

Final Terms
Dated 14 June 2022

NIBC Bank N.V.
(incorporated under the laws of the Netherlands with limited liability and having its corporate seat in The Hague, the Netherlands)

Legal Entity Identifier (LEI): B64D6Y3LBJS4ANNPCU93

Issue of EUR 500,000,000 1.875 per cent. Covered Bonds due June 2027 (the "Covered Bonds")

Guaranteed as to payment of principal and interest by

NIBC SB Covered Bond Company B.V.
(incorporated under the laws of the Netherlands with limited liability and having its statutory seat in Amsterdam, the Netherlands)

The Legal Entity Identifier (LEI): 7245008I5MF8PQ975Z24

under NIBC Bank N.V.'s EUR 10,000,000,000 Covered Bond Programme

This document constitutes the Final Terms of the issue of Covered Bonds under the EUR 10,000,000,000 Covered Bond Programme (the "**Programme**") of NIBC Bank N.V. (the "**Issuer**") guaranteed by NIBC SB Covered Bond Company B.V. (the "**CBC**"), described herein for the purposes of Article 8 of the Prospectus Regulation. This document must be read in conjunction with the base prospectus pertaining to the Programme, dated 30 May 2022 and any further amendments and supplements thereto (the "**Base Prospectus**"), which constitute a base prospectus for the purposes of the Prospectus Regulation. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus and any amendments or supplements thereto and the terms and conditions set forth in the Base Prospectus.

The Base Prospectus (and any supplements thereto) and the Final Terms are available for viewing at <https://www.nibc.com> as well as at the office of the Issuer at Carnegieplein 4, 2517 KJ, The Hague, the Netherlands, where copies may also be obtained (free of charge). Any supplements to the Base Prospectus will in any case be available at this office and copies thereof may be obtained (free of charge) there. Any information contained in or accessible through any website, including <https://www.nibc.com>, does not form part of the Base Prospectus and/or these Final Terms and has not been scrutinised or approved by the AFM, unless specifically stated in the Base Prospectus.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds 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 Directive 2014/65/EU (as amended, "**EU MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, "**IDD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, including any commission delegated regulation thereunder (the "**Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

EU MiFID II product governance / Professional investors and eligible counterparties only target market - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect

of the Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Covered Bonds 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 the laws of the United Kingdom 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 (EU) 2016/97, 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 the laws of the United Kingdom 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 the laws of the United Kingdom by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of the laws of the United Kingdom by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of the laws of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "UK distributor") should take into consideration the manufacturer's target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

The Covered Bonds and the Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the U.S. or other jurisdiction of the U.S. The Covered Bonds may not be offered, delivered, or sold within the U.S. or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")), 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. Accordingly, the Covered Bonds are being offered, sold or delivered only to non-U.S. persons (as defined in Regulation S) outside the U.S. in reliance on Regulation S.

PART A – CONTRACTUAL TERMS

These Final Terms are to be read in conjunction with the Terms and Conditions (*as amended and restated from time to time*) (the "Terms and Conditions") set forth in section 6 (*Covered Bonds*) of the Base Prospectus. The Terms and Conditions as supplemented, amended and/or disappplied by these Final Terms constitute the conditions (the "Conditions") of the Covered Bonds. Capitalised terms not defined herein have the same meaning as in the Terms and Conditions. Certain capitalised terms in the Conditions which are not defined therein have the meaning set forth in a master definitions agreement (the "Master Definitions Agreement") dated 30 May 2022, as the same may be further amended, supplemented, restated or otherwise modified from time to time and signed by the Issuer, the CBC, the Security Trustee, the Transferors and certain other parties. All references to numbered Conditions and sections are to Conditions and sections of the Terms and Conditions set forth in section 6 (*Covered Bonds*) of the Base Prospectus.

1. (i) Issuer: NIBC Bank N.V.
(ii) CBC: NIBC SB Covered Bond Company B.V.

2. (i) Series Number: 1794
(ii) Tranche Number: 1

3. Currency: Euro ("EUR")

4. Aggregate Nominal Amount: EUR 500,000,000

5. Issue Price of Tranche: 99.915 per cent. of the Aggregate Nominal Amount

6. (i) Specified Denomination(s): EUR 100,000
(ii) Calculation Amount: EUR 100,000

7. (i) Issue Date: 16 June 2022
(ii) Interest Commencement Date: For the period where a Fixed Rate applies (the period from (and including) the Issue Date until (but excluding) the Maturity Date: the Issue Date.

For the period where a Floating Rate applies (the period from (and including) the Maturity Date until (but excluding) the Extended Due for Payment Date): the Maturity Date.

8. Maturity Date: 16 June 2027

Extended Due for Payment Date: Interest Payment Date falling in June 2028

If the Final Redemption Amount is not paid in full on the Maturity Date, payment of the unpaid amount will be automatically deferred until the Extended Due for Payment Date, provided that any amount representing the Final Redemption Amount due and remaining unpaid on the Maturity Date may be paid by the CBC on any Specified Interest Payment Date occurring thereafter up to (and including) the Extended Due for Payment Date.

9. Interest Basis: In respect of the period from (and including) the Issue Date to (but excluding) the Maturity Date (payable annually in arrear):

1.875 per cent. Fixed Rate per annum

If payment of the Guaranteed Final Redemption Amount is deferred in whole or in part, for the period from (and including) the Maturity Date to (but excluding) the Extended Due for Payment Date (payable monthly in arrear):

1 month EURIBOR + 0.11 per cent. Floating Rate per annum

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| 10. Redemption/Payment Basis: | Redemption at par |
| 11. Change of Interest Basis or Redemption/Payment Basis: | The Interest Basis will change from 1.875 per cent. Fixed Rate to 1 month EURIBOR + 0.11 per cent. Floating Rate on the Maturity Date |
| 12. Put/Call Options: | Not Applicable |
| 13. Status of the Covered Bonds: | Unsubordinated, unsecured, guaranteed |
| 14. Status of the Guarantee: | Unsubordinated, secured (indirectly, through a parallel debt), unguaranteed |
| 15. Method of Distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 16. Fixed Rate Covered Bond Provisions: | Applicable from (and including) the Issue Date to (but excluding) the Maturity Date |
| (i) Rate(s) of Interest: | 1.875 per cent. per annum payable annually in arrear |
| (ii) Interest Payment Date(s): | 16 June in each year, commencing on 16 June 2023 up to and including the Maturity Date, if applicable subject to the Business Day Convention |
| (iii) Fixed Coupon Amount(s): | EUR 1,875 per Calculation Amount |
| (iv) Broken Amount(s): | Not Applicable |
| (v) Business Day Convention: | |
| - Business Day Convention | Following Business Day Convention |
| - Adjustment or Unadjustment for Interest Period | Unadjusted |
| (vi) Fixed Day Count Fraction: | Actual/Actual (ICMA) |
| 17. Floating Rate Covered Bond Provisions | Applicable from (and including) the Maturity Date to (but excluding) the Extended Due for Payment Date |
| (i) Specified Interest Payment Dates: | the 16 th day of each month, starting in July 2027 up to and including the Extended Due for Payment Date, if applicable subject to the Business Day Convention |
| (ii) Business Day Convention: | |
| - Business Day Convention | Modified Following Business Day Convention |
| (iii) - Adjustment or Unadjustment for Interest Period: | Adjusted |

- (iv) Additional Business Centre(s): Not Applicable
- (v) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (vi) Party responsible for calculating the Rate of Interest and interest Amount (if not the Principal Paying Agent): Principal Paying Agent
- (vii) Screen Rate Determination: Yes
- Reference Rate: 1 month EURIBOR
 - Interest Determination Date(s): Second day on which the TARGET2 is open prior to the start of each Interest Period
 - Observation Look-back Period: Not Applicable
 - Relevant Screen Page: Reuters EURIBOR 01
 - Relevant Time: 11.00 a.m. Brussels time
 - Relevant Financial Centre: TARGET2
- (viii) ISDA Determination: No
- (ix) Margin(s): + 0.11 per cent. per annum
- (x) Minimum Rate of Interest: Not Applicable
- (xi) Maximum Rate of Interest: Not Applicable
- (xii) Floating Day Count Fraction: Actual/360
- (xiii) Compounding: Not Applicable
18. **Zero Coupon Covered Bonds** Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. Issuer Call: Not Applicable
20. Investor Put: Not Applicable
21. Final Redemption Amount: EUR 100,000 per Calculation Amount
22. Early Redemption Amount(s) per Calculation Amount of each Covered Bond payable on redemption for taxation reasons, or on acceleration following an Issuer Event of Default as against the Issuer or a CBC Event of Default or other early redemption: as specified in Condition 7(e)

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

23. Form of Covered Bonds: Bearer form
- Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds only upon the occurrence of an Exchange Event.
24. New Global Note form: Applicable
25. a) Exclusion of set-off: Not Applicable
- b) German Insurers: Not Applicable
26. Additional Financial Centre(s) or other special provisions relating to payment. Note that this item relates to the date and place of payment and not Interest Period end dates to which item 17 (iii) relates: Not Applicable
27. Talons for future Coupons to be attached to Definitive Covered Bonds (and dates on which such Talons mature): No
28. Consolidation Provisions: The provisions of Condition 18 (*Further Issues*) apply

DISTRIBUTION

29. Method of distribution: Syndicated
- (i) If syndicated, names of Managers:
- (a) Joint-Lead Managers:
ABN AMRO Bank N.V.
DZ BANK AG Deutsche Zentral-Genossenschaftsbank,
Frankfurt am Main
Landesbank Baden-Württemberg
TD Global Finance unlimited company
UniCredit Bank AG
- (b) Co-Lead Managers:
Bayerische Landesbank
Norddeutsche Landesbank – Girozentrale –
- (ii) Stabilising Manager (if any): Not Applicable
30. If non-syndicated, name and address of relevant Dealer: Not Applicable.

OTHER PROVISIONS

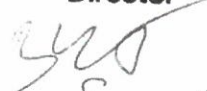
31. (i) U.S. Selling Restrictions: Reg S Compliance, Category 2, TEFRA D
- (ii) Prohibition of Sales to Belgian Consumers: Applicable

Responsibility

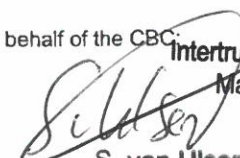
The Issuer and the CBC declare that the information contained herein is, to the best of its knowledge, in accordance with the facts and makes no omission likely to affect its import. The Issuer and the CBC (only as far as it concerns the CBC) accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:


By: **Toine Teulings**
Duly authorised **Director**


By: **Seva Nefedov**
Duly authorised **Director**

Signed on behalf of the CBC:


By: **S. van Ulsen**
Duly authorised **Proxyholder**
Intertrust Management B.V.
Managing Director


By: **M.W. Knol**
Duly authorised **Proxyholder**



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Amsterdam
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on the regulated market on the official list of Euronext Amsterdam with effect from 16 June 2022.
- (iii) Estimate of total expenses related to admission to trading: EUR 5,000

2. RATINGS

- Ratings: The Covered Bonds to be issued are expected to be rated:
- S&P Global Ratings Europe Limited: AAA. See for an explanation of such rating section 6 (*Covered Bonds*) subsection '*Credit Ratings*' of the Base Prospectus.
- Registration of Rating Agency: S&P Global Ratings Europe Limited is established in the EU and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**")

3. Notification: Not Applicable

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

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer."

5. REASONS FOR THE OFFER USE AND ESTIMATED NET PROCEEDS

- (i) Reasons for the Offer: The net proceeds of the Covered Bonds will be used by the Issuer for its general corporate purposes, also see section 6 (*Covered Bonds*) subsection '*Use of Proceeds*' of the Base Prospectus.
- (ii) Estimated net proceeds: EUR 498,425,000

6. YIELD

(Fixed Rate Covered Bonds only)

- Indication of yield: 1.893 per cent. per annum.
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2491156142
- (ii) Common Code: 249115614
- (iii) WKN Code: A3K6QR
- (iv) FISN: NIBC BANK NV/1EMTN 20270616

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| (v) | CFI: | DTFNFB |
| (vi) | Other relevant code: | Not Applicable |
| (vii) | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (viii) | Offer Period: | Not Applicable |
| (ix) | Delivery: | Delivery against payment |
| (x) | Payment: | As agreed between the Issuer and the Managers |
| (xi) | Settlement Procedure: | Not Applicable |
| (xii) | Clearing System: | Euroclear/Clearstream Luxembourg |
| 8. | Additional paying agent (if any): | Not Applicable |
| 9. | Listing Application | These Final Terms comprise the final terms required to list and have admitted to trading on Euronext Amsterdam the issue of Covered Bonds described herein pursuant to the Programme for the issuance of Covered Bonds of NIBC Bank N.V. |
| 10. | Statement on Benchmarks: | Amounts payable under the Covered Bonds may be calculated by reference to EURIBOR which is provided by European Money Markets Institute ("EMMI"). As at the date hereof, EMMI appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (<i>Register of administrators and benchmarks</i>) of the Benchmarks Regulation (Regulation (EU) 2016/1011). |