

## FINAL TERMS

Final Terms dated 18 October 2023

**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 EUR 15,000,000 5.10 per cent. Fixed Rate Senior Preferred Notes due 23 October 2025  
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.

1.	Issuer:	NIBC Bank N.V.
2.	(i) Series Number:	1801
	(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:	EUR
4.	Aggregate Nominal Amount:	
	(i) Series:	15,000,000.00
	(ii) Tranche:	15,000,000.00
5.	Issue Price of Tranche:	99.905 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	100,000.00
	(ii) Calculation Amount:	100,000.00
7.	(i) Issue Date:	23 October 2023
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
8.	Maturity Date:	23 October 2025 (the " <b>Scheduled Maturity Date</b> ")
9.	Interest Basis:	5.10 per cent. Fixed Rate
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:	TARGET Settlement Day
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: 15 December 2022

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

19. Fixed Rate Interest and Fixed to Floating Rate Interest Note Provisions: Applicable
- (i) Rate(s) of Interest: 5.10 per cent. per annum payable annually in arrear
- (ii) Interest Calculation Amount: EUR 100,000
- (iii) Interest Payment Date(s): 23 October in each year, commencing on 23. October 2024 up to and including the Maturity Date, subject to the Business Day Convention
- (iv) Period End Dates: 23 October in each year up to and including the Maturity Date, subject to the Business Day Convention unadjusted
- (v) Business Day Convention: Following Business Day Convention
- (vi) Additional Business Centre(s): Not Applicable
- (vii) Fixed Coupon Amount(s): EUR 5,100 per Calculation Amount, payable on each Interest Payment Date
- (viii) Broken Amount(s): (*Applicable to Notes in definitive form.*) Not Applicable
- (ix) Day Count Fraction: Actual/Actual (ICMA)
20. Floating Rate Interest Note Provisions: Not Applicable
21. Fixed Rate Reset Note Provisions: Not Applicable
22. Zero Coupon Note Provisions: Not Applicable
23. Reference Rate Replacement: Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

24. Issuer Call (as per Condition 8.3 (*Optional Early Redemption (Issuer Call)*)): Not Applicable
25. Issuer Clean-up Call (as per Condition 8.5 (*Clean-up Call (Issuer Clean-up Call)*)): Not Applicable
26. Regulatory Call (as per Condition 8.9 (*Redemption, substitution and variation for regulatory purposes of Subordinated Notes*)): Not Applicable
27. MREL Disqualification Event Call (as per Condition 8.8 (*Redemption, substitution and variation for regulatory purposes of Senior Preferred Notes intended to qualify as MREL Eligible Liabilities and Senior Non-Preferred Notes*)): Not Applicable

28.	Illegality Call (as per Condition 8.7 ( <i>Redemption for Illegality (Illegality Call)</i> )):	Applicable
29.	Tax Call (as per Condition 8.2 ( <i>Early Redemption for Taxation Reasons (Tax Call)</i> )):	Applicable
30.	Investor Put (as per Condition 8.6 ( <i>Optional Early Redemption (Investor Put)</i> )):	Not Applicable
31.	Final Redemption Amount of each Note	EUR 100,000.00 per Calculation Amount
32.	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):	EUR 100,000.00 per Calculation Amount
33.	Substitution or Variation:	Not Applicable

**DATE EXTENSIONS**

34.	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**

35.	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
36.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
37.	Talons for future Coupons to be attached to Definitive Notes:	No
38.	Calculation Agent:	Not Applicable
39.	Redenomination applicable:	Redenomination not applicable
40.	Whether Condition 6(a) of the Notes applies or whether Condition 6(b) applies:	Condition 6(b) applies
41.	Relevant Benchmark	Not applicable

**SIGNATURE**

Signed on behalf of the Issuer:

By: .....  
DocuSigned by:  
*Seva Nefedov*  
2B2F0660E209408  
Seva Nefedov

*Duly authorised* Director

.....  
DocuSigned by:  
*Toine Teulings*  
DF6C0E9847A7438  
Toine Teulings

Director Funding & Debt IR

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

- (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 2,600.00

**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: 5.151 per cent. per annum
- Calculated on an annual basis using the Issue Price on the Issue Date. Yield is not an indication of future price.

**6. OPERATIONAL INFORMATION**

- (i) ISIN Code: XS2708165761
- (ii) Common Code: 270816576
- (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

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|--------|--|--|
| (viii) | Names and addresses of initial Paying Agent(s):  | Citibank, N.A., London Branch<br>Citigroup Centre<br>Canada Square<br>Canary Wharf<br>London E14 5LB<br>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 " <b>Eurosystem</b> ") 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: | DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main |
| (v)   | U.S. Selling Restrictions:         | Reg. S Compliance Category 2; TEFRA D                              |

## 8. **THIRD PARTY INFORMATION**

Not Applicable