. by daily tap issuance, by pre-issuance or through auctions. At auctions, bids are made to DLR through the auction system used. The volume and distribution of bids received may give rise to a pro rata allocation of bonds.

In connection with current bond sales (tap issuance), the volume offered for sale is not necessarily announced in advance. Where auctions are used, the terms and the amount offered for sale will be announced on DLR's website, <a href="www.dlr.dk/investor">www.dlr.dk/investor</a> before the auction, and the result of the auction will subsequently be announced through the same channel.

- 5.1.2 The final outstanding amount of a bond series is not known until the series is closed. The outstanding amount of SDOs issued under this Base Prospectus varies with DLR's lending. The current outstanding amount may be seen from DLR's website, <a href="www.dlr.dk/investor.">www.dlr.dk/investor.</a>
- 5.1.3 The bonds are open for issuance during in a predetermined opening period. However, DLR may decide to close an ISIN for issuance for parts of the opening period. The opening period will be specified in the Final Bond Terms.
- 5.1.4 DLR has not fixed any limits to the number of bonds an individual investor may subscribe for.
- 5.1.5 The minimum investment equals the denomination of the SDOs, which appears from the Final Bond Terms. The maximum investment equals the outstanding amount of SDOs.
- 5.1.6 Delivery and clearing of the SDOs take place via VP SECURITIES A/S or VP Lux S.à. r.l. Generally, a three-day settlement period is applied, but deviations from this rule may be agreed between DLR and the buyer of the SDOs, for instance at auctions. The specific rules regarding delivery and settlement will be stated in the Final Bond Terms.
- 5.1.7 Trades in SDOs admitted to listing on a regulated market are published in accordance with the rules issued pursuant to the Danish Securities Trading Act.
- 5.1.8 Trades in SDOs admitted to listing on NASDAQ OMX Copenhagen A/S are reported pursuant to the NASDAQ OMX Copenhagen A/S' rules on reporting. Prices are displayed on a current basis at the NASDAQ OMX Copenhagen A/S' website, www.nasdagomxnordic.com.

There are no subscription rights attached to the SDOs.

- 5.2 Plan of distribution and allotment
- 5.2.1 No investors have preferential rights to buy SDOs in connection with the daily issuance and auctions.

Only members of NASDAQ OMX Copenhagen A/S may participate in autions held via the systems of NASDAQ OMX Copenhagen A/S in connection with the refinancing of loans. Other investors may participate by making bids through a member of NASDAQ OMX Copenhagen A/S.

5.2.2 In connection with ordinary issuance and pre-issuance, the SDOs are sold on a current basis in the bond market. A transaction agreement is concluded at the time of transaction, and a three-day settlement period is normally applied.

Auction participants are notified of the price and the volume allocated immediately after the auction. Trading in the bonds may take place before the bonds have been issued. DLR has no influence on the bond deals of third parties.

- 5.3 Pricing
- 5.3.1 The pricing is based on market terms and bid/offers. Investors are not charged any expenses other than ordinary transaction costs.
- 5.4 Placing and underwriting
- 5.4.1 As issuer of SDOs DLR acts as a securities dealer. Issueance is made exclusively through VP Securities A/S or VP Lux S.à r.l. The Final Bond Terms specify the securities depository through which the bonds are issued.
- 5.4.2 The SDOs are registered with VP Securities A/S or VP Lux S.à r.l., which effects payment of coupons and drawings. The Final Bond Terms specify the securities depository chosen. Payment is made to investor accounts with banks and depositories cooperating with VP Securities A/S or VP Lux S.à r.l. DLR has not entered into any agreement with paying agents or depositories. The respective addresses of VP Securities A/S and VP Lux S.à r.l. are specified in Item 4.3 of this Section D "Securities Note".

DLR may decide to issue SDOs in countries other than Denmark and to apply for listing of the SDOs on other regulated markets, as well as to register the SDOs with other securities depositories. If DLR desides to apply for listing of the SDOs on other regulated markets, the decision will be announced in an amendment prospectus.

# 6 ADMISSION TO TRADING AND PRICING ARRANGEMENTS

- 6.1 The SDOs encompassed by the previous Base Prospectus, which this Base Prospectus replaces, are listed on NASDAQ OMX Copenhagen A/S (<a href="www.nasdaqomxnordic.com">www.nasdaqomxnordic.com</a>). Future issues under this Base Prospectus are expected similarly to be listed on NASDAQ OMX Copenhagen A/S. DLR may, however, decide to apply for listings on other regulated or similar markets. In this case, the decision will be announced in an amendment prospectus.
- 6.2 The SDOs issued by DLR are not listed on regulated or similar markets other than those specified in the Final Bond Terms.
- 6.3 An agreement on the pricing of the SDOs issued under this Base Prospectus may be concluded between DLR and one or more enterprises which under such an agreement is obliged to quote a bid and offer prices for a number of SDOs at an agreed maximum spread on NASDAQ OMX Copenhagen A/S. The establishment of such an agreement will be stated in the Final Bond Terms.

#### ADDITIONAL INFORMATION

7.1 DLR has not used any external advisers in connection with the preparation of this Base Prospectus.

- 7.2 DLR's auditors have exclusively audited the annual reports to which this Base Prospectus refers. The Base Prospectus has not been inspected or audited by DLR's auditors.
- 7.3 This Base Prospectus contains no statements or reports from experts.
- 7.4 This Base Prospectus contains no information from third parties.
- 7.5 DLR is rated by the credit rating agency Standard & Poor's Credit Market Services ("S&P"). S&P has been established in the European Community and is registered pursuant to European Parliament and Council Regulation 1060/2009 on credit rating agencies, cf. Article 4.1.
  - (i) As an issuer, DLR has been assigned a Long-Term Credit Rating of BBB+ with a positive outlook and a Short-Term Credit Rating of A-2 with a stable outlook by S&P.
  - (ii) SDOs issued under the previous Base Prospectus, which this Base Prospectus replaces, have been assigned a rating of AAA by S&P. Similarly, ROs issued out of DLR general capital centre ("*Instituttet i øvrigt*") have been assigned a AAA-rating by S&P.

DLR points out that the S&P ratings are subject to change and that DLR may choose not to have the SDOs rated. The rating of the bonds will be stated in the Final Bond Terms.

#### 8 USE OF THIS BASE PROSPECTUS BY FINANCIAL INTERMEDIARIES

8.1 DLR does not make use of any financial intermediaries with respect to the resale or the final placement of SDOs issued under this Base Prospectus.

# E STATEMENT BY THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD

Today, the Executive Board reviewed and approved this Base Prospectus for SDOs issued by DLR Kredit A/S, cf. the authorisation of the Executive Board approved by the Board of Directors on 22 April 2013 and addendum to this authorisation of 25 April 2013.

The following persons are responsible for the information provided in the Base Prospectus:

#### The Board of Directors:

Managing Director Vagn Hansen (Chairman)

CEO Anders Christian Dam (Vice Chairman)

Managing Director Karen Frøsig

Managing Director Ole Selch Bak

Farmer Peter Gæmelke

Managing Director Lars Høgh Møller

Former Central Bank Governor Torben Henning Nielsen

Managing Director Jan Pedersen

**CEO Lars Petersson** 

Legal consultant Søren Jensen (elected by staff members of DLR)

Administrative Officer Astrid Agnete Holga Kjærsgaard (elected by staff members of DLR)

Valuation expert Benny Pedersen (elected by staff members of DLR)

Agricultural customer manager Jakob G. Hald (elected by staff members of DLR)

Administrative Officer Claus Andreasen (elected by staff members of DLR)

#### The Executive Board:

Managing Director and CEO Bent Andersen Managing Director Jens Kristian Anders Møller

The persons responsible for the information provided in this Base Prospectus hereby declare to have taken all reasonable care to ensure that, to the best of their knowledge and belief, the information provided in the Base Prospectus is in accordance with the facts and omits no material information likely to affect the import thereof.

Copenhagen on 27 May 2013

### **Executive Management**

(Signed on behalf of the Executive Board and the Board of Directors pursuant to the authorisation of the Executive Board approved by the Board of Directors on 22 April 2013 and addendum to this authorisation of 25 April 2013)

[signed]
Bent Andersen
Managing Director and CEO

[signed] Jens Kr. A. Møller Managing Director

## F ANNEX

## **ANNEX 1: DEFINITIONS**

References in this Base Prospectus to:

- "latest annual report" shall mean the 2012 Annual Report of DLR Kredit A/S.
- "latest annual reports" shall mean the 2011 Annual Report of DLR Kredit A/S and 2012 Annual Report of DLR Kredit A/S.
- "latest quarterly report" shall mean the Interim Report Q1 2013 of DLR Kredit A/S.

All these reports are available from DLR's website, <u>www.dlr.dk/investor</u>. Future quarterly, interim and annual reports will be made available from the same site.

Where this Base Prospectus refers to "banking days" or a "banking day" it shall mean any day on which Danish payment systems and Danish financial institutions located in Denmark are open for business.

#### **ANNEX 2: DOCUMENTS AND REFERENCES**

List of documents and references used entirely or in part for the preparation of this Base Prospectus.

- Annual Report 2012 of DLR Kredit A/S
  The annual report is available from DLR's website, <a href="http://www.dlr.dk/financial-statements">http://www.dlr.dk/financial-statements</a>
- Annual Report 2011 of DLR Kredit A/S
  The annual report is available from DLR's website, <a href="http://www.dlr.dk/financial-statements">http://www.dlr.dk/financial-statements</a>
- Quarterly Report First Quarter 2013 for DLR Kredit A/S
  The quarterly report is available from DLR's website, <a href="http://www.dlr.dk/financial-statements">http://www.dlr.dk/financial-statements</a>
- Articles of Association for DLR Kredit A/S
   Articles of Association are available at DLR, Nyropsgade 21, DK 1780 Copenhagen V, Denmark, or at
   DLR's website, <a href="http://www.dlr.dk/legal-framework">http://www.dlr.dk/legal-framework</a>.
- Memorandum of Association for KR 276 A/S
   The Memorandum of Association is available at DLR's premises at Nyropsgade 21, DK 1780
   Copenhagen V, Denmark.

# ANNEX 3: CROSS REFERENCE TABLE FOR DOCUMENTS REFERRED TO IN THE BASE PROSPECTUS

Where in the Base Prospectus is the reference	Document	Where in the document is the reference
Section B "Risk factors", p. 19 item. 6	Latest annual report for DLR	Risk Management, pp. 18-23
Section C "Registration Document", p. 22 item. 6.2	Latest annual report for DLR	Lending Activity and portfolio, pp. 12-14
Section C "Registration Document", p. 27 item. 13.1.	Two latest annual reports for DLR	Annual Report 2012:  Management Statement, page 61 Management Review, pp. 3-26 Audit Report, pp. 64-65 Accounting Policies, pp. 35-38 Profit and Loss Account, page 32 Balance Sheet, page 33 Notes, pp. 39-56 Solvency, page 57 Cash Flow Statement, page 58  Annual Report 2011: Management Statement, page 57 Management Review, pp. 4-23 Audit Report, pages 58-60 Accounting Policies, pp. 31-34 Profit and Loss Account, page 28 Balance Sheet, page 29 Notes, pages 35-52 Solvency, page 53 Cash Flow Statement, page 54
Section C "Registration document", p. 27 item 13.5.1	Latest quarterly report for DLR	Interim Report Q1 2013: Profit and Loss Account, page 4 Balance Sheet, page 5 Notes, pp. 7-12

## ANNEX 4: TEMPLATE FOR FINAL BOND TERMS

Below are provided draft templates for the Final Bond Terms for the SDOs comprised by this Base Prospectus. The Issuer may add new series and ISINs to this Base Prospectus on an ongoing basis.



## FINAL BOND TERMS FOR COVERED BONDS (SDO)

Issued by

DLR KREDIT A/S

("DLR" or "Issuer")

These Final Bond Terms apply to covered bonds (SDO) issued by DLR.

The Final Bond Terms exclusively relate to the ISINs listed in the tables below.

The bonds are issued pursuant to "Base Prospectus for Covered Bonds ("SDO") issued by DLR Kredit A/S" dated 27 May 2013 ("Base Prospectus") and any addendums to the Base Prospectus.

## DLR represents:

- that the Final Bond Terms have been prepared in accordance with Article 5 (4) of Directive 2003/71/EC and must be read in conjunction with the Base Prospectus and any addendums to the Base Prospectus;
- that the Base Prospectus and any addendums to the Base Prospectus have been published electronically at DLR's website, <a href="www.dlr.dk">www.dlr.dk</a>, and at the website of the Danish Financial Supervisory Authority, <a href="www.ftnet.dk">www.ftnet.dk</a>;
- that in order to obtain all information an investor must read the Base Prospectus, any addendums to the Base Prospectus and the Final Bond Terms; and
- that the summary for this specific issue is attached as <u>Annex A</u> to the Final Bond Terms.

#### Final bond terms for fixed-rate callable bonds

#### FINAL BOND TERMS

Opening date: [•]

Capital Centre:

B, covered bonds (SDO)

Bond type:

Fixed-rate annuity bonds

Maturity date [●]

**Currency:** DKK (Danish kroner)

ISIN [●]

**Interest:** 

Interest: Fixed interest rate

Annual payment dates: 4
Annual coupon rate:  $[\bullet \%]$ 

Annual spread: Not relevant as the bonds carry a fixed interest rate.

Reference rate: Not relevant as the bonds carry a fixed interest rate.

Interest rate fixing frequency: Not relevant as the bonds carry a fixed interest rate.

Interest rate fixing method: Not relevant as the bonds carry a fixed interest rate.

Interest rate fixing period: Not relevant as the bonds carry a fixed interest rate.

Day count convention: Actual/actual.

*Interest payment date:* First calendar day of a month.

First date of interest accrual: To be announced at the opening of the bond.

Information on the development of the money market rate forming the basis for the reference rate:

Not relevant as the bonds carry a fixed interest rate.

Yield-to-maturity: The yield-to-maturity on the bonds depends on the

coupon rate, maturity, as well as the bid/ask prices relating to trading in the bonds. The yield-to-maturity

can thus not be calculated precicely.

Interest-only period [Yes][None]

**Redemption:** Annuity loan.

The bonds are drawn on the basis of the loans provided in the series. At every interest payment date a bond amount is drawn corresponding to the ordinary and extraordinary redemptions on these loans. Drawing is published on an ongoing basis at the DLR website

www.dlr.dk/investor under CK information.

**Borrower's prepayment rights** A borrower may prepay his loan using one of the

following options:

1. Redemption of bond

2. Redemption on payment date at par

3. Immediate redemption at par

The bonds are callable. This means that the borrower may, at any future repayment date and irrespective of the actual market price, prepay his loan at par. The notice period for prepayment is two months before a payment date.

#### Terms for bond issuance

**Offer period:** [Description of offer period]

Restrictions on the individual investor's right to subscribe for the bonds:

Not relevant. DLR has set no limit to the number of subscriptions allowed for the individual investor.

**Denomination:** 0.01

**Offer price:** Market price

Other expenses payable by bond purchasers:

No expenses other than standard trading expenses will be payable by bond purchasers.

**Listing:** The bonds will be admitted to listing on [NASDAQ OMX

Copenhagen A/S] [●].

Date of expected admission to listing: [•].

ISIN: [●]

**Securities depository:** The bonds will be registered with:

VP Securities A/S, Weidekampsgade 14, P.O. Box 4040,

DK-2300, Copenhagen S, Denmark

**Value date:** The bonds are traded with a value date of three (3)

banking days unless otherwise agreed.

Agreements on the underwriting of

the bonds:

DLR has made no agreement with securities dealers on

the underwriting of the bonds.

Financial intermediaries' use of the

**Base Prospectus:** 

DLR has granted no consent to any financial

intermediary's use of the Base Prospectus in connection

with the offer or underwriting of the bonds.

**Agreement on market making:** DLR has not entered into any agreement with any

enterprise concerning the quoting of bid and offer prices

for the bonds.

#### Other information on the bonds

Capital centre The bonds are issued out of DLR's Capital Centre B,

which issues covered bonds in the form of SDOs.

<u>Annex B</u> to the Final Bond Terms contains an overview as per today's date of bonds issued out of DLR Capital

Centre B.

Information on the outstanding

amount of bonds:

The outstanding amount is stated on DLR's website at <a href="https://www.dlr.dk/investor">www.dlr.dk/investor</a> and/or on NASDAQ OMX

Copenhagen A/S' website www.nasdagomxnordic.com

on a current basis.

Conflicts of interest:	DLR has no notice of any conflicts of interest of importance to the offer of the bonds.
Authorisation and approval pursuant to which the bonds are issued:	The bonds are issued in pursuance of the "General Guidelines from the Board of Directors to the Executive Board of DLR Kredit A/S", approved by th Board of Directors on 25 October 2012.
Credit rating of the bonds:	[•]
The Final Bond Terms have been approved by	y DLR on [date].
On behalf of DLR Kredit A/S:	
Name:	Name:
Position:	Position:

## Final bond terms for floating-rate bonds (DLR CIBOR 6M)

#### FINAL BOND TERMS

**Opening date:**  $[\bullet]$ 

**Capital Centre:** B, covered bonds (SDO)

**Bond type:** Floating-rate callable annuity bonds

**Maturity date:** [•]

DKK (Danish kroner) **Currency:** 

ISIN: [•]

**Interest:** 

Interest: Floating interest rate.

Annual payment dates: 4

Annual coupon rate: Not relevant as the bonds carry a floating interest rate.

Annual spread: None.

None. Interest cap:

6-month CIBOR Reference rate:

*Interest rate fixing frequency:* Semi-annually, on 1 January and 1 July.

*Interest rate fixing method:* 6-month CIBOR is fixed on the fourth-last banking day prior

to the time of interest rate fixing date.

*Interst rate fixing period:* 6 months.

Actual/actual. Day count convention:

*Interest payment date:* First calendar day of a month.

*First date of interest accrual:* To be announced at the opening of the bond.

*Information on the price* development of the money market rate forming the basis for the reference rate:

History of 6-month CIBOR is published on NASDAQ OMX Copenhagen A/S' website, www.nasdagomxnordic.com.

*Yield-to-maturity:* Not relevant as the bonds carry a floating interest rate.

**Interest-only period:** None.

**Redemption:** Annuity loan.

> The bonds are drawn on the basis of the loans provided in the series. At every interest payment date a bond amount is drawn corresponding to the ordinary and extraordinary redemptions on these loans. Drawing is published on an ongoing basis at the DLR website www.dlr.dk/investor under

CK information.

**Borrower's prepayment rights:** A borrower may prepay his loan using one of the following

options:

- 4. Redemption of bond
- 5. Redemption on payment date at par
- 6. Immediate redemption at par

The bonds are callable. This means that the borrower may, at any future repayment date and irrespective of the actual market price, prepay his loan at par. The notice period for prepayment is two months before a payment date.

#### Terms for bond issuance

**Offer period:** [Description of offer period]

Restrictions on the individual investor's right to subscribe for the bonds:

Not relevant. DLR has set no limit to the number of subscriptions allowed for the individual investor.

**Denomination:** 0.01

**Offer price:** Market price

Other expenses payable by bond purchasers:

No expenses other than standard trading expenses will be payable by bond purchasers.

**Listing:** The bonds will be admitted to listing on [NASDAQ OMX

Copenhagen A/S]  $[\bullet]$ .

Date of expected admission to listing: [•].

ISIN: [●]

**Securities depository:** The bonds will be registered with:

VP Securities A/S, Weidekampsgade 14, P.O. Box 4040, DK-

2300, Copenhagen S, Denmark

**Value date:** The bonds are traded with a value date of three (3) banking

days unless otherwise agreed.

Agreements on the underwriting of

the bonds:

DLR has made no agreement with securities dealers on the

underwriting of the bonds.

Financial intermediaries' use of the

**Base Prospectus:** 

DLR has granted no consent to any financial intermediary's

use of the Base Prospectus in connection with offer or

underwriting of the bonds.

**Agreement on market making:** DLR has not entered into any agreement with any enterprise

concerning the quoting of bid and offer prices for the bonds.

## Other information on the bonds

Capital centre The bonds are issued out of DLR Capital Centre B, which

issueds covered bonds in the form of SDOs.

<u>Annex B</u> to the Final Bond Terms contains an overview as per

today's date of bonds issued out of DLR Capital Centre B.

Information on the outstanding

amount of bonds:

The outstanding amount is stated on DLR's website at

<u>www.dlr.dk/investor</u> and/or on NASDAQ OMX Copenhagen A/S' website at www.nasdagomxnordic.com on a current basis

**Conflicts of interest:** DLR has no notice of any conflicts of interest of importance to

the offer of the bonds.

Authorisation and approval pursuant to which the bonds are issued:	The bonds are issued in pursuance of the "General Guidelines from the Board of Directors to the Executive Board of DLR Kredit A/S", approved by th Board of Directors on 25 October 2012.		
Credit rating of the bonds:	[•]		
These Final Bond Terms have been appro	ved by DLR on [date].		
On behalf of DLR Kredit A/S:			
Name:	Name:		
Position:	Position:		

### Bond terms for floating rate bonds (DLR Euribor 3M)

#### FINAL BOND TERMS

Opening date: [•]

**Capital Centre:** B, covered bonds (SDO)

**Bond type:** Floating-rate callable annuity bonds

Maturity date [●]

**Currency:** Euro (EUR)

ISIN: [●]

**Interest:** 

Interest: Floating interest rate.

Annual payment dates: 4

Annual coupon rate: Not relevant as the bonds carry a floating interest rate.

Annual spread: None.

Reference rate: 3-month Euribor

Interest rate fixing frequency: Quarterly, on 1 January, 1 April, 1 July and 1 October.

Interest rate fixing method: 3-month Euribor is determined on the fourth-last banking

day period to the time of interest rate adjustment date.

Interest rate fixing period: 3 months.

Day count convention: Actual/actual

Interest payment date: First calendar day of a month.

First date of interest accrual: To be announced at the opening of the bond.

Information on the price development of the money market rate forming the basis

for the reference rate:

History of 3-month Euribor is published on NASDAQ

OMX Copenhagen A/S' website, www.nasdagomxnordic.com.

Yield-to-maturity: Not relevant as the bonds carry a floating interest rate.

Interest-only period: [Yes.][None.]
Redemption: Annuity loan.

The bonds are drawn on the basis of the loans provided in the series. At every interest payment date a bond amount is drawn corresponding to the ordinary and extraordinary redemptions on these loans. Drawing is published on an ongoing basis at the DLR website <a href="https://www.dlr.dk/investor">www.dlr.dk/investor</a>

under CK information.

**Borrower's prepayment rights:** A borrower may prepay his loan using one of the following options:

7. Redemption of bond

8. Redemption on payment date at par

9. Immediate redemption at par

The bonds are callable. This means that the borrower may, at any future repayment date and irrespective of the actual

market price, prepay his loan at par. The notice period for prepayment is two months before a payment date.

Not relevant. DLR has set no limit to the number of

subscriptions allowed for the individual investor.

#### Terms for bond issuance

Offer period: [Description of offer period]

Restrictions on the individual investor's right to subscribe for the

bonds:

**Denomination:** 0.01

Offer price: Market price

Other expenses payable by bond

purchasers:

No expenses other than standard trading expenses will be

payable by bond purchasers.

The bonds will be admitted to listing on [NASDAQ OMX Listing:

Copenhagen A/S] [●].

Date of expected admission to listing: [•].

ISIN: [•]

The bonds will be registered with: **Securities depository:** 

VP Lux S.à.r.l., 43 avenue Monterey, L-2163 Luxembourg.

Value date: The bonds are traded with a value date of three (3)

banking days unless otherwise agreed.

Agreements on the underwriting of

the bonds:

DLR has made no agreement with securities dealers on

the underwriting of the bonds.

Financial intermediaries' use of the

**Base Prospectus:** 

DLR has granted no consent to any financial

intermediary's use of the Base Prospectus in connection

with offer or underwriting of the bonds.

Agreement on market making: DLR has not entered into any agreement with any

enterprise concerning the quoting of bid and offer prices

for the bonds.

#### Other information on the bonds

Capital centre The bonds are issued in DLR Capital Centre B, which

issues covered bonds in the form of SDOs.

Annex B to the Final Bond Terms contains an overview as per today's date of bonds issued in DLR Capital Centre B.

Information on the outstanding

amount of bonds:

The outstanding amount is stated on DLR's website at

www.dlr.dk/investor and/or on NASDAQ OMX

Copenhagen A/S' website at www.nasdagomxnordic.com

on a current basis.

**Conflicts of interest:** DLR has no notice of any conflicts of interest of

importance to the offer of the bonds.

Authorisation and approval pursuant to which the bonds are

issued:

The bonds are issued in pursuance of the "General Guidelines from the Board of Directors to the Executive Board of DLR Kredit A/S", approved by th Board of

Directors on 25 October 2012.

Credit rating of the bonds: [•]

The Final Bond Terms have been approved by DLR on [da	ite].
On behalf of DLR Kredit A/S:	
Name:	Name:
Position:	Position

## Bond terms for fixed-rate, non-callable bullet bonds (DKK)

#### FINAL BOND TERMS

Opening date: [●]

Capital centre: B, covered bonds (SDO)

**Bond type:** Bullet bonds

Maturity date: [●]

**Currency:** DKK (Danish kroner)

**Interest:** 

Interest: Fixed interest rate

Annual payment dates: 1

Annual coupon rate:  $[\bullet]$ 

Annual spread: Not relevant as the bonds carry a fixed interest rate.

Reference rate: Not relevant as the bonds carry a fixed interest rate.

*Interest rate fixing frequency:* Not relevant as the bonds carry a fixed interest rate.

Interest rate fixing method: Not relevant as the bonds carry a fixed interest rate.

*Interest rate fixing period:* Not relevant as the bonds carry a fixed interest rate.

Day count convention: Actual/actual.

Interest payment date: First calendar day of a month.

First date of interest accrual: To be announced at the opening of the bond.

Information on the development of the money market rate forming the basis for the

reference rate:

owning the basis for the

Yield-to-maturity: The yield-to-maturity on the bonds depends on the coupon

rate, maturity, as well as the bid/ask prices relating to trading in the bonds. The yield-to-maturity can thus not be calculated

Not relevant as the bonds carry a fixed interest rate.

precicely.

**Interest-only period:** None.

**Redemption:** Bullet bonds.

The bonds are drawn by redemption at par on the date of

maturity.

**Borrowers' prepayment rights:** Payment by surrendering of bonds.

The bonds are non-callable.

#### Terms for bond issuance

**Offer period:** [Description of offer period]

Restrictions on the individual investor's right to subscribe for the

bonds:

Not relevant. DLR has set no limit to the number of subscriptions allowed for the individual investors.

**Denomination:** 0.01

**Offer price:** Market price

Other expenses payable by bond purchasers:

No expenses other than standard trading expenses will be payable by bond purchasers.

**Listing:** The bonds will be admitted for listing on [NASDAQ OMX

Copenhagen A/S]  $[\bullet]$ .

Date of expected admission for listing: [•].

ISIN: [●]

**Securities depository:** The bonds will be registered with:

VP Securities A/S, Weidekampsgade 14, P.O. Box 4040, DK-

2300, Copenhagen S, Denmark

**Value date:** The bonds are traded with a value date of three (3) banking

days unless otherwise agreed.

Agreements on the underwriting of

the bonds:

DLR has made no agreement with securities dealers on the

underwriting of the bonds.

Financial intermediaries' use of the

**Base Prospectus:** 

DLR has granted no consent to any financial intermediary's use of the Base Prospectus in connection with offer or

use of the base i tospectus in connection with oner of

underwriting of the bonds.

**Agreement on market making:** DLR has not entered into any agreement with any enterprise

concerning the quoting of bid and offer prices for the bonds.

#### Other information on the bonds

**Capital centre** The bonds are issued in DLR Capital Centre B, which issues

covered bonds in the form of SDOs.

Annex B to the Final Bond Terms contains an overview as per

today's date of bonds issued in DLR Capital Centre B.

Information on the outstanding

amount of bonds:

The outstanding amount is stated on DLR's website at www.dlr.dk/investor and/or on NASDAO OMX Copenhagen

A/S' website at www.nasdagomxnordic.com on a current basis.

Conflicts of interest: DLR has no notice of any conflicts of interest of importance to

the offer of the bonds.

Authorisation and approval pursuant to which the bonds are

issued:

The bonds are issued in pursuance of the "General Guidelines from the Board of Directors to the Executive Board of DLR Kredit A/S", approved by th Board of Directors on 25 October

2012.

**Credit rating of the bonds:** [●]

The Final Bond Terms have been approved by DLR	on [date].
On behalf of DLR Kredit A/S:	
Name:	Name:
Position:	Position:

## Bond terms for fixed-rate, non-callable bullet bonds (EUR)

#### FINAL BOND TERMS

Opening date: [●]

**Capital centre:** B, covered bonds (SDO)

**Bond type:** Bullet bonds

Maturity date: [●]

**Currency:** Euro (EUR)

**Interest:** 

Interest: Fixed interest rate

Annual payment dates: 1

Annual coupon rate:  $[\bullet]$ 

Annual spread: Not relevant as the bonds carry a fixed interest rate.

Reference rate: Not relevant as the bonds carry a fixed interest rate.

*Interest rate fixing frequency:* Not relevant as the bonds carry a fixed interest rate.

Interest rate fixing method: Not relevant as the bonds carry a fixed interest rate.

*Interest rate fixing period:* Not relevant as the bonds carry a fixed interest rate.

Day count convention: Actual/actual.

Interest payment date: First calendar day of a month.

First date of interest accrual: To be announced at the opening of the bond.

Information on the development of the money market rate forming the basis for the

reference rate:

Not relevant as the bonds carry a fixed interest rate.

Yield-to-maturity: The yield-to-maturity on the bonds depends on the coupon

rate, maturity, as well as the bid/ask prices relating to trading in the bonds. The yield-to-maturity can thus not be calculated

precicely.

**Interest-only period:** None.

**Redemption:** Bullet bonds.

The bonds are drawn by redemption at par on the date of

maturity.

**Borrowers' prepayment rights:** Payment by surrendering of bonds.

The bonds are non-callable.

#### Terms for bond issuance

**Offer period:** [Description of offer period]

Restrictions on the individual investor's right to subscribe for the

bonds:

Not relevant. DLR has set no limit to the number of subscriptions allowed for the individual investors.

**Denomination:** 0.01

**Offer price:** Market price

Other expenses payable by bond purchasers:

No expenses other than standard trading expenses will be payable by bond purchasers.

**Listing:** The bonds will be admitted for listing on [NASDAQ OMX

Copenhagen A/S] [●].

Date of expected admission for listing: [•].

ISIN: [●]

**Securities depository:** The bonds will be registered with:

VP Lux S.à.r.l., 43 avenue Monterey, L-2163 Luxembourg

**Value date:** The bonds are traded with a value date of three (3) banking

days unless otherwise agreed.

Agreements on the underwriting of

the bonds:

DLR has made no agreement with securities dealers on the underwriting of the bonds.

Financial intermediaries' use of the

**Base Prospectus:** 

DLR has granted no consent to any financial intermediary's use of the Base Prospectus in connection with offer or

underwriting of the bonds.

**Agreement on market making:** DLR has not entered into any agreement with any enterprise

concerning the quoting of bid and offer prices for the bonds.

### Other information on the bonds

Capital centre The bonds are issued in DLR Capital Centre B, which issues

covered bonds in the form of SDOs.

Annex B to the Final Bond Terms contains an overview as per

today's date of bonds issued in DLR Capital Centre B.

Information on the outstanding

amount of bonds:

The outstanding amount is stated on DLR's website at <a href="https://www.dlr.dk/investor">www.dlr.dk/investor</a> and/or on NASDAQ OMX Copenhagen A/S' website at <a href="https://www.nasdagomxnordic.com">www.nasdagomxnordic.com</a> on a current basis.

**Conflicts of interest:** DLR has no notice of any conflicts of interest of importance to

the offer of the bonds.

Authorisation and approval pursuant to which the bonds are

issued:

The bonds are issued in pursuance of the "General Guidelines from the Board of Directors to the Executive Board of DLR Kredit A/S", approved by th Board of Directors on 25 October

2012.

**Credit rating of the bonds:** [●]

The Final Bond Terms have been approved by DLR or	n [date].
On behalf of DLR Kredit A/S:	
Name: Position:	Name: Position:

<b>Annex A: Summary of the Base Prospectus</b>	for covered bonds	, including information <b>o</b>	on the
Final Bond Terms			

[Summary of the Base Prospectus, including information on the Final Bond Terms on the specific issue, to be inserted here.]

## Annex B: SDOs issued out of DLR Capital Centre B

Overview of SDOs issued pursuant to earlier Base Prospectuses with addendums, which this Base Prospectus shall replace.

Fixed-rate call	able annu	ity bonds
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ISIN code	Security name	Currency	Coupon	Opening date	Maturity date
DK0006326350	DLR 43s. A B 2041	DKK	6	01.01.2008	01.07.2039
DK0000320330 DK0006326434	DLR 43s. OA B 2041	DKK	6	01.01.2008	01.07.2039
DK0006326517	DLR 42s. A B 2031	DKK	5	01.01.2008	01.07.2039
DK0006326947	DLR 43s. A B 2041	DKK	5	22.01.2008	01.10.2041
DK0006327085	DLR 43s. OA B 2041	DKK	5	29.01.2008	01.10.2041
DK0006327168	DLR 43s. A B 2041	DKK	7	17.06.2008	01.04.2039
DK0006327242	DLR 43s. OA B 2041	DKK	7	17.06.2008	01.01.2039
DK0006327325	DLR 42s. A B 2031	DKK	6	03.07.2008	01.07.2029
DK0006327838	DLR 42s. A B 2031	DKK	4	08.10.2009	01.10.2031
DK0006328646	DLR 43s. A B 2041	DKK	4	27.01.2010	01.10.2041
DK0006328992	DLR 43s. OA B 2041	DKK	4	04.06.2010	01.10.2041
DK0006329107	DLR 42s. A B 2031	DKK	3	30.08.2010	01.04.2031
DK0006330469	DLR 43s. A B 2044	DKK	5	21.06.2011	01.10.2044
DK0006330543	DLR 43s. OA B 2044	DKK	5	21.06.2011	01.10.2044
DK0006330626	DLR 42s. A B 2034	DKK	4	05.09.2011	01.10.2034
DK0006330709	DLR 43s. A B 2044	DKK	4	01.09.2011	01.10.2044
DK0006330899	DLR 43s. OA B 2044	DKK	4	12.09.2011	01.10.2044
DK0006331004	DLR 42s. A B 2034	DKK	3	12.01.2012	01.10.2034
DK0006331947	DLR 43s. A B 2044	DKK	3,5	14.05.2012	01.10.2044
DK0006332085	DLR 43s. OA B 2044	DKK	3,5	31.05.2012	01.10.2044
DK0006332598	DLR 43s. A B 2044	DKK	3	05.12.2012	01.10.2044
DK0006332671	DLR 42s. A B 2034	DKK	2,5	06.12.2012	01.10.2034
DK0006333216	DLR 43s. OA B 2044	DKK	3	14.05.2013	01.10.2044
Floating-rate ca	llable annuity bonds				
ISIN code	Security name	Currency	Coupon	Opening date	Maturity date
DK0006326780	DLR 6F 410 OA B	DKK	Based on 6M Cibor	01.01.2008	01.01.2019
DK0006326863	DLR 3F 410 OA B	EUR	Based on 3M Euribor	01.01.2008	01.01.2019
Fixed-rate, non-	callable bullet bonds				
ISIN code	Security name	Currency	Coupon	Opening date	Maturity date
DK0006327408	DLR Stl INK B 2014	DKK	4	15.10.2008	01.01.2014
DK0006327598	DLR Stl INK B 2015	DKK	4	02.07.2009	01.01.2015
DK0006329297	DLR Stl INK B 2016	DKK	4	11.10.2010	01.01.2016
DK0006332242	DLR Stl INK B 2014	DKK	1	01.10.2012	01.01.2014
DK000632242 DK0006328133	DLR Stl INK B 2014 DLR Stl INK B 2015	DKK	2	12.11.2009	01.01.2014
DK00063232325	DLR Stl INK B 2016	DKK	2	01.10.2012	01.01.2016
DK0000332323 DK0006330972	DLR Stl INK B 2017	DKK	2	03.10.2011	01.01.2017
DK00063309/2 DK0006332408	DLR Stl INK B 2017 DLR Stl INK B 2018	DKK	2	01.10.2012	01.01.2017
21100000332400	22K 3K II K B 2010	DIXIX	_	01,10,2012	01,01,2010

Continued.  ISIN code	Security name	Currency	Coupon	Opening date	Maturity date
DK0006329453	DLR Stl INK ap B 2014	DKK	2	31.01.2011	01.04.2014
DK0006329537	DLR Stl INK ap B 2015	DKK	2	31.01.2011	01.04.2015
DK0006329610	DLR Stl INK ap B 2016	DKK	2	31.01.2011	01.04.2016
DK0006331194	DLR Stl INK ap B 2017	DKK	2	12.01.2012	01.04.2017
DK0006333133	DLR Stl INK ap B 2018	DKK	2	15.01.2013	01.04.2018
DK0006329024	DLR Stl INK ok B 2013	DKK	2	15.07.2010	01.10.2013
DK0006329966	DLR Stl INK ok B 2014	DKK	2	06.06.2011	01.10.2014
DK0006330030	DLR Stl INK ok B 2015	DKK	2	06.06.2011	01.10.2015
DK0006330113	DLR Stl INK ok B 2016	DKK	2	06.06.2011	01.10.2016
DK0006332168	DLR Stl INK ok B 2017	DKK	2	04.06.2012	01.10.2017
LU0399589703	DLR E INK B 2014	EUR	5	13.11.2008	01.01.2014
LU0468113211	DLR E INK B 2015	EUR	5	23.11.2009	01.01.2015
LU0688209104	DLR E INK B 2014	EUR	2	06.10.2011	01.01.2014
LU0688203917	DLR E INK B 2015	EUR	2	06.10.2011	01.01.2015
LU0550089816	DLR E INK B 2016	EUR	2	18.10.2010	01.01.2016
LU0686062331	DLR E INK B 2017	EUR	2	05.10.2011	01.01.2017
LU0834950734	DLR E INK B 2018	EUR	2	01.10.2012	01.01.2018
LU0834950817	DLR E INK B 2014	EUR	1	01.10.2012	01.01.2014
LU0875997107	DLR E INK B ap 2014	EUR	1	21.01.2013	01.04.2014