AT1 Investor Presentation

NIBC Bank June 2024









Disclaimer

- **IMPORTANT:** You must read the following before continuing. The attached presentation is in summary form and relates to an offering of securities as currently contemplated and has been prepared solely for information purposes and on the basis of your acceptance of this disclaimer and does not purport to be a complete description of all material terms or of the terms (which may be different from the any terms referred to herein) of an offering that may be finally consummated.
- This presentation (including the information and opinions presented therein) (Information) is confidential and is not to be circulated to any person or entity without the prior written consent of NIBC Bank N.V (the Issuer). References to NIBC Bank N.V. should be interpreted to include any of its affiliates or subsidiaries.
- The information and the opinions in this presentation have been prepared by the Issuer solely for use at meeting(s) regarding a proposed offering (the Offering) of capital securities to be issued by the Issuer (the Capital Securities). This presentation and its contents are strictly confidential, are intended for use by the recipient for information purposes only and may not be reproduced in any form or further distributed to any other person or published, in whole or in part, for any purpose. Failure to comply with this restriction may constitute a violation of applicable securities laws. By accessing or reading the presentation slides, you agree to be bound by the following limitations. This presentation is not directed to, or intended for distribution to or use by, any person or entity that is a citizen or resident of, or located in, any locality, state, country or other jurisdiction where such distribution or use would be contrary to law or regulation or which would require any registration or licensing within such jurisdiction.
- This presentation does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any securities. The making of this presentation does not constitute a recommendation regarding any securities.
- THE CAPITAL SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.
- No PRIIPs/UK PRIIPs key information documents (KID) has been prepared as the Capital Securities will not be made available to retail investors in the EEA or the UK.
- MiFID II target market eligible counterparties and professional clients only (all distribution channels).
 - 1) The Capital Securities are complex financial instruments. They are not a suitable or appropriate investment for all investors, especially retail investors. In some jurisdictions, regulatory authorities have adopted or published laws, regulations or guidance with respect to the offer or sale of securities such as the Capital Securities. Potential investors in the Capital Securities should inform themselves of, and comply with, any applicable laws, regulations or regulatory guidance with respect to any resale of the Capital Securities (or any beneficial interests therein).

2)

- a) In the UK, the FCA Conduct of Business Sourcebook (COBS) requires, in summary, that the Capital Securities should not be offered or sold to retail clients (as defined in COBS 3.4 and each a retail client) in the UK.
- b) Certain of the Joint Lead Managers (as defined below) are required to comply with COBS.
- c) By purchasing, or making or accepting an offer to purchase, any Capital Securities (or a beneficial interest in such Capital Securities) from the Issuer and/or the Joint Lead Managers, each prospective investor represents, warrants, agrees with and undertakes to the Issuer and each of the Joint Lead Managers that:
 - i. it is not a retail client in the UK; and
 - ii. it will not sell or offer the Capital Securities (or any beneficial interest therein) to retail clients in the UK or communicate (including the distribution of Prospectus) or approve an invitation or inducement to participate in, acquire or underwrite the Capital Securities (or any beneficial interests therein) where that invitation or inducement is addressed to or disseminated in such a way that it is likely to be received by a retail client in the UK.
- d) In selling or offering the Capital Securities or making or approving communications relating to the Capital Securities each prospective investor may not rely on the limited exemptions set out in COBS.
- 3) The obligations in paragraph 2 above are in addition to the need to comply at all times with all other applicable laws, regulations and regulatory guidance (whether inside or outside the EEA or the UK) relating to the promotion, offering, distribution and/or sale of the Capital Securities (or any beneficial interests therein), whether or not specifically mentioned in the Prospectus, including (without limitation) any requirements under MiFID II or the UK FCA Handbook as to determining the appropriateness and/or suitability of an investment in the Capital Securities (or any beneficial interests therein) for investors in any relevant jurisdiction.
- This presentation is made to and is directed only at persons who are (a) "investment professionals" as defined under Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Order) or (b) high net worth entities falling within article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). Any person who is not a relevant person should not act or rely on this presentation or any of its contents. Any investment or investment activity to which this presentation relates is available only to and will only be engaged in with such relevant persons.



Disclaimer

- Where acting as agent on behalf of a disclosed or undisclosed client when purchasing, or making or accepting an offer to purchase, any Capital Securities (or any beneficial interests therein) from the Issuer and/or any of the Joint Lead Managers, the foregoing representations, warranties, agreements and undertakings will be given by and be binding upon both the agent and its underlying client.
- This presentation does not constitute a recommendation or investment advice regarding the Capital Securities. This presentation is an advertisement and does not comprise a prospectus for the purposes of Regulation (EU) 2017/1129. This presentation does not constitute or form part of, and should not be construed as, an offer to sell, or the solicitation or invitation of any offer to buy or subscribe for, Capital Securities in any jurisdiction or an inducement to enter into investment activity. No part of this presentation, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. Any purchase of the Capital Securities in the Offering should be made solely on the basis of the Issuer's €200,000,000 Undated Deeply Subordinated Additional Tier 1 Fixed Rate Resettable Callable Capital Securities Preliminary Prospectus dated 25 June 2024 (the Prospectus) and, if the Capital Securities are to be issued, any final Terms) which will contain the definitive terms of the transactions described herein. Prospective investors are required to make their own independent investigations and appraisals of the business and financial condition of the Issuer and the nature of the Capital Securities before taking any investment decision with respect to the Capital Securities.
- This presentation is the sole responsibility of the Issuer and has not been approved by any regulatory authority. The information contained in this presentation speaks as of the date hereof and has not been independently verified.
- No representation, warranty or undertaking, expressed or implied, is or will be made by the Issuer or any bookrunner or manager appointed in connection with the Offering or their respective affiliates, advisers or representatives (collectively, the Joint Lead Managers) or any other person as to, and no reliance should be placed on, the truth, fairness, accuracy, completeness or correctness of the information or the opinions contained herein (and whether any information has been omitted from the presentation). Each Joint Lead Manager and, to the extent permitted by law, the Issuer and each of their respective directors, officers, employees, affiliates, advisers and representatives disclaims all liability whatsoever (in negligence or otherwise) for any loss however arising, directly or indirectly, from any use of this presentation or its contents or otherwise arising in connection with this presentation.
- To the extent available, the industry, market and competitive position data contained in this presentation comes from official or third party sources. Third party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the accuracy or completeness of such data.
- The distribution of this presentation and other information in connection with the Offering in certain jurisdictions may be restricted by law and persons into whose possession this presentation or any document or other information referred to herein comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This presentation and any materials distributed in connection with this presentation are not directed to, or intended for distribution to or use by, any person or entity that is a citizen or resident or located in any locality, state, country or other jurisdiction where such distribution, publication, availability or use would be contrary to law or regulation or which would require any registration or licensing within such jurisdiction. The Issuer does not accept any liability to any person in relation to the distribution or possession of this presentation in or from any jurisdiction.
- This presentation does not purport to identify all of the risks (direct and indirect) and information which may be associated with any decision relevant in respect of the proposed Offering.
- Certain statements made in this presentation are forward-looking statements. Forward-looking statements are sometimes, but not always, identified by their use of a date in the future or such words as "anticipates", "aims", "believes", "continue", "could", "due", "estimates", "expects", "goal", "intends", "may", "plans", "project", "seeks", "should", "targets", "will" or the negative or other variations of these terms and related and similar expressions. Such statements are based on current expectations and are subject to risks and uncertainties that could cause actual results or developments to differ materially from any expected future events or results referred to in or implied by these forward-looking statements. The forward-looking statements contained in this presentation speak only as of the date that this presentation was prepared and the Issuer does not undertake to update or revise any forward-looking statements, whether as a result of new information, future developments, occurrence of unanticipated events or otherwise.
- Nothing in this presentation should be construed as legal, tax, regulatory, accounting or investment advice. Each recipient of this presentation contemplating participating in the Offering must make (and will be deemed to have made) its own independent investigation and appraisal of the business, operations, financial condition, prospects, creditworthiness, status and affairs of the Issuer and consult with its own legal, tax, regulatory, accounting or investment advisers to the extent necessary.
- All opinions and estimates in this presentation are subject to change without notice. Neither the Issuer or the Joint Lead Managers are under any obligation to update or keep current the information contained herein.
- Certain data in this presentation has been rounded. As a result of such rounding, the totals of data prescribed in this presentation may vary slightly from the arithmetic total of such data.



Table of contents

Summary

- I. Business update FY 2023
- II. Financial results FY 2023
- III. Transaction Details

Appendix





SUMMARY



Transaction overview

AT1 New Issue and Tender Offer overview

Investment thesis

- Long standing history of over 75 years as a commercial bank in the Netherlands
- Successful execution of its strategy has significantly reshaped the profile and asset mix of NIBC mortgages 77% of the business with a run down in non-core activities
- NIBC has shown continued growth (+32% net profit in 2023) and efficiency (44% cost/income ratio) underpinning a strong performance
- Strong underlying capitalisation protecting distribution capacity and principal amount: **Buffer to MDA of 6.2%** (NIBC Holding) and **ADIs at EUR 1.7 bn per year end 2023** (NIBC Bank)
- Opportunity to participate in a rare AT1 offering (first since 2017) with limited future needs

Summary terms

- EUR 200 million (WNG) PerpNC6 AT1, including 6-month par call ahead of first reset date
- Expected issue ratings: BB- by S&P and BB by Fitch
- AT1 structure broadly aligned with 2017 deal. Key updates include a 6-month par call and clean-up call (75%)
- 5.125% CET1 trigger, temporary write-down loss absorption mechanism, discretionary, semi-annual, non-cumulative coupons

Tender offer

- Concurrent "Any and all" Tender Offer to purchase the existing EUR 200 million 6% AT1 Capital Securities, callable in Oct-2024
- Purchase price of 100.20%
- NIBC may give preference in allocation of the new issue to investors who have validly tendered or indicated intention to tender
- The Offer is subject, without limitation, to the successful completion of the issue and settlement of the new issue
- Expiration Deadline for the Tender Offer is 5pm CEST on 3 July 2024

Transaction rationale

- Optimisation of NIBC's capital stack
- Capital support (Total Capital and Leverage ratios)
- Rating agency purposes



NIBC's business model

Focused strategy on asset-based financing



RESIDENTIAL MORTGAGES

- Owner occupied (on balance and including LOT)
- Originate to manage (off-balance)
- Rental property (Buy-to-Let)

Exposure

EUR 26.9 billion

Typical ticket size

EUR 0.1 – 2.5 million



ASSET-BASED FINANCE

- Commercial Real Estate
- Shipping
- Digital Infrastructure

Exposure

EUR 4.7 billion

Typical ticket size

EUR 5 - 50 million

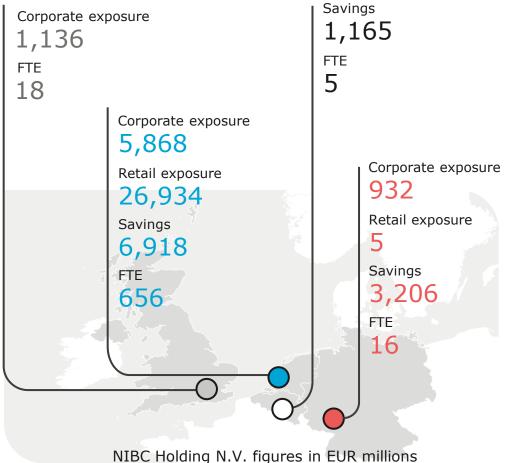
PLATFORMS

- Equipment leasing (Beequip)
- Automotive fleet financing (yesgar)

Exposure **EUR 1.8 billion**

Typical ticket size

EUR 0.03 - 10 million



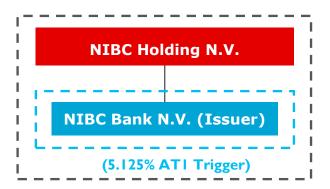




Issuer structure & developments

NIBC structure

Group consolidated (5.125% AT1 Trigger)



- NIBC is exploring the option to simplify its group structure through the execution of a legal merger between NIBC Bank N.V. as acquiring company and NIBC Holding N.V. as disappearing company¹
- The intended merger has the aim of further streamlining the organisation and removing inefficiencies in the capital structure

Recent developments²

NIBC Holding N.V. continuously optimises its portfolios. NIBC Holding N.V. has recently signed an agreement to sell its shipping portfolio of senior secured loans of USD 992 million. Furthermore, NIBC Holding N.V. is currently investigating strategic options for its platform Beequip.

Exposure

These two activities contributed EUR 2.4 billion to NIBC's exposure as of FY 2023

(vs FY 2023 -11%)

Profit

In the NIBC Holding N.V. 2023 segment report Beequip and shipping are included in net profit attributable to shareholders for EUR 32 million (16%)³

RWA

 These two activities contributed EUR 1.7 billion to RWA as of FY 2023

(FY 2023 RWA EUR 9.3 billion)

Capital position

- As stated in Annual Report 2023 NIBC Holding N.V., the CET1 ratio is expected to be between 16%-17% at the start of 2025 following the combined implementation of the updated internal models and Basel IV
- Post the sale of its shipping portfolio and independently of the outcome of the strategic options investigation for Beequip, NIBC expects to steer its CET1 ratio within the same range (16%-17%)

(FY 2023 CET1 ratio 18.8%)



^{1.} Such a legal merger would be subject to approval from the regulators and shareholders of the companies. The estimated impact of the simplification of its group structure on NIBC's Tier 1 ratio and Total Capital ratio equals an increase of 0.8% at a Holding level, compared to 31 December 2023.

^{2.} For a complete disclosure with respect to recent developments, please refer to the prospectus.

^{3.} Note 1 of the Annual Report 2023 NIBC Holding N.V.

I. BUSINESS UPDATE FY 2023



NIBC reports a strong FY result

NIBC shows continued growth and enhanced efficiency

NET PROFIT

EUR 204 million

(vs FY 2022 +32%)

COST/INCOME RATIO

44%

(FY 2022 52%)

RETURN ON EQUITY

10.9%

(FY 2022 8.6%)

NET INTEREST MARGIN

2.06%

(vs FY 2022 +15 bps)

CET1 RATIO

18.8%

(FY 2022 17.8%)

RETURN ON TARGET CET1 CAPITAL 13%

16.5%

(FY 2022 11.6%)



Successful execution of our focused strategy

Growth core activities, discontinuation non-core activities

GROWTH CORE ACTIVITIES

Exposure increased with EUR 2.0 billion



Mortgages

+6%



Asset Based Finance

+4%

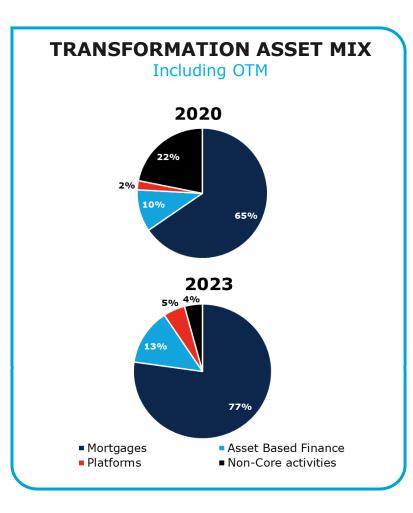


Platforms

+23%



Savings +7%



NON-CORE ACTIVITIES

Exposure in 2023 decreased with EUR 2.4 billion to EUR 1.5 billion



-62% Vs FY 2022

2023

Three non-recurring portfolios sold:

- CLO Platform
- Equity Investment Activities
- Remainder of the Leveraged Finance Portfolio

2022

- Offshore Energy and LF sold
- Structured finance and Mid Markets (Germany) in execution
- German Office (corporate) closed
- M&A discontinued
- Lendex sold



Dedicated strategy execution

Our focused business model allows for strong performance



MORTGAGES

+6%

- Total loan portfolio EUR 26.9 bn (2022: EUR 25.5 bn)
- Origination: EUR 3.3 billion (2022: EUR 6.1 billion)
- Servicing ~200k clients
- Market share 4.2%
- Lot Hypotheken has won the 'Groene Lotus Award' and for the second time in a row the 'Gouden Lotus Award' in the category new entrants



ASSET BASED FINANCE

+4%

- Exposure EUR 4.7 billion (2022: EUR 4.5 billion)
- Origination: EUR 1.7 billion
- Servicing ~500 clients
- Focus on continuing growth in core portfolios
- Strong quality portfolio with no losses



PLATFORMS

+23%

- Exposure EUR 1.8 Billion (2022: EUR 1.4 billion)
- Origination: EUR 0.8 billion
- Servicing ~5000 clients
- yesqar: largest challenger in automotive sector
- Beequip: largest alternative
 SME financier



Additional highlights 2023

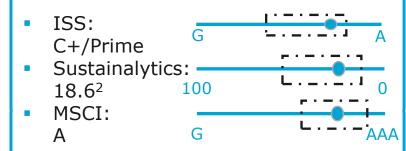
ESG

- 'Groene Lotus award' for Lot Hypotheken within the new entrants' category
- 9.14 % Green Asset Ratio (GAR)
- 54% reduction in Scope 1, 2 and 3 Emissions from 2022, 82% reduction from 2019 baseline
- NIBC ESG strategy to support clients in their sustainability journey across all core asset classes

RATING

- Fitch¹: A-, stable outlook
- S&P1: BBB, stable outlook
- Moody's¹: A2, stable outlook

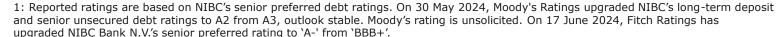
ESG ratings:

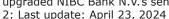


OTHER

- Net promoter score corporate lending: +87% (2022: +86%)
- NIBC mortgages customer survey score: 8.3 (2022: 8.5)
- NIBC savings customer survey score: 8.0 (2022: 8.1)
- Male/female ratio improved to 64%/36%
- Gender balance achieved in Managing Board
- New brand identity launched:

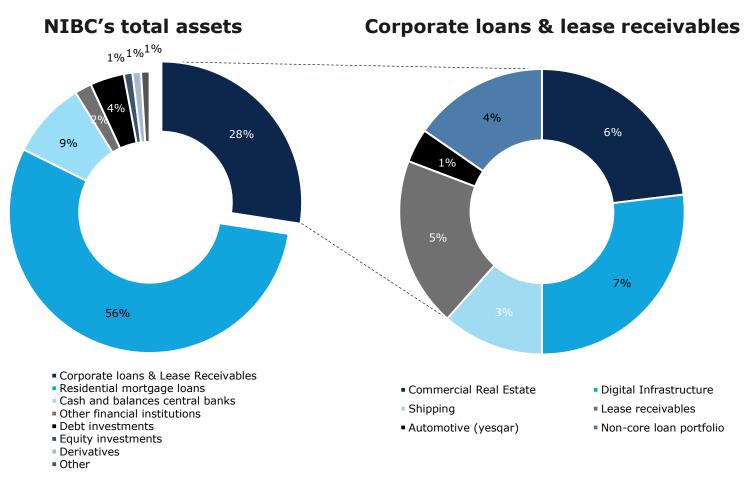








Composition of NIBC's total assets on balance



- Total assets of EUR 23.2bn at FY 2023
- The current composition is reflecting the continued rebalancing strategy to focus on asset-backed financing
- Cash and banks remains at a solid level, reflecting NIBC's prudent approach to liquidity management

II. FINANCIAL RESULTS FY 2023



P&L NIBC

Strong performance 2023, driven by increased net interest income and good cost control

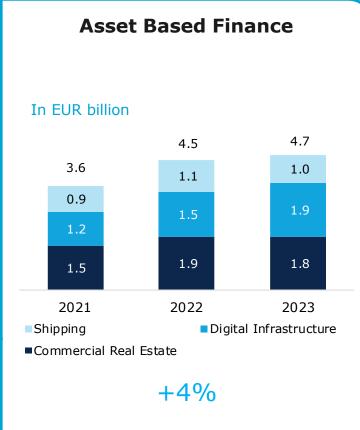
| in EUR millions | 2023 | 2022 | 2021 |
|--|------|------|------|
| | | | |
| Net interest income | 463 | 423 | 390 |
| Net fee and commission income | 41 | 47 | 46 |
| Investment income | (2) | 39 | 84 |
| Other income | 43 | (36) | 5 |
| Operating income | 545 | 473 | 525 |
| Operating expenses | 237 | 247 | 251 |
| Net operating income | 308 | 226 | 274 |
| Credit loss expense / (recovery) | 25 | 20 | 37 |
| Gains or (losses) on disposal of assets | 7 | (2) | 3 |
| Tax | 73 | 37 | 40 |
| Profit after tax | 216 | 167 | 194 |
| Profit attributable to non-controlling shareholders (AT-1) | 12 | 12 | 12 |
| Profit after tax attributable to shareholders | 204 | 155 | 182 |

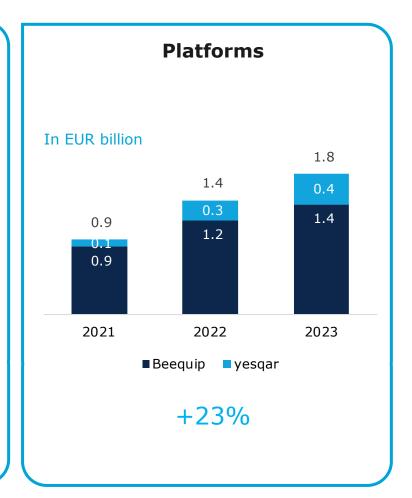


Growth in all operating segments

Focused strategy is paying off



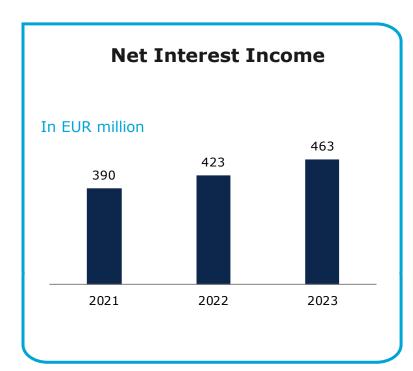


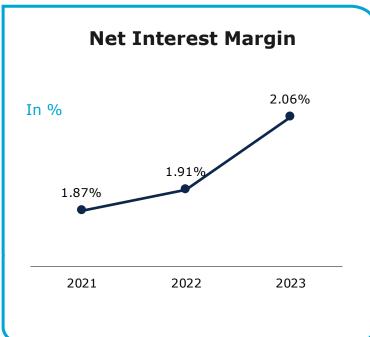


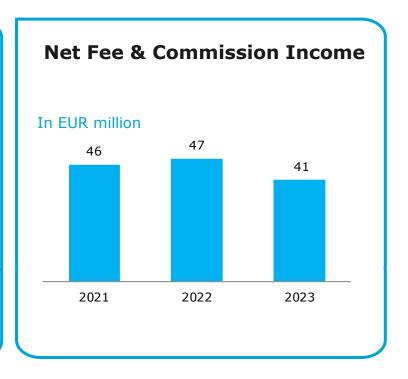


Improved base for future income generation

Continued growth in core asset classes and increased profitability with a NIM of 206bps





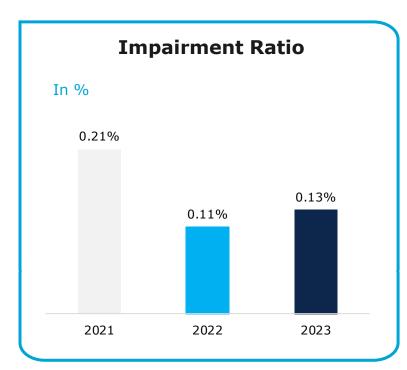


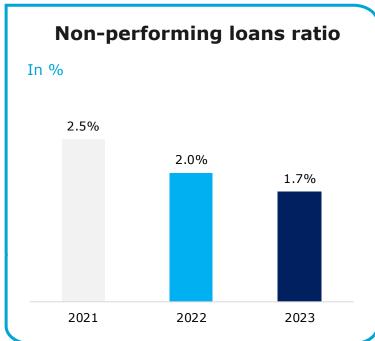
- Net Interest Income increased with EUR 40 million to EUR 463 million, 9% up compared to FY 2022, mainly driven by the strong performance in our core
 asset classes and positive developments in funding costs
- Net Fee & Commission income decreased in line with our strategy from EUR 47 million to EUR 41 million mainly driven by the sale of our CLO platform

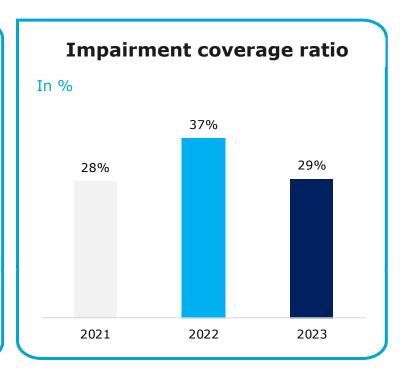


De-risking reflected in low impairments

Credit losses also remain moderate in 2023 at EUR 25 million







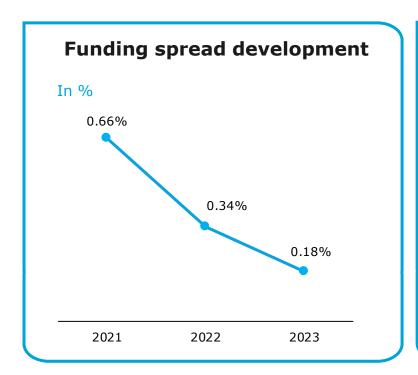
Credit losses remain moderate also in 2023 at EUR 25 million:

- Impairments Asset Based Finance are close to zero
- Impairment Mortgages also close to zero but includes management overlay due to the challenging macro-economic environment
- Impairments non-core amounts to EUR 19 million largely driven by individual impairments on non-performing clients
- Impairments Platforms amounts to EUR 5 million

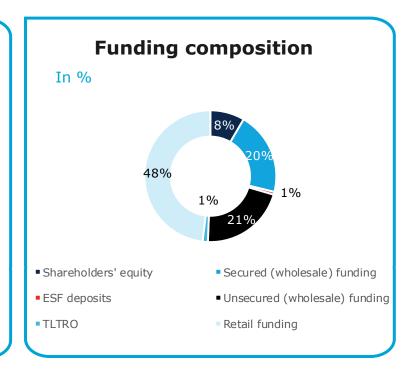


Liquidity management

Funding spread further declined mainly due to a lower spread in retail savings







- During 2023 the funding spread further declined from 34bps to 18bps driven by interest rate increases by the ECB. The difference between the actual interest rate and the retail funding spread leads to an additional benefit in interest income. The positive trend is expected to be near or at its end
- Strong key liquidity ratios with an LCR of 243% and a NSFR of 131%. Both ratios increased compared to previous period through continued prudent approach in these volatile markets
- In 2023 NIBC issued a EUR 500 million fixed rate senior non-preferred bond with a maturity of two and a half years, another senior non-preferred bond of EUR 500 million with a maturity of five years and a Soft bullet Covered bond of EUR 500 million with a maturity of seven years



Retail Savings

Total volume retail savings increasing driven by higher volumes in the Netherlands



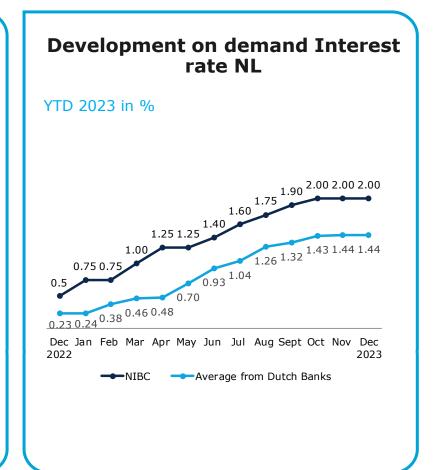
New clients NL

Successful marketing campaign on term deposit 1-year

15,000

Savings on demand NL

2.00%

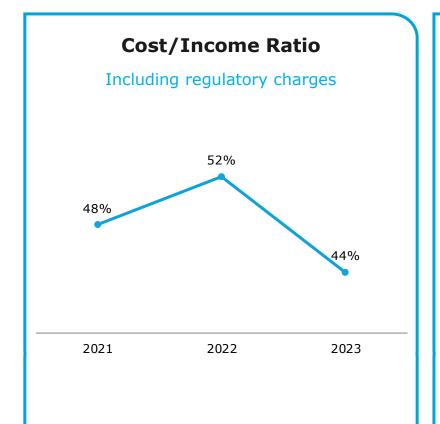


¹ Source: ECB published data via Eurostat. Specific column used: Bank interest rates - deposits redeemable at notice of up to three months - Netherlands (MIR.M.NL.B.L23.D.R.A.2250.EUR.N)



Decreasing operating expenses

Managing expenses despite inflationary environment whilst investing in growth and data



Operating Expenses

EUR 237 million

Vs 2022: 247 million

-4% Vs 2022

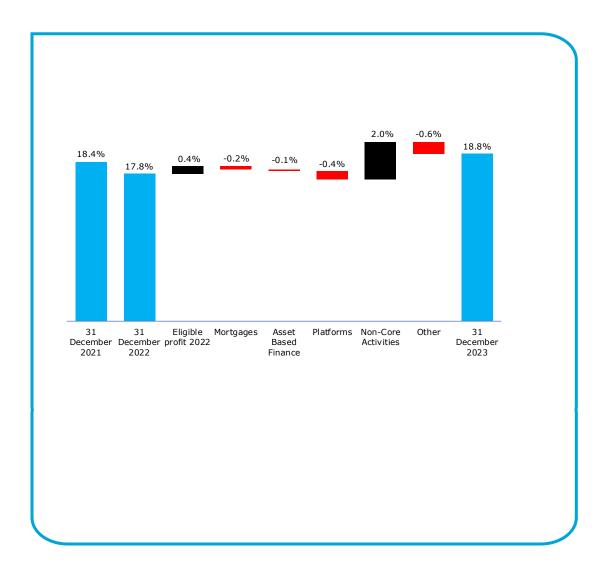
Observations

- Cost/Income ratio is within target, with our medium-term objective bandwidth set at 40%-45%
- Decrease compared to FY 2022 mainly driven by:
 - Lower expenses on consultants and projects
 - Lower process outsourcing expenses due to lower origination volumes within the mortgage portfolios



Improved capital position

CET1 ratio has improved due to reduction non-core portfolio and addition net profit 2022



- NIBC has a strong capital position reflected in the CET1 ratio of 18.8%
- Reduction of the Non-Core Activities contributed to an increase of 2.0% in the CET1 ratio, driven by the sale of the equity investment activities (0.7%), the sale of the North Westerly CLOs (0.1%), the remainder of the Leveraged Finance portfolio (0.2%) and the reduction of other Non-Core Activities (1.0%)
- Forward looking: the CET1 ratio is expected to decrease by net 1.7%-2.4% to 16%-17% at the start of 2025, following the implementation of internal model corporate exposures (increase RWA end 2024 with 25%-30%) and the implementation of Basel IV 2025 (decrease RWA 15-20% start Basel IV)
- NIBC Bank is expected to be wound down through normal insolvency proceedings (liquidation)
- The total risk exposure amount based MREL requirement for NIBC Bank has been established to be equal to the SREP requirement (excluding buffer requirements and P2 guidance)
- Exploration of merger between NIBC Bank and NIBC Holding may increase the group's Tier 1 and Total Capital ratios by 0.8%
- The CCyB for Dutch exposures further increased to 2% from 1% as of 31 May 2024
- NIBC has recently signed an agreement to sell its shipping portfolio of senior secured loans of USD 992 million and is currently investigating strategic options for its platform Beequip. These two activities contributed EUR 2.4 billion (11%) to exposures and EUR 1.7 billion (18%) to risk weighted assets of NIBC Holding N.V. as of the end of 2023. Post the sale of its shipping portfolio and independently of the outcome of the strategic options investigation for Beequip, NIBC expects to steer its CET1 ratio to 16%-17% at the start of 2025



Medium-Term Objectives

Based on our strong financial performance, we meet all medium-term objectives

| | Target | 2023 |
|--------------------------------|--------|----------------------------|
| Return on target CET 1 capital | ≥ 15% | 16.5% |
| Cost Income Ratio | 40-45% | 44% |
| Common Equity Tier 1 ratio | ≥ 13% | 18.8% |
| Rating Bank ¹ | BBB+ | A2 / BBB / A- ² |
| Dividend pay-out ratio | ≥ 50% | 100% |

^{1:} Reported rating is NIBC Bank's senior preferred debt rating as issued by the different rating agencies



^{2:} The Moody's rating on NIBC is unsolicited. Moody's upgraded NIBC Bank's senior preferred debt rating in May 2024 to A2 from A3 and Fitch upgraded NIBC Bank's senior preferred debt rating in June 2024 to A- from BBB+

III. TRANSACTION OVERVIEW



Distance to Trigger & MDA Restrictions

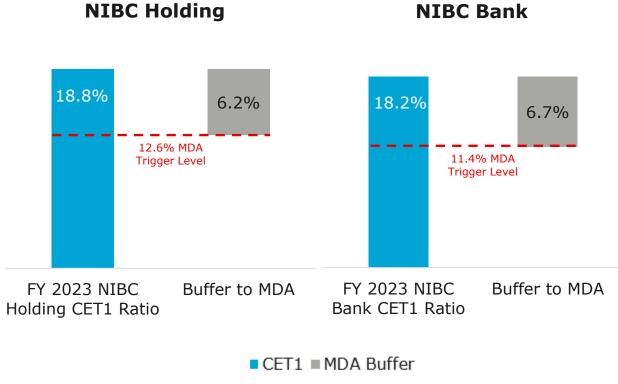
Strong Buffer to Trigger¹

- Strong capital position reflected in NIBC's 18.8% CET1 ratio (Holding)
- Buffer to 5.125% trigger of 13.7% (Holding) and 13.1% (Bank)

NIBC Holding NIBC Bank 13.7% 13.1% 10.1% 10.2% 1.0% 1.1% 18.8% 18.2% 2.5% 2.5% 2.1% 2.2% 5.125% 5.125% Trigger Trigger 4.5% 4.5% NIBC Holding (2) NIBC Bank (2) **SREP SREP** Requirements Requirements CET1 (1) CFT1 (1) ■ Pillar II ■ Pillar I ■ CCB ■ CCyB CFT1

Large Buffer to MDA

- Group MDA buffer of 6.2% above the 12.6%³ trigger level
- Issuer solo (Bank) buffer of 6.7% above the 11.4%³ MDA trigger level
- Available distributable items of the Issuer amounted to EUR 1,683 million
- NIBC intends to prioritise AT1 distributions over equity payouts to the shareholder





^{1.} Pillar II guidance not disclosed

^{2.} All numbers as of FY 2023 for NIBC Holding N.V. and NIBC Bank N.V.

^{3.} Including AT1 / Tier 2 shortfalls

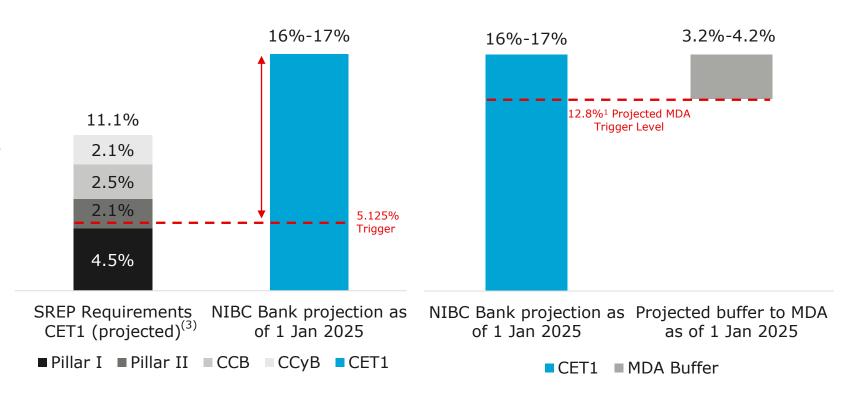
Forward-looking & impact of recent developments

Capital position

- As stated in NIBC's 2023 Annual Report, the group CET1 ratio is expected to be between 16%-17% at the start of 2025 following the combined implementation of updated internal models and Basel IV
- If the sales of the activities mentioned in recent developments are realised, NIBC expects to continue to steer its CET1 ratio within the same 16%-17% range
- The 0.8% expected increase in the group's Tier 1 and Total Capital ratios as a result of the intended Bank and Holding merger will lower the group's projected MDA trigger level by 0.8%
- The 1% increase in the CCyB for Dutch exposures to 2% as of 31 May 2024 will in turn increase the MDA trigger level
- The resulting MDA trigger level is projected to stand at 12.8%¹, before any residual Tier 2 optimization capacity







^{2.} Indicative projections based on FY 2023 financials for guidance only; projected SREP Requirements based on FY 2023 SREP requirements of NIBC Holding N.V.; the impact of the CCyB increase for Dutch exposures is shown for simplicity as the full 1%





^{1.} Including AT1 / Tier 2 shortfalls as of FY 2023

New Issue - Summary Terms and Conditions

Summary Terms of the New Additional Tier 1 Capital Securities

| Issuer | ■ NIBC Bank N.V. |
|---|--|
| Instrument | €200m Undated Deeply Subordinated Additional Tier 1 Fixed Rate Resettable Callable Securities (the "Capital Securities") |
| Issuer Rating | A2 (stable) ¹ / BBB (stable) / BBB+ (stable) (Moody's / S&P / Fitch) |
| Expected Issue Rating | BB- / BB (S&P / Fitch) |
| Status | Unsecured and deeply subordinated obligations of the Issuer; senior only to the rights and claims of creditors in respect of all present and future Junior Obligations of the Issuer |
| Currency & Size | ■ €200m (WNG) |
| Tenor | ■ PerpNC6 |
| First Reset Date | ■ [•] July 2030 |
| Optional Redemption | Redeemable at the option of the issuer at the Prevailing Principal Amount on [•] January 2030 (the "First Call Date") to and including the First Reset Date or on any Interest Payment Date thereafter; customary Tax and Capital Event early redemption provisions allowing for redemption anytime at the Prevailing Principal Amount in case of adverse changes to tax or capital recognition respectively; Clean-up Call if 75% or more of the Capital Securities originally issued has been purchased and cancelled, in each case subject to regulatory approval |
| Substitution and Variation | If a Capital Event or a Tax Event has occurred and subject to compliance with any conditions prescribed under Applicable Banking Regulations, including the prior permission of the Competent Authority (if required), Issuer may at its option substitute all of the Capital Securities or vary the terms of all of the Capital Securities provided that they remain become compliant with Applicable Banking Regulations with respect to Additional Tier 1 Capital provided that it does not result in terms that are materially less favourable to the Holders |
| Interest | • [•]% semi-annually payable in arrear, reset at the First Reset Date and every fifth anniversary thereafter at the 5-year Mid-Swap Rate plus the initial Margin |
| Non-Cumulative Interest Cancellation | At any time at the Issuer's discretion. Mandatory cancellation upon insufficient Distributable Items or if payment exceeds the Maximum Distributable Amount or if competent authority orders cancellation |
| Loss Absorption Mechanism | • Temporary write-down upon breach of 5.125% CET1 ratio at Group and/or Issuer; discretionary write-up (subject to certain conditions/restrictions). |
| Governing Law | Laws of the Netherlands |
| Denominations / Listing | € 200,000 + € 100,000 / Euronext Amsterdam |
| Joint Lead Managers | ABN AMRO, Morgan Stanley, UBS Investment Bank |

^{1.} On 30 May 2024, Moody's Ratings upgraded NIBC Bank's long-term deposit and senior unsecured debt ratings to A2 from A3, outlook stable. Moody's rating is unsolicited. On 17 June 2024, Fitch Ratings has upgraded NIBC Bank N.V.'s Long-Term Issuer Default Rating (IDR) to 'BBB+' from 'BBB', stable outlook. Please refer to the Base Prospectus for the full Terms & Conditions. Capitalised terms used in this summary and not otherwise defined in this presentation shall have the meanings ascribed to them in the Terms and Conditions of the Base Prospectus



Tender Offer – Summary Terms and Conditions

Summary Terms of the Additional Tier 1 Tender Offer

| Offer | Tender offer targeting one series of Additional Tier 1 notes (the "Capital Securities") |
|--|---|
| Issuer | ■ NIBC Bank N.V. |
| Description of the Notes | • €200m Undated Deeply Subordinated Additional Tier 1 Fixed Rate Resettable Callable Capital Securities with a First Call Date in October 2024 (ISIN: XS1691468026) |
| Amount Subject to the Offer | Any & All |
| Purchase Price | 1 00.20 % |
| Accrued Interest | ■ To be paid |
| Rationale for the Offer | The Issuer is making the Offer in order to provide liquidity to the Holders of the Capital Securities. The Offer also provides the holders of the Capital Securities with an opportunity to sell their Capital Securities and to receive, at the sole and absolute discretion of the Issuer, priority in the allocation of the New Capital Securities |
| New Financing Condition | Purchase of any Capital Securities pursuant to the Offer is subject to the settlement of the issue of the New Capital Securities |
| Priority Allocation in the New Capital Securities | "Soft" priority of allocation; investors who tender or indicate a firm intention to tender may receive priority of allocation in the New Capital Securities, at the sole discretion of the issuer |
| Timetable | Commencement of the Offer: 25 June 2024 Pricing of the New Capital Securities (expected): 27 June 2024 Expiration Deadline: 5pm CEST 3 July 2024 Announcement of Results: 4 July 2024 Settlement Date (expected): 5 July 2024 |
| Joint Dealer Managers | ABN AMRO, Morgan Stanley, UBS Investment Bank |



APPENDIX



Balance sheet NIBC Holding N.V.

| ASSETS | | | |
|--------------------------------|--------|--------|--------|
| in EUR millions | 2023 | 2022 | 2021 |
| Cash and banks | 2,545 | 2,948 | 2,614 |
| Loans | 5,042 | 5,164 | 5,673 |
| Lease receivables ¹ | 1,281 | 1,090 | 781 |
| Mortgage loans | 12,911 | 11,990 | 11,940 |
| Debt investments | 908 | 876 | 924 |
| Equity investments | 124 | 166 | 237 |
| Derivatives | 156 | 162 | 334 |
| Other assets | 210 | 411 | 218 |
| Total assets | 23,177 | 22,807 | 22,722 |

| 1 :- 6: | lities and | |
|---------|------------|--|
| | | |
| | | |

| in EUR millions | 2023 | 2022 | 2021 |
|--|--------|--------|----------|
| | | | |
| Retail funding | 11,148 | 10,310 | 10,549 |
| Funding from securitised mortgage loans | 0 | 221 | 267 |
| Covered bonds | 4,529 | 4,016 | 4,011 |
| ESF (including other deposits GE) | 159 | 240 | 298 |
| All other senior funding | 4,714 | 5,294 | 4,939 |
| Tier 1 and subordinated funding | 224 | 202 | 263 |
| Derivatives | 129 | 232 | 154 |
| All other liabilities | 122 | 128 | 154 |
| Total liabilities | 21,025 | 20,643 | 20,636 |
| | | | |
| 5 % W % W % W W W W W W W W W W W W W W | 1.053 | 1.054 | 1.006 |
| Equity attributable to shareholders of the company | 1,952 | 1,964 | 1,886 |
| Capital securities (non-controlling interest) | 200 | 200 | 200 |
| Equity attributable to non-controlling interests | - | - | <u>-</u> |
| Total liabilities and shareholders' equity | 23,177 | 22,807 | 22,722 |

¹ Includes finance leases only



Balance sheet NIBC Bank N.V.

| Assets | | | |
|--------------------------------|--------|--------|--------|
| in EUR millions | 2023 | 2022 | 2021 |
| Cash and banks | 2,532 | 2,928 | 2,598 |
| Loans | 6,342 | 6,292 | 6,530 |
| Lease receivables ¹ | 5 | 5 | 8 |
| Mortgage loans | 12,911 | 11,990 | 11,940 |
| Debt investments | 908 | 876 | 924 |
| Equity investments | 124 | 166 | 237 |
| Derivatives | 156 | 162 | 334 |
| Other assets | 73 | 273 | 88 |
| Total assets | 23,050 | 22,692 | 22,658 |

| 1 10 | hiii | tion | and | equ | 4. |
|------|------|------|------|-----|-----|
| LIA | DIII | ues | allu | euu | ILV |

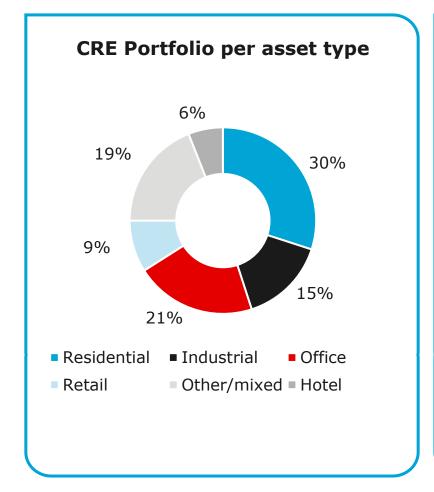
| in EUR millions | 2023 | 2022 | 2021 |
|--|--------|--------|--------|
| | | | |
| Retail funding | 11,148 | 10,310 | 10,549 |
| Funding from securitised mortgage loans | 0 | 221 | 267 |
| Covered bonds | 4,529 | 4,016 | 4,011 |
| ESF (including other deposits GE) | 159 | 240 | 298 |
| All other senior funding | 4,803 | 5,344 | 4,977 |
| Tier 1 and subordinated funding | 224 | 202 | 263 |
| Derivatives | 129 | 232 | 154 |
| All other liabilities | 73 | 82 | 111 |
| Total liabilities | 21,065 | 20,647 | 20,630 |
| | | | |
| Equity attributable to shareholders of the company | 1,785 | 1,845 | 1,828 |
| Capital securities (non-controlling interest) | 200 | 200 | 200 |
| | 200 | 200 | 200 |
| Equity attributable to non-controlling interests | 22.050 | 22.602 | 22.650 |
| Total liabilities and shareholders' equity | 23,050 | 22,692 | 22,658 |

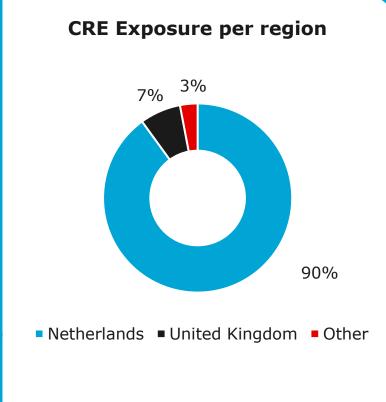
¹ Includes finance leases only



Commercial Real Estate at NIBC

Focus on residential real estate





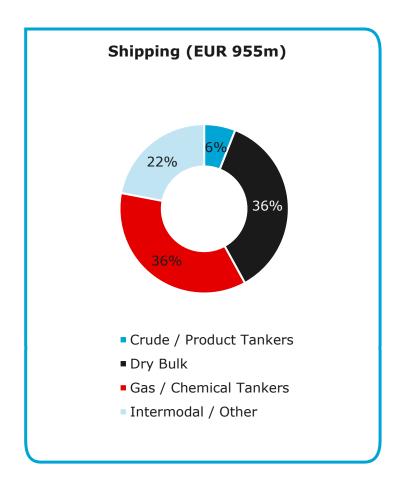
Observations

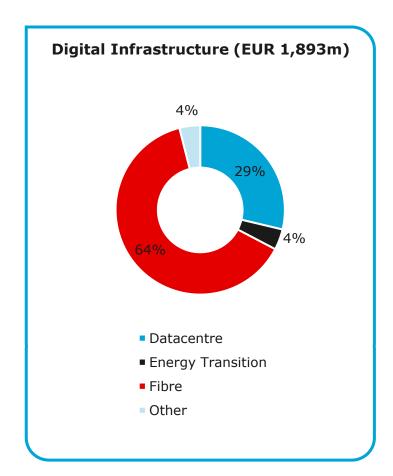
- The weighted average loan-to-value of the commercial real estate portfolio is 55%
- Strong focus on residential real estate (30% of total portfolio)
- Part of our Office exposure has been acquired by our clients for re-development into residential properties
- No CRE exposure in Germany, nor in the US
- NPE and impaired exposure are zero



Asset-Backed Finance

Portfolio details Shipping and Digital Infrastructure





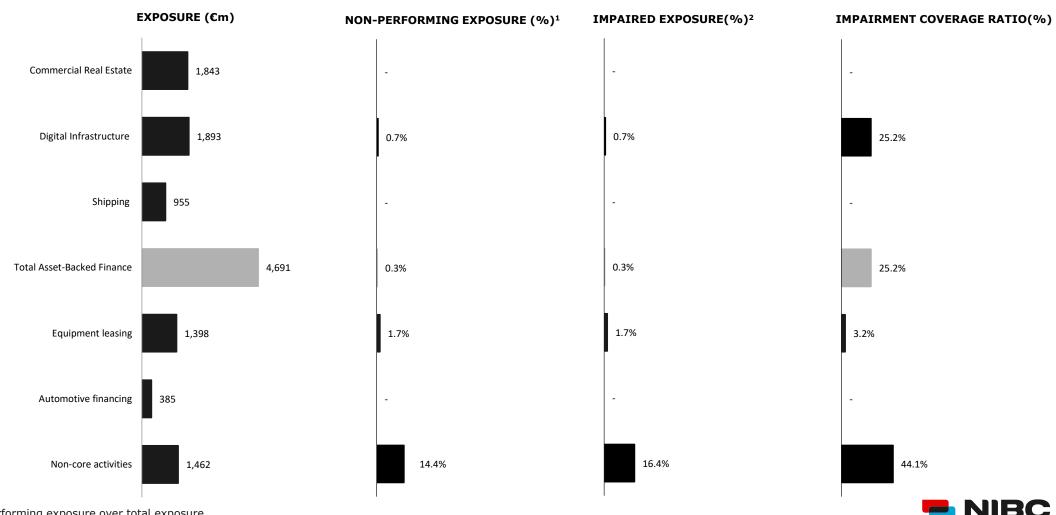
Observations

- The weighted average loan-to-value of the shipping portfolio is 41%
- Shipping exposure spread across The Netherlands (25%), Germany (19%), United Kingdom (6%), rest of Europe (38%) and Other (13%)
- Digital Infrastructure exposure spread across The Netherlands (20%), Germany (23%), United Kingdom (23%) and rest of Europe (33%)



Corporate portfolio management

Loan portfolio well spread across sectors (FY 2023)



^{1:} Non-performing exposure over total exposure

^{2:} Impaired exposure over total exposure