

KommuneKredit 

**Aktieindekserede obligationer**

**Bonus Global Basis 2003/2007**  
*(fondskode DKK000344575-7)*

**Bonus Global Super 2003/2007**  
*(fondskode DKK000344583-1)*

# RESUMÉ

*The English text of these Terms and Conditions is the legally binding one. The Danish translation of parts of these Terms and Conditions is for convenience only.*

*Dette resume er en forenklet fremstilling af KommuneKredits børsprospekt – Pricing Supplement – som er godkendt til notering på Københavns Fondsbørs. Resumeet kan ikke betragtes som fuldstændigt og kan ikke erstatte prospektet. I tilfælde af uoverensstemmelse i beskrivelserne vil Pricing Supplement være gældende.*

*Samtlige vilkår for obligationerne, herunder vilkår for førtidsindfrielse, kursfastsættelse mv. er beskrevet i Pricing Supplement dateret den 8. august 2003, der kan rekvireres hos Danske Andelskassers Bank A/S og udbydende pengeinstitutter.*

## **Udsteder**

KommuneKredit  
Kultorvet 16  
Postboks 1120  
1009 København K  
www.kommunekredit.dk

KommuneKredit er oprettet ved lov af 19. marts 1898 og er under tilsyn af Indenrigsministeriet.

KommuneKredit er en forening, der har til formål at yde lån til danske kommuner og danske amtskommuner samt selskaber og institutioner mod kommune- og/eller amtsgaranti.

Medlemmerne i KommuneKredit er enhver kommune eller amtskommune, der har lån, garanterer for lån eller hæfter for lån som interessent i selskaber eller sammenslutninger.

Medlemmerne i KommuneKredit hæfter solidarisk for alle KommuneKredits forpligtelser inklusive lånoptagelser. Alle kommuner og amtskommuner er for tiden medlem af KommuneKredit.

KommuneKredit optager lån i eget navn og udlåner midlerne videre til KommuneKredits kunder. KommuneKredit har etableret Kommune Leasing A/S, som er et 100% ejet datterselskab. Bestyrelse og direktion er den samme som i KommuneKredit.

KommuneKredits udestående langfristede gældsforpligtelser er tildelt den højest opnåelige kreditrating på Aaa af Moody's Investor Services og AAA af Standard & Poor's svarende til Kongeriget Danmarks rating.

## **Valuta**

Danske Kroner (DKK).

## **Nominelt beløb**

Der udstedes minimum samlet nominelt DKK 50 mio. Det samlede beløb bestemmes af Udsteder og Formidler efter udløb af Tegningsperioden. Skulle der ikke blive tegnet som minimum DKK 10 mio. i hver af obligationsserierne "Bonus Global Basis 2003/2007" (fondskode DK000344575-7) og "Bonus Global Super 2003/2007" (fondskode DK000344583-1) og i alt DKK 50 mio. i de to serier tilsammen bortfalder udsteders forpligtelse til at gennemføre den samlede emission.

Udstedelsen er desuden betinget af, at der kan opnås en Bonus-sats på minimum 40,0 procent for "Bonus Global Basis 2003/2007" og minimum 70,0 procent for "Bonus Global Super 2003/2007", jf. afsnittet "Indfrielsesbeløb".

## **Emissionskurs**

Den initiale udstedelse sker til følgende kurser:

"Bonus Global Basis 2003/2007" (fondskode DK000344575-7): Kurs 105,00 franko.

"Bonus Global Super 2003/2007" (fondskode DK000344583-1): Kurs 110,00 franko.

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## Stykstørrelse og registrering

Obligationerne registreres i Værdipapircentralen (VP) i andele á nominelt DKK 1.000. Der vil ikke blive udstedt fysiske obligationer.

## Udstedelsesdato

30. september 2003.

## Indfrielsesdato

30. september 2007.

## Notering

Obligationerne vil blive optaget til notering på Københavns Fondsbørs med første noteringsdag den 1. oktober 2003.

## Fondskoder

Obligationsserien "Bonus Global Basis 2003/2007": DK000344575-7

Obligationsserien "Bonus Global Super 2003/2007": DK000344583-1

## Indfrielsesbeløb

Obligationerne oppebærer ingen kuponrente, men indfries på Indfrielsesdatoen med et beløb, der relateres til kursudviklingen i hver af de Underliggende Aktier i obligationernes løbetid. Hver obligation á nominelt DKK 1.000 indfries således på Indfrielsesdatoen med et beløb, der svarer til:

- a) DKK 1.000; og
- b) et tillægsbeløb, der beregnes af Beregningsagenten egenhændigt og på diskretionær basis efter følgende formel:

$$\text{DKK 1.000} \times \text{MAX}[0\%, \text{BS} - (\text{X} \times \text{RS})]$$

hvor:

**BS** er den opnåede Bonus-sats. Bonus-satsen vil blive fastlagt af Beregningsagenten den 25. september 2003 og efterfølgende meddelt via Københavns Fondsbørs. Bonus-satsen vil afhænge af markedsvilkårene den 25. september 2003, herunder rente- og volatilitetsniveau, og vil være forskellig på de to obligationsserier "Bonus Global Basis 2003/2007" og "Bonus Global Super 2003/2007". Baseret på markedsvilkårene den 8. august 2003, forventes Bonus-satsen at blive på henholdsvis ca. 55 procent for "Bonus Global Basis 2003/2007" og ca. 85 procent for "Bonus Global Super 2003/2007". Såfremt der ikke kan opnås en Bonus-sats på minimum 40,0 procent og minimum 70,0 procent for henholdsvis "Bonus Global Basis 2003/2007" og "Bonus Global Super 2003/2007" vil udstedelsen ikke blive gennemført.

**RS** er den opnåede Reduktions-sats. Reduktions-satsen vil blive beregnet af Beregningsagenten som en syttendedel (1/17) af den opnåede Bonus-sats. Reduktions-satsen vil blive fastlagt den 25. september 2003 og efterfølgende meddelt via Københavns Fondsbørs.

**X** er antallet af Underliggende Aktier, der på indfrielsestidspunktet har en lavere Slutkurs, opgjort på Slut Fixing Datoen, end tilhørende Startkurs, opgjort på Start Fixing Datoen.

Som det fremgår af ovenstående, er tillægsbeløbet, og dermed indfrielsesbeløbet, relateret til kursudviklingen i hver af de Underliggende Aktier i obligationernes løbetid. For hver af de Underliggende Aktier fastsættes således en Startkurs, svarende til den aktuelle aktiekurs den 26. september 2003, samt en Slutkurs opgjort den 17. september 2007. Tillægsbeløbet beregnes herefter som den fastsatte Bonus-sats, eksempelvis 55,0 procent, fratrukket den fastsatte Reduktions-sats, eksempelvis 3,24 procentpoint (svarende til 55/17), for hver Underliggende Aktie, der har en lavere Slutkurs end Startkurs.

Såfremt samtlige Underliggende Aktier har en Slutkurs, der er højere eller lig med den fastsatte Startkurs, vil tillægsbeløbet svare til den fulde Bonus-sats, modsvarende 55,0 procent i eksemplet.

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For hver af de Underliggende Aktier, der måtte have en lavere Slutkurs end Startkurs, vil tillægsbeløbet imidlertid blive reduceret, i eksemplet med 3,24 procentpoint, men vil som minimum være nul. Tillægsbeløbet vil således blive nul, såfremt 17 eller flere af de Underliggende Aktier, er faldet i værdi. Indfrielsesbeløbet vil som minimum udgøre hovedstolen, dvs. DKK 1.000 pr. obligation.

Definitioner:

*Start Fixing Dato* er den 26. september 2003. På denne dato fastsættes Startkursen på hver af de Underliggende Aktier.

*Startkursen* er kursen på hver af de Underliggende Aktier på Start Fixing Datoen, opgjort som den officielle lukkekurs på den relevante børs. Startkursen fastsættes af Beregningsagenten egenhændigt og på diskretionær basis og vil efterfølgende blive meddelt via Københavns Fondsbørs.

*Slut Fixing Dato* er den 17. september 2007. På denne dato fastsættes Slutkursen på hver af de Underliggende Aktier.

*Slutkursen* er kursen på hver af de Underliggende Aktier på Slut Fixing Datoen, opgjort som den officielle lukkekurs på den relevante børs. Slutkursen fastsættes af Beregningsagenten egenhændigt og på diskretionær basis og vil efterfølgende blive meddelt via Københavns Fondsbørs.

*Underliggende Aktier*, se nærmere specifikation i nedenstående afsnit "Underliggende Aktier"

## Afkastsimulering

Baseret på de forventede niveauer for Bonus-sats og Reduktions-sats som indikeret ovenfor, kan det potentielle indfrielsesbeløb for alternative værdier af "X" beregnes. I nedenstående tabel er det potentielle indfrielsesbeløb på de to obligationsserier beregnet, idet indfrielsesbeløbet er angivet som en Indfrielseskurs. Indfrielseskurs er til formålet defineret som indfrielsesbeløbet divideret med det nominelle beløb, og er angivet i procent.

Tabel 1. Potentiel Indfrielseskurs – afkastsimulering

<b>Antal "X"</b>	<b>Bonus Global Basis 2003/2007 Indfrielseskurs<sup>1</sup> (%)</b>	<b>Bonus Global Super 2003/2007 Indfrielseskurs<sup>1</sup> (%)</b>
0	155,00	185,00
1	151,76	180,00
2	148,53	175,00
3	145,29	170,00
4	142,06	165,00
5	138,82	160,00
6	135,59	155,00
7	132,35	150,00
8	129,12	145,00
9	125,88	140,00
10	122,65	135,00
11	119,41	130,00
12	116,18	125,00
13	112,94	120,00
14	109,71	115,00
15	106,47	110,00
16	103,24	105,00
17+	100,00	100,00

1) Indfrielseskurs = (Indfrielsesbeløb / nominelt beløb)

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Indfrielsesbeløbet vil blive beregnet af Beregningsagenten og efterfølgende meddelt via Københavns Fondsbørs senest 5 børsdage efter Slutkursen på samtlige Underliggende Aktier er fastsat. Indfrielsesbeløbet vil blive udbetalt på Indfrielsesdatoen.

## Beregningsagent

Gudme Raaschou Bankaktieselskab.

## Formidler

Danske Andelskassers Bank A/S.

## Kuponrente

Obligationerne bærer ikke kuponrente.

## Omkostninger

I forbindelse med udstedelsen foreligger følgende anslåede omkostninger. Ved beregning af omkostningerne er der antaget en samlet udstedelse på i alt DKK 50 millioner. De endelige omkostninger og udstedelsesbeløb er ikke kendt ved prospektets offentliggørelse.

- Tegningsprovision til tegningssteder: ca. 4,00%
- Tegningsprovision til formidler: ca. 1,60%
- Markedsføringsomkostninger, herunder bl.a. annoncering, brochurer og trykning af prospekt: ca. 0,30%
- Omkostninger til notering på Københavns Fondsbørs A/S samt registrering i Værdipapircentralen m.v.: ca. 0,10%

## Underliggende Aktier

De Underliggende Aktier for de to obligationsserier "Bonus Global Basis 2003/2007" og "Bonus Global Super 2003/2007" er identiske og består af følgende selskabers ordinære aktier:

Selskab	Bloomberg kode	Primær børs	Sektor
Abbott Laboratories	ABT UN	New York	Pharmaceuticals
Altria Group Inc	MO UN	New York	Agriculture
American International Group	AIG UN	New York	Insurance
AOL Time Warner	AOL UN	New York	Media
Astrazeneca Plc	AZN LN	London	Pharmaceuticals
Bank of America Corp	BAC UN	New York	Banks
Barclays Plc	BARC LN	London	Banks
BellSouth Corp	BLS UN	New York	Telecommunications
BP Plc	BP/ LN	London	Oil & Gas
ChevronTexaco Corp	CVX UN	New York	Oil & Gas
Cisco Systems Inc	CSCO UQ	NASDAQ	Telecommunications
Citigroup Inc	C UN	New York	Diversified Fin. Services
Coca-Cola Co	KO UN	New York	Beverages
DaimlerChrysler AG	DCX GY	Xetra	Auto Manufacturers
Dell Inc	DELL UQ	NASDAQ	Computers
The Walt Disney Co.	DIS US	New York	Media
Eli Lilly & Co	LLY UN	New York	Pharmaceuticals
Eni SpA	ENI IM	Milan	Oil & Gas
Exxon Mobil Corp	XOM UN	New York	Oil & Gas
General Electric Co	GE UN	New York	Misc. Manufacturing
GlaxoSmithKline Plc	GSK LN	London	Pharmaceuticals
HBOS Plc	HBOS LN	London	Banks
HSBC Holdings Plc	HSBA LN	London	Banks
International Business Machines	IBM UN	New York	Computers
ING Groep NV	INGA NA	Amsterdam	Insurance
Intel Corp	INTC UQ	NASDAQ	Semiconductors
Johnson & Johnson	JNJ UN	New York	Healthcare Products
JP Morgan Chase & Co	JPM UN	New York	Diversified Fin. Services

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Selskab	Bloomberg kode	Primær børs	Sektor
Lloyds TSB Group Plc	LLOY LN	London	Banks
Merck & Co. Inc.	MRK UN	New York	Pharmaceuticals
Microsoft Corp	MSFT UQ	NASDAQ	Software
Morgan Stanley	MWD UN	New York	Diversified Fin. Services
Nestle SA	NESN VX	Virt-x	Food
Nokia Oyj	NOK1V FH	Helsinki	Telecommunications
Novartis AG	NOVN VX	Virt-x	Pharmaceuticals
PepsiCo Inc	PEP UN	New York	Beverages
Pfizer Inc	PFE UN	New York	Pharmaceuticals
Procter & Gamble Co	PG UN	New York	Cosmetics / Personal Care
Roche Holding AG	ROG VX	Virt-x	Pharmaceuticals
Royal Bank Of Scotland Group Plc	RBS LN	London	Banks
Royal Dutch Petroleum	RDA NA	Amsterdam	Oil & Gas
SBC Communications Inc	SBC UN	New York	Telecommunications
Siemens AG	SIE GY	Xetra	Misc. Manufacturing
Total SA	FP FP	Paris	Oil & Gas
Toyota Motor Corp	7203 JT	Tokyo	Auto Manufacturers
UBS AG	UBSN VX	Virt-x	Diversified Fin. Services
Verizon Communications Inc	VZ UN	New York	Telecommunications
Vodafone Group Plc	VOD LN	London	Telecommunications
Wal-Mart Stores Inc	WMT UN	New York	Retail
Wyeth	WYE UN	New York	Pharmaceuticals

Som det fremgår af tabellen, består den underliggende aktieportefølje af i alt 50 selskaber. Disse selskaber er identiske med de 50 selskaber, der pr. den 8. august 2003 indgår i aktieindekset "Dow Jones Global Titans 50 Index<sup>SM</sup>". Obligationerne er imidlertid på ingen måde relateret til selve indekset, og hverken den aktuelle eller den fremtidige værdi af Dow Jones Global Titans 50 Index<sup>SM</sup> vil have nogen effekt på beregningen af indfrielsesbeløbet. Det er således alene kursudviklingen i hver enkelt af de Underliggende Aktier, der vil have indflydelse på beregningen af indfrielsesbeløbet.

Aktiesammensætningen i Dow Jones Global Titans 50 Index<sup>SM</sup> er valgt ud fra et ønske om at sikre en objektiv udvælgelse af de Underliggende Aktier. Selskaberne i Dow Jones Global Titans 50 Index<sup>SM</sup>, og dermed også selskaberne bag de Underliggende Aktier, er alle velrenommerede, internationale selskaber som regnes blandt verdens største selskaber. Den samlede markedsværdi for disse selskaber, pr. juni måned 2003, udgør således ca. 29 procent af den anslåede værdi af alle børsnoterede selskaber i verden.

Sammensætningen af selskaberne er bredt diversificeret såvel hvad angår forretningsområde og nationalt tilhørsforhold, og alle selskaberne betragtes generelt som markedsledende inden for sit felt.

For yderligere information omkring selskaberne i Dow Jones Global Titans 50 Index<sup>SM</sup> kan henvises til Dow Jones' hjemmeside på Internettet på adressen "[www.djindexes.com](http://www.djindexes.com)".

KommuneKredit har indgået en aftale med Dow Jones, som giver KommuneKredit ret til at referere til Dow Jones og Dow Jones Global Titans 50 Index<sup>SM</sup>. I den forbindelse skal bemærkes følgende:

**Disclaimer:**

"Dow Jones" and "Dow Jones Global Titans 50<sup>SM</sup>" are service marks of Dow Jones & Company, Inc. Dow Jones has no relationship to the Issuer, other than the licensing of the Dow Jones Global Titans 50 Index<sup>SM</sup> (DJGT50) and its service marks for use in connection with the Notes.

Dow Jones does *not*:

- Sponsor, endorse, sell or promote the Notes.
- Recommend that any person invest in the Notes or any other financial products.

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- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.
- Have any responsibility or liability for the administration, management or marketing of the Notes.
- Consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the DJGT50 or have any obligation to do so.

Dow Jones will not have any liability in connection with the Notes. Specifically,

- Dow Jones does not make any warranty, express or implied, and Dow Jones disclaims any warranty about:
- The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the DJGT50 and the data included in the DJGT50;
- The accuracy or completeness of the DJGT50 or related data;
- The merchantability and the fitness for a particular purpose or use of the DJGT50 or related data;
- Dow Jones will have no liability for any errors, omissions or interruptions in the DJGT50 or related data;
- Under no circumstances will Dow Jones be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if Dow Jones knows that they might occur.

The licensing relating to the use of the indexes and trademarks referred to above by the Issuer is solely for the benefit of the Issuer, and not for any other third parties.

## **Justering af portefølje**

Porteføljen af Underliggende Aktier ligger fast i hele obligationens løbetid, med mindre der bliver behov for at foretage en justering. En sådan justering kan eksempelvis blive aktuel i tilfælde af såkaldte "ekstraordinære hændelser", hvor én eller flere af de Underliggende Aktier udsættes for fusion, nationalisering, insolvens, afnotering e.lign.

I sådanne tilfælde skal Beregningsagenten egenhændigt og på diskretionær basis, foretage en justering af den underliggende portefølje, som så vidt muligt modvirker den indtrufne omstændighed.

Justeringer kan ligeledes blive aktuelle i situationer, hvor én eller flere af de Underliggende Aktier udsættes for eksempelvis ekstraordinære udbyttebetalinger, ændring af stykstørrelse eller andre hændelser, som efter Beregningsagentens vurdering, har en væsentlig betydning for aktiens/aktiernes værdi. I sådanne tilfælde kan Beregningsagenten egenhændigt og på diskretionær basis, foretage en justering af en eller flere af de variable, der indgår i beregningen af indfrielsesbeløbet, med henblik på i videst muligt omfang af modvirke den indtrufne omstændighed.

For en nærmere uddybning henvises til børsprospektet ("Pricing Supplement").

## **Risikofaktorer**

### *Kreditrisiko*

For opfyldelse af forpligtelserne knyttet til obligationerne, herunder udbetaling af Indfrielsesbeløb, hæfter Udsteder.

### *Afkastrisiko*

Kursen på obligationerne vil i perioden frem til Indfrielsesdatoen kunne blive påvirket af kursudviklingen på de Underliggende Aktier. Et fald i kursen på én eller flere af disse aktier vil kunne påvirke obligationskursen i ugunstig retning, og dermed medføre risiko for kurstab, såfremt obligationerne realiseres før Indfrielsesdatoen. På tilsvarende vis kan ændringer i såvel rente- som volatilitetsniveauet løbende påvirke obligationskursen.

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## *Likviditetsrisiko*

Udsteder er ikke forpligtet til at etablere eller understøtte et sekundært marked for handel med obligationerne. Eventuel handel med obligationerne i perioden frem til Indfrielsesdatoen vil derfor være præget af den aktuelle udbuds- og efterspørgselssituation. Obligationerne kan af samme årsag være præget af relativ lav likviditet, særligt i perioder med generel markedsuro, hvilket kan have en ugunstig indflydelse på prisfastsættelsen.

## **Skattemæssige forhold**

Dette afsnit, der beskriver KommuneKredits opfattelse af gældende skatteregler, gælder primært investorer, der er fuldt skattepligtige i Danmark. Fuldt skattepligtige personer er navnlig personer, der har bopæl i Danmark, eller som opholder sig her i mindst 6 måneder, samt selskaber, fonde mv. som er registreret i Danmark, eller hvis ledelse har sæde i Danmark. Nedenstående regler er af generel karakter, hvor særregler og detaljer ikke omtales. Andre investorer eller investorer, som er i tvivl om deres skattemæssige forhold, bør konsultere egne professionelle rådgivere.

## *Skattemæssig definition af aktieindekserede obligationer*

Skattemæssigt betragtes en aktieindekset obligation som en indeksobligation, hvor indeksreguleringen knytter sig til kursudviklingen i de underliggende aktier.

## *Personer*

Ved investering i aktieindekserede obligationer i danske kroner beskattes hele kursgevinsten inkl. indekstillaeg. Beskatning sker ved realisation. Kurstab er ikke fradragsberettiget.

## *Selskaber, fonde mv.*

Ved investering i aktieindekserede obligationer beskattes selskabet af hele kursgevinsten inkl. indekstillaeg, og selskabet har fradrag for kurstab. Gevinst og tab beskattes normalt ved realisation.

## *Investering for pensionsmidler*

Investering kan tillige foretages af investorer omfattet af Lov om pensionsafkastbeskatning (Pensionsafkastbeskatningsloven), f.eks. for midler placeret i pengeinstitutternes pensionsordninger og forsikringsselskaber. Afkastet vil være omfattet af Pensionsafkastbeskatningsloven og beskattes med 15%. Der gøres opmærksom på, at obligationen IKKE er underlagt 20%-grænsen for en enkelt emittent, jf. "Bekendtgørelse om puljepension og andre skattebegünstigede opsparingsformer m.v."

## *Beskatning af investorer, der ikke er fuldt skattepligtige i Danmark*

Udenlandske investorer, som ikke driver virksomhed her i landet eller deltager i en sådan virksomhed, er ikke skattepligtige i Danmark af afkastet af aktieindekserede obligationer. For udenlandske investorer afhænger beskatningen af de lokale regler i det land, hvor investor er hjemmehørende. Investorer hjemmehørende i udlandet bør derfor konsultere egne professionelle rådgivere. Besiddelsen af aktieindekserede obligationer kan ikke i sig selv begrunde dansk skattepligt. Hvis investor har fast driftssted i Danmark, og derfor er begrænset skattepligtig til Danmark, kan der gælde samme regler som for danske investorer, hvis investeringen har tilknytning til den danske del af virksomheden.

## **Tegningssted**

Ordre om tegning af obligationer skal afgives til:

Danske Andelskassers Bank A/S  
Baneskellet 1, Hammershøj  
8830 Tjele  
Telefon: 87 99 30 00  
Telefax: 87 99 30 99

Samt lokale pengeinstitutter.

## **Tegning**

Tegningsperioden løber fra d. 8. september 2003 til d. 19. september 2003, begge dage inklusive. Mindste tegningsbeløb er DKK 10.000 nominelt i hver fondskode.

## **Betaling**

Afregning af de tildelte obligationer sker mod registrering i Værdipapircentralen den 30. september 2003.



## PRICING SUPPLEMENT

8 August 2003

### KommuneKredit

#### Issue of Bonus Global Basis Notes 2003/2007

#### U.S.\$5,000,000,000 Euro Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 27 June, 2003. This Pricing Supplement must be read in conjunction with such Information Memorandum.

1. Issuer: KommuneKredit
2. (i) Series Number: I200303552  
(ii) Tranche Number: N/A
3. Specified Currency or Currencies: Danish Kroner (“DKK”)
4. Aggregate Nominal Amount:
  - (i) Series: Minimum of DKK 10,000,000 (“Minimum Amount”). The final size of the Issue will be decided upon by the Issuer and the relevant Dealer at the maturity of the Offer Period as set out in Annex C hereto.

As described in Annex C the Offer will only take place if (i) the Minimum Amount of DKK 10,000,000 in respect of the Notes and the Bonus Global Super Notes 2003/2007 (Series Number I200303553) and (ii) the Combined Minimum Amount of DKK 50,000,000 for the Notes and the Bonus Global Super Notes 2003/2007 have been fully ordered.

At the option of the Issuer, there may be further issues of the Notes after the Issue Date without a maximum for the entire Aggregate Nominal Amount. Such additional Notes will be issued at the prevailing market price and may take place until 30 March, 2007.
  - (ii) Tranche: The final size of the Tranche will be decided upon by the Issuer and the relevant Dealer at the maturity of the Offer Period.
5. (i) Issue Price: 105.00 per cent of the Aggregate Nominal

	Amount.
(ii) Net proceeds:	100.00 per cent of the Aggregate Nominal Amount.
6. Specified Denominations:	DKK 1,000
7. Issue Date:	30 September 2003
8. Maturity Date:	30 September 2007, subject to adjustment in accordance with the Modified Following Business Day Convention.
9. Interest Basis:	Non-interest bearing.
10. Redemption/Payment Basis:	Equity Linked Redemption See the Annex A to this Pricing Supplement.
11. Change of Interest or Redemption/Payment Basis:	N/A
12. Put/Call Options:	N/A
13. Status of Notes:	Senior
14. Listing:	Copenhagen Stock Exchange. Application has been made to list the Notes on the Copenhagen Stock Exchange from 1 October 2003.
15. Method of distribution:	Non-syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16. Fixed Rate Note Provisions	N/A
17. Floating Rate Note Provisions	N/A
18. Zero Coupon Note Provisions	N/A
19. Index-Linked Interest Note Provisions	N/A
20. Dual Currency Note Provisions	N/A

#### **PROVISIONS RELATING TO REDEMPTION**

21. Issuer Call	N/A
22. Investor Put	N/A

23. Final Redemption Amount See Annex A to this Pricing Supplement.
- Repayment of the Notes will be effected by the Issuer through the Danish Securities Centre, Værdipapircentralen A/S (“VP”) on the Maturity Date.
24. Early Redemption Amount
- Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):
- Early Redemption Amount(s) will be calculated in accordance with mark to market value by the Calculation Agent.

### GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. Form of Notes: Bearer Notes.
- The Issuer will act as Registrar (“Obligationsudstedende institut”) in relation to VP.
- Notes registered in VP are negotiable instruments not subject to any restrictions on the free negotiability within the Kingdom of Denmark.
- Definitive notes will not be printed.
26. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Copenhagen and London
27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay including any right of the Issuer to forfeit the Notes and interest due on late payment: N/A
29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: N/A
30. Redenomination, renominalisation and reconventioning provisions: N/A

31. Consolidation provisions: N/A
32. Other terms or special conditions: (i) Settlement of purchase and sale transactions takes place on registration against payment basis. Transfer of ownership to the Notes will be made in accordance with the rules of VP. Any purchase and sale transactions after the Issue Date will be settled three Copenhagen Business Days after the trade date.
- (ii) Taxation: See Annex D.
- (iii) Calculation Agent: Gudme Raaschou Bankaktieselskab

#### **DISTRIBUTION**

33. (i) If syndicated, names of Managers: N/A
- (ii) Stabilising Manager (if any): N/A
34. If non-syndicated, name of Dealer: Danske Andelskassers Bank A/S
35. Additional selling restrictions: N/A

#### **OPERATIONAL INFORMATION**

36. ISIN Code: DK000344575-7
37. Common Code: N/A
38. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): VP.  
The Notes will not be settled through Euroclear or Clearstream, Luxembourg.
39. Delivery: Delivery against payment.
40. Additional Paying Agent(s) (if any): The Issuer. None of the existing Paying Agents appointed under the Agency Agreement for the Programme will act as paying agents for the issue of the Notes.

#### **LISTING APPLICATION**

This Pricing Supplement including the information contained in Annex A, Annex B, Annex C and Annex D hereto, comprises the details required to list the issue of Notes described herein pursuant to the listing of the US\$5,000,000,000 Euro Medium Term Note Programme of KommuneKredit dated 27 June 2003 for which purpose it is hereby submitted.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement, including the information contained in Annex A, Annex B, Annex C and Annex D hereto.

**PENDING LITIGATION**

Nor KommuneKredit or its subsidiary are involved in litigations or arbitration processes that may have an effect on the ability of KommuneKredit fulfilling its obligations under the Notes. KommuneKredit is not aware of such litigations or arbitration processes to be upcoming.

Signed on behalf of the Issuer:

By:

.....

Duly authorised

## ANNEX A

### 1. Final Redemption Amount

The Notes will not be bearing interest, but will be redeemed at a value calculated by the Calculation Agent. For the purpose of paragraphs 10 and 23 each Note shall be redeemed on the Maturity Date at an amount (the Final Redemption Amount) equal to the aggregate of:

- (a) 100 per cent of the Specified Denomination; and
- (b) a further amount determined by the Calculation Agent in its sole and absolute discretion in accordance with the following formula:

$$\text{Specified Denomination} \times \text{MAX}[0\%, \text{BR} - (\text{X} \times \text{SR})]$$

where:

**BR** means the Bonus Rate. The Bonus Rate will be determined and fixed on 25 September 2003 and subsequently announced via the Copenhagen Stock Exchange. If a Bonus Rate of minimum 40.0 per cent cannot be obtained the offer will be revoked and the issue cancelled. The Bonus Rate will depend on the prevailing market conditions on 25 September 2003. Based on the market conditions on 8 August 2003, the Bonus Rate is expected to be approximately 55 per cent.

**SR** means the Step-down Rate. The Step-down Rate will be determined and fixed on 25 September 2003 as the Bonus Rate divided by 17. The level of the Step-down Rate will be announced along with the level of the Bonus Rate via the Copenhagen Stock Exchange.

**X** means the total number of Underlying Securities for which the Final Price as determined on the Final Fixing Date is lower than the corresponding Initial Price in respect of such Underlying Security as measured on the Initial Fixing Date.

For the avoidance of doubt the Final Redemption Amount will depend on the individual price performance of each of the Underlying Securities throughout the life of the Note. The Final Redemption Amount will be determined as the Specified Denomination plus an additional amount. The additional amount will be calculated as the Bonus Rate, e.g. 55.0 per cent, less the Step-down Rate, e.g. 3.24 per cent, multiplied by the number of Underlying Securities that has a lower Final Price than Initial Price. The additional amount will be positive as long as less than 17 of the Underlying Securities have a lower Final Price than Initial Price. The additional amount cannot be higher than the Bonus Rate times the Specified Denomination and cannot be less than zero. Therefore the Final Redemption Amount cannot be less than DKK 1,000.00 per Specified Denomination.

Based on the level of the Bonus Rate and Step-down Rate indicated in the abovementioned example, the potential Final Redemption Amount for alternative scenarios can be calculated. In Table 1 the Final Redemption Amount as a percentage of the Specified Denomination - for this purpose called the "Redemption Price" - for alternative values of "X" is listed.

**Table 1. Potential Redemption Price - scenario simulation**

"X"	Redemption Price <sup>1</sup> (%)	"X"	Redemption Price <sup>1</sup> (%)
0	155,00	9	125,88
1	151,76	10	122,65
2	148,53	11	119,41
3	145,29	12	116,18
4	142,06	13	112,94
5	138,82	14	109,71
6	135,59	15	106,47
7	132,35	16	103,24
8	129,12	17+	100,00

1) Redemption Price = (Final Redemption Amount / Specified Denomination)

The Final Redemption Amount will be determined by the Calculation Agent and announced via the Copenhagen Stock Exchange no later than five business days after the Final Price for each of the Underlying Securities has been fixed. The Final Redemption Amount will be disbursed at the Maturity Date.

## 2. Definitions

For the purposes of this Annex A, the following definitions shall apply:

**Initial Fixing Date** means, with respect to each of the Underlying Securities, 26 September 2003 (or if such date is not an Exchange Business Day with respect to such Underlying Securities, the next following Exchange Business Day). In the event of a Market Disruption Event occurring on the Initial Fixing Date, the Initial Fixing Date for each Share not affected by the Market Disruption Event shall be the day specified above and the Initial Fixing Date for a Share affected by the Market Disruption Event shall be the next succeeding Valid Date in relation to such Share. If the succeeding Valid Date in relation to such Share has not occurred as of the Valuation Time on the fifth Exchange Business Day immediately following the original date that, but for the occurrence of another Market Disruption Event, would have been the Initial Fixing Date, then (1) that fifth Exchange Business Day shall be deemed to be the Initial Fixing Date in relation to such Share, and (2) the Calculation Agent shall determine the relevant level or amount for the Initial Fixing Date in accordance with its good faith estimate of the Exchange traded price for that Share that would have prevailed but for that Market Disruption Event as of the Valuation Time on that fifth Exchange Business Day.

**Initial Price** means, for each Share, the price for such Share at the Valuation Time on the Initial Fixing Date. When the Initial Price for each of the Underlying Securities has been determined and fixed by the Calculation Agent, the relevant prices will be announced via the Copenhagen Stock Exchange no later than three business days after the Initial Fixing Date.

**Valuation Time** means, in relation to each Share, the close of trading on the relevant Exchange as observed by the Calculation Agent.

**Final Fixing Date** means, with respect to each of the Underlying Securities, 17 September 2007 (or if such date is not an Exchange Business Day with respect to such Underlying Securities, the next following Exchange Business Day). In the event of a Market Disruption Event occurring on the Final Fixing Date, the Final Fixing Date for each Share not affected by the Market Disruption Event shall be the day specified above and the Final Fixing Date for a Share affected by the Market Disruption Event shall be the next

succeeding Valid Date in relation to such Share. If the succeeding Valid Date in relation to such Share has not occurred as of the Valuation Time on the fifth Exchange Business Day immediately following the original date that, but for the occurrence of another Market Disruption Event, would have been the Final Fixing Date, then (1) that fifth Exchange Business Day shall be deemed to be the Final Fixing Date in relation to such Share, and (2) the Calculation Agent shall determine the relevant level or amount for the Final Fixing Date in accordance with its good faith estimate of the Exchange traded price for that Share that would have prevailed but for that Market Disruption Event as of the Valuation Time on that fifth Exchange Business Day.

**Final Price** means, for each Share, the price for such Share at the Valuation Time on the Final Fixing Date. When the Final Price for each of the Underlying Securities has been determined and fixed by the Calculation Agent, the relevant prices will be announced via the Copenhagen Stock Exchange no later than five business days after the Final Fixing Date.

**Exchange Business Day** means a day that is (or, but for the occurrence of a Market Disruption Event would have been) a trading day on the relevant Exchange and the Related Exchange other than a day on which trading on any such Exchange or Related Exchange is scheduled to close prior to its regular weekday closing time.

**Exchange** means, for each Share, the stock exchange or quotation systems on which the shares of the relevant Company have their primary listing, or any successor to such exchange or quotation system, provided that if the relevant Exchange ceases to list or otherwise include the relevant Share, the Calculation Agent may use another exchange or quotation system (if any) in relation to such Share.

**Related Exchange** means for each Share, any relevant options- or futures exchange or quotation system on which options- and/or futures contracts related to any Share are traded (or any successor to such exchange or quotation system), as determined by the Calculation Agent in its sole discretion.

**Valid Date** means an Exchange Business Day on which there is no Market Disruption Event.

**Share** means an ordinary share of each of the Companies.

**Underlying Securities** means a Share of each of the companies listed in Annex B (each a **Company** and together, the **Companies**).

**Market Disruption Events** means, the occurrence or existence on any Exchange Business Day during the two-hour period that ends at the Valuation Time of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by the relevant Exchange or otherwise), (i) the Shares on the Exchange; or (ii) options contracts or future contracts on the Shares on any Related Exchange; as determined by the Calculation Agent in its sole and absolute discretion, if, in any such case, that suspension or limitation is, in the determination of the Calculation Agent, material.

### **3. Adjustments**

#### **Adjustment Events**

Following the declaration by the issuer of any relevant Share of the terms of any Potential Adjustment Event, the Calculation Agent will determine whether such Potential Adjustment Event has a diluting or concentrative effect on the theoretical value of the relevant Shares and, if so, will make the corresponding adjustment(s), if any, to any one or more terms of this Pricing Supplement including any variable relevant to the exercise, settlement or payment terms of the Notes, as the Calculation Agent determines appropriate to account for that diluting or concentrative effect and determine the effective date(s) of the adjustment(s), if any. The Calculation Agent may (but need not) determine the appropriate adjustment(s) by reference to the adjustment(s) in respect to such Potential Adjustment Event made by the Related Exchange to the options on the relevant Shares traded on that Related Exchange.



“Potential Adjustment Events” means any of the following:

- (i) a subdivision, consolidation or reclassification of relevant Shares (unless a Merger Event), or, a free distribution or dividend of any such Shares to existing holders by way of bonus, capitalisation or similar issue;
- (ii) a distribution or dividend to existing holders of the relevant Shares of (a) such Shares, or (b) other share capital or securities granting the right to payment or dividends and/or the proceeds of liquidation of the issuer equally or proportionately with such payments to holders of such Shares, or (c) any other type of securities, rights or warrants or other assets, in any case for payment (cash or other) at less than the prevailing market price as determined by the Calculation Agent;
- (iii) an extraordinary dividend;
- (iv) a call by the issuer in respect of relevant Shares that are not fully paid;
- (v) a repurchase by the issuer of relevant Shares whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise; or
- (vi) any other similar event that may have a diluting or concentrative effect on the theoretical value of the relevant Shares.

### **Extraordinary Events**

Upon the declaration by the issuer of any relevant Share of a Merger Event or the occurrence of nationalisation, insolvency or de-listing with respect to any Share, as applicable, the Calculation Agent shall determine the consequences of such event in respect of the Notes and the date of effectiveness of such consequences. In determining the consequences of any such event, the Calculation Agent may adjust any variable relevant to the exercise, settlement or payment terms of the Notes and/or may add a Share to the Underlying Securities (the “Substitute Share”) to replace the Share (the “Affected Share”) which is the subject of the merger event, nationalisation, insolvency or de-listing. In selecting a Substitute Share, the Calculation Agent may consider the difference between the implied volatility and/or the difference between the liquidity of the Substitute Share immediately following the related Merger Date of a Merger Event or date on which the nationalisation, insolvency or de-listing occurs, as applicable, and the implied volatility of the Affected Share immediately preceding the announcement date of the related extraordinary event.

“Merger Event” means, in respect of any relevant Shares, any (i) reclassification or change of such Shares that results in a transfer of or an irrevocable commitment to transfer all of such Shares outstanding, (ii) consolidation, amalgamation or merger of the issuer with or into another entity (other than a consolidation, amalgamation or merger in which such issuer is the continuing entity and which does not result in any such reclassification or change of all of such Shares outstanding) or (iii) other takeover offer for such Shares that results in a transfer of or an irrevocable commitment to transfer all such Shares (other than such Shares owned or controlled by the offeror), in each case if the Merger Date is on or before the Final Fixing Date.

“Merger Date” means, in respect of a Merger Event, the date upon which all holders of the relevant Shares (other than, in case of a takeover offer, Shares owned or controlled by the offeror) have agreed or have irrevocably become obliged to transfer their Shares.

“Nationalisation” means that all the Shares or all the assets or substantially all the assets of an issuer are nationalised, expropriated or are otherwise to be transferred to any governmental agency, authority or entity.

“Insolvency” means that by reason of the voluntary or involuntary liquidation, bankruptcy or insolvency of or any analogous proceeding affecting an issuer, (a) all the Shares of that issuer are required to be transferred to a trustee, proceeding, liquidator or other similar official or (b) holders of the Shares of that issuer become legally prohibited from transferring them.

“De-listing” means, in respect of any Share, that such Share is de-listed from the relevant Exchange or the relevant listing compartment of such Exchange and either ceases to be quoted on any other recognised exchange or has its listing maintained under conditions that the Calculation Agent determines significantly reduce the liquidity of such Shares.

#### **4. Risk factors**

##### **Credit risk**

The Issuer is liable for the repayment of the Final Redemption Amount of the Notes. Further information about the Issuer is available in the Information Memorandum dated 27 June 2003.

##### **Return risk**

The Final Redemption Amount cannot be less than the Specified Denomination. The market price of the Notes in the period until maturity will though be affected by the price performance of the Underlying Securities. A depreciation in the price of one or more of the Underlying Securities could lead to a depreciation in the price of the Notes, and accordingly lead to a loss, if the Notes are sold before the Maturity Date. Also changes in interest rate and volatility levels can affect the market price of the Notes.

##### **Liquidity risk**

The Issuer is in no obligation to establish or support a secondary market for the Notes. The price of the Notes in the period until maturity will depend on the current demand and supply for the Notes. Consequently the Notes can be characterized by relatively low liquidity, especially under turbulent market conditions, which could have a negative impact on the price.

## ANNEX B

### Underlying Securities

The Underlying Securities are the following:

<b>Company</b>	<b>Bloomberg Ticker</b>	<b>Primary Exchange</b>	<b>Industry Group</b>
Abbott Laboratories	ABT UN	New York	Pharmaceuticals
Altria Group Inc	MO UN	New York	Agriculture
American International Group	AIG UN	New York	Insurance
AOL Time Warner	AOL UN	New York	Media
AstraZeneca Plc	AZN LN	London	Pharmaceuticals
Bank of America Corp	BAC UN	New York	Banks
Barclays Plc	BARC LN	London	Banks
BellSouth Corp	BLS UN	New York	Telecommunications
BP Plc	BP/ LN	London	Oil & Gas
ChevronTexaco Corp	CVX UN	New York	Oil & Gas
Cisco Systems Inc	CSCO UQ	NASDAQ	Telecommunications
Citigroup Inc	C UN	New York	Diversified Fin. Services
Coca-Cola Co	KO UN	New York	Beverages
DaimlerChrysler AG	DCX GY	Xetra	Auto Manufacturers
Dell Inc	DELL UQ	NASDAQ	Computers
The Walt Disney Co.	DIS US	New York	Media
Eli Lilly & Co	LLY UN	New York	Pharmaceuticals
Eni SpA	ENI IM	Milan	Oil & Gas
Exxon Mobil Corp	XOM UN	New York	Oil & Gas
General Electric Co	GE UN	New York	Misc. Manufacturing
GlaxoSmithKline Plc	GSK LN	London	Pharmaceuticals
HBOS Plc	HBOS LN	London	Banks
HSBC Holdings Plc	HSBA LN	London	Banks
International Business Machines Corp	IBM UN	New York	Computers
ING Groep NV	INGA NA	Amsterdam	Insurance
Intel Corp	INTC UQ	NASDAQ	Semiconductors
Johnson & Johnson	JNJ UN	New York	Healthcare Products
JP Morgan Chase & Co	JPM UN	New York	Diversified Fin. Services
Lloyds TSB Group Plc	LLOY LN	London	Banks
Merck & Co. Inc.	MRK UN	New York	Pharmaceuticals
Microsoft Corp	MSFT UQ	NASDAQ	Software
Morgan Stanley	MWD UN	New York	Diversified Fin. Services
Nestle SA	NESN VX	Virt-x	Food
Nokia Oyj	NOK1V FH	Helsinki	Telecommunications
Novartis AG	NOVN VX	Virt-x	Pharmaceuticals
PepsiCo Inc	PEP UN	New York	Beverages
Pfizer Inc	PFE UN	New York	Pharmaceuticals
Procter & Gamble Co	PG UN	New York	Cosmetics / Personal Care
Roche Holding AG	ROG VX	Virt-x	Pharmaceuticals
Royal Bank Of Scotland Group Plc	RBS LN	London	Banks
Royal Dutch Petroleum	RDA NA	Amsterdam	Oil & Gas

<b>Company</b>	<b>Bloomberg Ticker</b>	<b>Primary Exchange</b>	<b>Industry Group</b>
SBC Communications Inc	SBC UN	New York	Telecommunications
Siemens AG	SIE GY	Xetra	Misc. Manufacturing
Total SA	FP FP	Paris	Oil & Gas
Toyota Motor Corp	7203 JT	Tokyo	Auto Manufacturers
UBS AG	UBSN VX	Virt-x	Diversified Fin. Services
Verizon Communications Inc	VZ UN	New York	Telecommunications
Vodafone Group Plc	VOD LN	London	Telecommunications
Wal-Mart Stores Inc	WMT UN	New York	Retail
Wyeth	WYE UN	New York	Pharmaceuticals

As shown, the basket of Underlying Securities consists of fifty Companies in total. The Companies are identical to the constituents of the “Dow Jones Global Titans 50 Index<sup>SM</sup>” as of June 2003. The Notes are though in no way linked to the Dow Jones Global Titans 50 Index<sup>SM</sup>, and the current and/or future value of the Dow Jones Global Titans 50 Index<sup>SM</sup> will have *no* impact on the Final Redemption Amount on the Notes. The individual price performance on each of the Underlying Securities alone will determine the Final Redemption Amount on the Notes.

The Dow Jones Global Titans 50 Index<sup>SM</sup> has been used as a filter in the selection of the Underlying Securities to ensure an un-biased composition of the underlying basket. The constituents of the Dow Jones Global Titans 50 Index<sup>SM</sup>, and thereby also the basket of Underlying Securities, are all well-known international companies that rank amongst the world’s largest companies. As of June 2003 their aggregate market capitalisation represented approximately 29 per cent of the global market value.

The Companies are broadly diversified with regard to industry sector and nationality, and all Companies are generally regarded as market leaders within their industry.

Further information about the constituents of the Dow Jones Global Titans 50 Index<sup>SM</sup> can be obtained on the internet at “[www.djindexes.com](http://www.djindexes.com)”.

#### **Disclaimer**

"Dow Jones" and "Dow Jones Global Titans 50<sup>SM</sup>" are service marks of Dow Jones & Company, Inc. Dow Jones has no relationship to the Issuer, other than the licensing of the Dow Jones Global Titans 50 Index<sup>SM</sup> (DJGT50) and its service marks for use in connection with the Notes.

#### **Dow Jones does *not*:**

- Sponsor, endorse, sell or promote the Notes.
- Recommend that any person invest in the Notes or any other financial products.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.
- Have any responsibility or liability for the administration, management or marketing of the Notes.
- Consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the DJGT50 or have any obligation to do so.

Dow Jones will not have any liability in connection with the Notes. Specifically,

- Dow Jones does not make any warranty, express or implied, and Dow Jones disclaims any warranty about:
- The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the DJGT50 and the data included in the DJGT50;
- The accuracy or completeness of the DJGT50 or related data;
- The merchantability and the fitness for a particular purpose or use of the DJGT50 or related data;
- Dow Jones will have no liability for any errors, omissions or interruptions in the DJGT50 or related data;
- Under no circumstances will Dow Jones be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if Dow Jones knows that they might occur.

The licensing relating to the use of the indexes and trademarks referred to above by the Issuer is solely for the benefit of the Issuer, and not for any other third parties.

## ANNEX C

### **The offer**

The offer (the "Offer") is expected to comprise the Bonus Global Basis Notes 2003/2007 and the Bonus Global Super Notes 2003/2007 (the "Notes") amounting to a minimum Aggregate Nominal Amount of DKK 10,000,000 ("Minimum Amount") for each of the Bonus Global Basis Notes 2003/2007 and the Bonus Global Super Notes 2003/2007 and a total minimum amount of DKK 50,000,000 being the sum of the Aggregate Nominal Amount of the Bonus Global Basis Notes 2003/2007 and the Bonus Global Super Notes 2003/2007 ("Combined Minimum Amount"). The Issuer and/or the relevant Dealer may decide to close for further orders when the Minimum Amount or the Combined Minimum Amount has been fully ordered, however such close for further orders cannot take effect earlier than 4 p.m. Copenhagen time on the first day of the Offer Period. The final size of the Offer will be decided upon at the maturity of the Offer Period.

### **The Offer Period**

The Offer Period will run from 8 September 2003 to 19 September 2003, both days inclusive. The Offer will take place only if the Minimum Amount and the Combined Minimum Amount have been fully ordered, and if a Bonus Rate of minimum 40.0 per cent on the Bonus Global Basis Notes 2003/2007 and minimum 70.0 per cent on the Bonus Global Super Notes 2003/2007 has been achieved. Payment Date in respect of the Offer will be 30 September 2003 whether or not the Issuer and/or the relevant Dealer decides to close for further orders prior to the expiry of the Offer Period. Notwithstanding the above, at any time (i) on or before 19 September 2003, each of the Issuer and the relevant Dealer may decide to revoke the Offer and cancel the Issue, and (ii) in the period from 20 September 2003 to 29 September 2003 both dates inclusive, the Issuer and the relevant Dealer may in agreement decide to revoke the Offer and cancel the Issue. If any part of the Offer is closed earlier than 19 September at 4 p.m. Copenhagen time or if the Offer is revoked, this will be announced via the Copenhagen Stock Exchange.

### **Submission of application forms**

To apply for the Bonus Global Basis Notes 2003/2007 and the Bonus Global Super Notes 2003/2007, the investor should fill in and submit the enclosed application form to his own account-holding institution during the Offer Period.

On the application form, the investor shall indicate the aggregate nominal amount of Notes, which he wishes to acquire in each of the Bonus Global Basis Notes 2003/2007 and the Bonus Global Super Notes 2003/2007. The aggregate nominal amount indicated shall not be less than DKK 10,000 for each of the Bonus Global Basis Notes 2003/2007 and the Bonus Global Super Notes 2003/2007 and must be divisible by DKK 1,000. Applications are binding when submitted.

### **Offer price**

The offer price for the Bonus Global Basis Notes 2003/2007 is 105.00 per cent, free of commissions.

### **Costs**

The costs associated with the Issue amounts to approximately 6.0 per cent of the Aggregate Nominal Amount.

- Selling commission: 4.0 per cent.
- Selling commission to Dealer: 1.6 per cent.
- Marketing costs, including advertising, brochures and printing: 0.3 per cent.
- Fee to the Copenhagen Stock Exchange, VP etc.: 0.1 per cent.

**Allocation and reduction**

The number of Notes offered will be determined by the Issuer and the relevant Dealer at the end of the Offer Period. Applications may be scaled down at the sole discretion of the relevant Dealer to obtain an appropriate allocation of the Notes.

**Delivery**

The Notes will be delivered to the accounts with VP, as specified in the application form, on 30 September 2003.

**Payment**

Payment for the offered Notes must be made in cash against delivery by way of registration in accounts with VP and to take place on 30 September 2003 even if the Offer is closed prior to 19 September 2003.

## ANNEX D

This Annex D describes the Issuer's understanding of the present Danish tax laws as of the Issue Date, primarily with regard to investors liable to tax in the Kingdom of Denmark. The following information is a general description, and special tax rules and details are not described. Other investors or investors in doubt of their taxation status should consult their own professional advisors.

### **Definition of the Notes for taxation purposes**

For taxation purposes the Notes are considered as an index-linked bond where the indexation is dependent on the performance of the underlying equities.

### **Private individuals (Personer)**

Investment in the Notes is subject to taxation of capital gains and indexation. Taxation takes place at the time of realisation of the Notes. Capital losses are not deductible.

### **Companies (Selskaber)**

Companies are taxed on capital gains and indexation on the Notes. Capital losses and indexation losses are deductible. Taxation normally takes place at the time of realisation of the Notes.

### **Investments based on funds in pension accounts (Pensionsmidler)**

The Notes can be acquired by investors subject to taxation as described in "Lov om pensionsafkastbeskatning (Pensionsafkastbeskatningsloven)" for example funds in bank pension schemes and insurance companies. The return will be subject to taxation as set out in Pensionsafkastbeskatningsloven.

The Notes issued are *not* subject to the 20 per cent rule for investments in Notes issued by a single issuer (as described in "Bekendtgørelse om puljepension og andre skattebegünstigede opsparingsformer m.v.").

### **Taxation of investors with a limited tax liability in Denmark**

Foreign investors not operating a business in the Kingdom of Denmark or participating in a business are not taxed on the return on investment in the Notes. Taxation of foreign investors is subject to legislation in the country of residence. Investors domiciled outside the Kingdom of Denmark should therefore consult their own professional advisors.

Investment in the Notes does not in itself constitute a tax liability to the Kingdom of Denmark. If the investor has an establishment in Denmark and as a consequence thereof has a limited tax liability to the Kingdom of Denmark, taxation rules in force for Danish investors can also apply, if the investment is a part of the Danish part of the business.