

Final Terms dated 02 November 2018

**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 SEK 200,000,000 Floating Rate Notes due November 2021  
under the Euro 20,000,000,000 Programme for the Issuance of Debt Instruments

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO 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 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 2002/92/EC ("**IMD**"), 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 Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (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.

The expression Prospectus Directive means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measures in the relevant Member State.

**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 26 June 2018 (including any supplement thereto, the "**Offering Circular**") which constitutes a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular as so supplemented. 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 the supplement to the Offering Circular are available on the Issuer's website ([www.nibc.com](http://www.nibc.com)) and for viewing during normal business hours at the registered office of the Issuer at Carnegieplein 4, 2517 KJ, The Hague, The Netherlands and the specified office of the Fiscal Agent at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom and copies may be obtained from the same.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the relevant Member State.

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|----|--|----------------|
| 1. | Issuer:  | NIBC Bank N.V. |
| 2. | (i) Series Number:   | 1759           |
|    | (ii) Tranche Number:   | I              |
|    | (iii) Date of which Notes will be consolidated and form a single | Not Applicable |

	series:	
3.	Specified Currency or Currencies:	Swedish Kronor ("SEK")
4.	Aggregate Nominal Amount:	
	(i) Series:	SEK 200,000,000
	(ii) Tranche:	SEK 200,000,000
5.	Issue Price of Tranche:	100.243 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	SEK 2,000,000 and integral multiples of SEK 1,000,000 in excess thereof
	(ii) Calculation Amount:	SEK 1,000,000
7.	(i) Issue Date:	8 November 2018
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
8.	Maturity Date:	8 November 2021 (the "Scheduled Maturity Date")
9.	Interest Basis:	3 month STIBOR + 0.75 per cent. (further particulars specified below)
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:	Stockholm and TARGET Settlement Day
15.	Status of the Notes:	Senior Preferred Notes
16.	Date Board approval for issuance of Notes obtained:	06 April 2018

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

17.	Fixed Rate Interest Note Provisions:	Not Applicable
18.	Floating Rate Interest/CMS-Linked Interest Note Provisions:	Applicable
	(i) Interest Calculation Amount:	Aggregate Nominal Amount
	(ii) Interest Payment Dates:	8 February, 8 May, 8 August and 8 November in each year up to and including the Maturity Date, subject to the Business Day Convention
	(iii) First Interest Payment Date:	8 February 2019
	(iv) Period End Dates:	8 February, 8 May, 8 August and 8 November in each year as adjusted in accordance with the Business Day

		Convention.
(v)	Business Day Convention:	Modified Following Business Day Convention ✓
(vi)	Additional Business Centre(s):	Stockholm and TARGET Settlement Day ✓
(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
	Rate Determination Date(s):	11.00 a.m. Stockholm time on the second Stockholm business day before the first day of the relevant Interest Period
	Relevant Screen Page:	Reuters page "SIDE"
	Margin:	+ 0.75 per cent. per annum
(x)	ISDA Determination:	Not Applicable
(xi)	Linear Interpolation:	Not Applicable
(xii)	CMS-Linked Interest Notes:	Not Applicable
(xiii)	Minimum Rate of Interest:	Not Applicable
(xiv)	Maximum Rate of Interest:	Not Applicable
(xv)	Day Count Fraction:	Actual/360
19.	Index Linked Interest Provisions:	Not Applicable
20.	Zero Coupon Note Provisions:	Not Applicable
21.	Range Accrual Note Provisions:	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

22.	Index Linked Redemption:	Not Applicable
23.	Issuer Call:	Not Applicable
24.	Regulatory Call:	Not Applicable
25.	MREL Disqualification Event Call:	Not Applicable
26.	Illegality Call:	Applicable
27.	Tax Call:	Applicable
28.	Investor Put (as per Condition 8.6 ( <i>Optional Early Redemption (Investor Put)</i> )):	Not Applicable
29.	Final Redemption Amount of each Note:	SEK 1,000,000 per Calculation Amount

30. 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): SEK 1,000,000 per Calculation Amount
31. Substitution or Variation: Not Applicable

**PROVISIONS RELATING TO ADJUSTMENTS, DISRUPTED DAYS AND DATE EXTENSIONS**

32. Disruption Event:
- (i) Change of Law: Not Applicable
  - (ii) Hedging Disruption: Not Applicable
33. Disrupted Days:
- (i) Common Disrupted Days: Not Applicable
  - (ii) Alternative Reference Cut-Off Date: Not Applicable
  - (iii) Omission: Not Applicable
  - (iv) Postponement: Not Applicable
  - (v) Modified Postponement: Not Applicable
34. Date Extensions:
- (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: Stockholm and TARGET Settlement Day
37. Talons for future Coupons to be attached to Definitive Notes: No
38. Calculation Agent: Citibank, N.A., London Branch  
Citigroup Centre  
Canada Square

Canary Wharf  
London E14 5LB  
United Kingdom


39. Redenomination applicable: Redenomination not applicable
40. Whether Condition 6(a) of the Notes applies (in which case Condition 8.3 (*Early Redemption for Taxation Reasons (Tax Call)*) of the Notes will not apply) or whether Condition 6(b) and Condition 8.3 (*Early Redemption for Taxation Reasons (Tax Call)*) of the Notes apply: Condition 6(b) and Condition 8.3 (*Early Redemption for Taxation Reasons (Tax Call)*) apply
41. Relevant Benchmarks: STIBOR is provided by the Swedish Bankers' Association. As at the date hereof, the Swedish Bankers' Association does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**BMR**"). As far as the Issuer is aware, the transitional provisions in Article 51 of the BMR apply, such that the Swedish Bankers' Association is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence).


**SIGNATURE**

Signed on behalf of the Issuer:

By: \_\_\_\_\_

Duly authorised

  
Seva Nefedov  
associate director

  
RA Benendrecht



## 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 the Luxembourg Stock Exchange with effect from the Issue Date
- (ii) Estimate of total expenses related to admission to trading: EUR 2,100

### 2. RATINGS

The Notes to be issued are expected to be rated BBB by Standard & Poor's and BBB by Fitch. Standard & Poor's and Fitch are established in the European Union and are registered under Regulation (EU) No 1060/2009, as amended. As such, Standard & Poor's and Fitch are included in the list of credit rating agencies published by the European and Markets Authority on its website in accordance with such regulation.

### 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. YIELD (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

### 5. PERFORMANCE OF REFERENCE ASSETS AND OTHER INFORMATION CONCERNING THE REFERENCE ASSETS (*Index Linked Notes only*)

Not Applicable

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1904305296
- (ii) Common Code: 190430529
- (iii) Other Relevant Code: Not Applicable
- (iv) 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
- (v) Delivery: Delivery against payment
- (vi) Names and addresses of initial Paying Agent(s): Citibank, N.A., London Branch  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(viii) Intended to be held in a manner which would allow central banking system for the euro (the "Eurosystem") eligibility:

No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time 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: | Danske Bank A/S                       |
| (v) U.S. Selling Restrictions:          | Reg. S Compliance Category 2; TEFRA D |

