

FINAL TERMS

Final Terms dated 7 May 2024

NIBC BANK N.V.

*(Incorporated with limited liability under the laws of The Netherlands
and having its corporate seat in The Hague)*

Legal Entity Identifier (LEI) B64D6Y3LBJS4ANNPCU93

Issue of USD 20,000,000 2 Year Senior Preferred Floating Rate Notes due 13 May 2026
under the Euro 20,000,000,000 Programme for the Issuance of Debt Instruments

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

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

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

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive 2016/97/EU, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 (as amended or superseded).

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (hereinafter referred to as the "**Conditions**") set forth in the offering circular dated 29 June 2023 (including any supplement thereto, the "**Offering Circular**") which constitutes a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8.4 of the Prospectus Regulation and must be read in conjunction with the Offering Circular as so supplemented in order to obtain all the relevant information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular as so supplemented.

The Offering Circular and any supplement to the Offering Circular are available on, and a copy of these Final Terms will be published on, the Issuer's website (<https://nibc.com/investor-relations/debt-investors/euro-medium-term-notes/>). Such documents are also available for inspection or collection upon reasonable request during normal business hours at the registered office of the Issuer at Carnegieplein 4, 2517 KJ, The Hague, The Netherlands and at the specified office of the Fiscal Agent at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom and copies may also be delivered via email.

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| 1. | Issuer: | NIBC Bank N.V. |
| 2. | (i) Series Number: | 1804 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single series: | Not Applicable |
| 3. | Specified Currency or Currencies: | US Dollar (" USD ") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | 20,000,000.00 |
| | (ii) Tranche: | 20,000,000.00 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | 200,000 and integral multiples of 1,000 in excess thereof up to and including 399,000. |
| | (ii) Calculation Amount: | 1,000 |
| 7. | (i) Issue Date: | 13 May 2024 |
| | (ii) Interest Commencement Date (if different from the Issue Date): | Issue Date |
| 8. | Maturity Date: | 13 May 2026 (the " Scheduled Maturity Date ") |
| 9. | Interest Basis: | Floating Rate SOFR + 1.00 per cent |
| 10. | Minimum Interest Amount: | Not Applicable |
| | Maximum Interest Amount: | Not Applicable |
| 11. | Redemption/Payment Basis: | Redemption at par |
| 12. | Change of Interest Basis | Not Applicable |
| 13. | Put/Call Options: | Illegality Call
Tax Call |
| 14. | Business Centre: | Amsterdam, New York and U.S. Government Securities |
| 15. | Status of the Notes: | Senior Preferred Notes |
| 16. | Subordinated Notes intended to qualify as Tier 2 Notes (only in the case of Subordinated Notes): | No |

17. Intended to qualify as MREL Eligible Liabilities: No
18. Date Board approval for issuance of Notes obtained: 14 December 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

19. Fixed Rate Interest and Fixed to Floating Rate Interest Note Provisions: Not Applicable
20. Fixed Rate Reset Note Provisions: Not Applicable
21. Floating Rate Interest Note Provisions: Applicable
- (i) Interest Calculation Amount: USD 1,000.00
- (ii) Interest Payment Dates: Quarterly on 13 February, 13 May, 13 August and 13 November in each year up to and including the Maturity Date, subject to the Business Day Convention
- (iii) First Interest Payment Date: 13 August 2024
- (iv) Period End Dates: Each Interest Payment Date as adjusted in accordance with the Business Day Convention
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Additional Business Centre(s): Not Applicable
- (vii) Manner in which the Rate of Interest (the "**Reference Item**") is to be determined: Screen Rate Determination
- (viii) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Calculation Agent): Not Applicable
- (ix) Screen Rate Determination: Applicable – Overnight Rate
- Rate Determination Date(s): The day falling five U.S. Government Securities Business Days prior to the relevant Interest Payment Date
- Relevant Screen Page: New York Federal Reserve's Website
- Margin: +1.00 per cent. per annum
- Overnight Reference Rate: Compounded Daily SOFR
- Index Determination: Not Applicable
- Observation Method: Lag
- Observation Look-back: Five U.S. Government Securities Business Days
- (x) ISDA Determination: Not Applicable
- (xi) Linear Interpolation: Not Applicable

(xiii)	Minimum Rate of Interest:	Not Applicable
(xiv)	Maximum Rate of Interest:	Not Applicable
(xv)	Day Count Fraction:	Actual/360
22.	Zero Coupon Note Provisions:	Not Applicable
23.	Reference Rate Replacement:	Applicable – SOFR
24.	Pre-cessation Trigger	Not Applicable

PROVISIONS RELATING TO REDEMPTION

25.	Issuer Call (as per Condition 8.3 (<i>Optional Early Redemption (Issuer Call)</i>)):	Not Applicable
26.	Issuer Clean-up Call (as per Condition 8.5 (<i>Clean-up Call (Issuer Clean-up Call)</i>)):	Not Applicable
27.	Regulatory Call (as per Condition 8.9 (<i>Redemption, substitution and variation for regulatory purposes of Subordinated Notes</i>))	Not Applicable
28.	MREL Disqualification Event Call (as per Condition 8.8 (<i>Redemption, substitution and variation for regulatory purposes of Senior Preferred Notes intended to qualify as MREL Eligible Liabilities and Senior Non-Preferred Notes</i>))	Not Applicable
29.	Illegality Call (as per Condition 8.7 (<i>Redemption for Illegality (Illegality Call)</i>)):	Applicable
30.	Tax Call (as per Condition 8.2 (<i>Early Redemption for Taxation Reasons (Tax Call)</i>)):	Applicable
31.	Investor Put (as per Condition 8.6 (<i>Optional Early Redemption (Investor Put)</i>)):	Not Applicable
32.	Final Redemption Amount of each Note	USD 1,000.00 per Calculation Amount
33.	Early Redemption Amount of each Note payable on redemption for taxation reasons, redemption for illegality or on event of default (if different from that set out the Conditions):	USD 1,000.00 per Calculation Amount
34.	Substitution or Variation:	Not Applicable

DATE EXTENSIONS

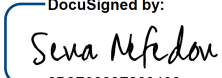
35.	Date Extensions:	Not Applicable
(i)	Interest Payment Date Extension:	Not Applicable
(ii)	Maturity Date Extension:	Not Applicable
(iii)	Number of Extension Business Days:	Not Applicable

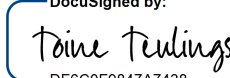
GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 36. Form of Notes:
 - (i) Form: Bearer Notes:
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
 - (ii) New Global Note: Applicable
 - (iii) New Safekeeping Structure: Not Applicable
- 37. Additional Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
- 38. Talons for future Coupons to be attached to Definitive Notes: No
- 39. Calculation Agent: Citibank N.A., London Branch
13th Floor, Citigroup Centre
Canada Square, Canary Wharf
London E14 5LB
United Kingdom
- 40. Redenomination applicable: Redenomination not applicable
- 41. Whether Condition 6(a) of the Notes applies or whether Condition 6(b) applies: Condition 6(b) applies
- 42. Relevant Benchmark[s] SOFR is provided by the Federal Reserve Bank of New York. As at the date hereof, the Federal Reserve Bank of New York appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the Benchmarks Regulation (Regulation (EU) 2016/1011).

SIGNATURE

Signed on behalf of the Issuer:

DocuSigned by:

 By:
 Seva Nefedov

DocuSigned by:

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 Toine Teulings

Duly authorised

PART B - OTHER INFORMATION**1. LISTING**

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| (i) | Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext in Amsterdam with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 2,950 |

2. RATINGS

The Notes to be issued have not been rated

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

Save as discussed in "*Subscription and Sale*" in the Offering Circular, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. USE OF PROCEEDS

The net proceeds of the issue of the Notes will be applied by the Issuer for its general corporate purposes.

5. YIELD

Indication of yield:	Not Applicable
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6. OPERATIONAL INFORMATION

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|--------|--|---|
| (i) | ISIN Code: | XS2819073011 |
| (ii) | Common Code: | 281907301 |
| (iii) | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (iv) | CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v) | Other Relevant Code: | Not Applicable |
| (vi) | Name(s) and address(es) of any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): | Not Applicable |
| (vii) | Delivery: | Delivery against payment |
| (viii) | Names and addresses of initial Paying Agent(s): | Citibank, N.A., London Branch
Citigroup Centre
Canada Square |

Canary Wharf
London E14 5LB
United Kingdom

- (ix) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (x) Intended to be held in a manner which would allow central banking system for the euro (the "**Eurosystem**") eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

7. **DISTRIBUTION**

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name of Dealer: Deutsche Bank Aktiengesellschaft
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

8. **THIRD PARTY INFORMATION**

Not Applicable