

Final Terms dated 11 February 2021

**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 of *EUR 5,000,000 Floating Rate Notes due 15 February 2024*  
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 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 Directive 2014/65/EU (as amended, "**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 (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 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 24 June 2020 (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 supplements to the Offering Circular are available on, and a copy of these Final Terms will be published on, the Issuer's website (<https://www.nibc.com/about-nibc/investor-relations/debt-investors/euro-medium-term-notes/>). Such documents are also available for viewing 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 be obtained from the same.

1.	Issuer:	NIBC Bank N.V.
2.	(i) Series Number:	1775
	(ii) Tranche Number:	1
	(iii) Date of which Notes will be consolidated and form a single series:	Not Applicable
3.	Specified Currency or Currencies:	EUR
4.	Aggregate Nominal Amount:	
	(i) Series:	5,000,000
	(ii) Tranche:	5,000,000
5.	Issue Price:	101.50 per cent. of the Aggregate Nominal Amount.
6.	(i) Specified Denominations:	100,000
	(ii) Calculation Amount:	100,000
7.	(i) Issue Date:	15 February 2021
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
8.	Maturity Date:	15 February 2024 (the " <b>Scheduled Maturity Date</b> ")
9.	Interest Basis:	Floating Rate 3month EURIBOR + 1.00 percent (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:	TARGET2
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: 01 December 2020

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

19. Fixed Rate Interest Note Provisions: Not Applicable
20. Floating Rate Interest/CMS-Linked Interest Note Provisions: Applicable
- (i) Interest Calculation Amount: EUR 100,000
- (ii) Interest Payment Dates: 15 February, 15 May, 15 Augustus and 15 November in each year, commencing on 15 May 2021 up to and including the Maturity Date, subject to the Business Day Convention
- (iii) First Interest Payment Date: 15 May 2021
- (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 – Term Rate
- Rate Determination Date(s): Two Target2 Business Days prior to the first day of each Interest Period
- Relevant Screen Page: Reuters page EURIBOR01 as at 11:00am (Brussels time)
- Margin: + 1.00 percent. per annum
- Overnight Reference Rate: Not Applicable
- Index Determination: Not applicable
- Observation Method: Not Applicable

	Observation Look-back Period:	Not Applicable
(x)	ISDA Determination:	Not Applicable
(xi)	Linear Interpolation:	Not Applicable
(xii)	CMS-Linked Interest Notes:	Not Applicable
(xiii)	Minimum Rate of Interest:	0 per cent. per annum
(xiv)	Maximum Rate of Interest:	Not Applicable
(xv)	Day Count Fraction:	Actual/360
21.	Index Linked Interest Provisions:	Not Applicable
22.	Zero Coupon Note Provisions:	Not Applicable
23.	Range Accrual Note Provisions:	Not Applicable
24.	Reference Rate Replacement:	Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

25.	Index Linked Redemption:	Not Applicable
26.	Issuer Call:	Not Applicable
27.	Regulatory Call:	Not Applicable
28.	MREL Disqualification Event Call:	Not Applicable
29.	Illegality Call:	Applicable
30.	Tax Call:	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	EUR 100,000 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):	EUR 100,000 per Calculation Amount
34.	Substitution or Variation:	Not Applicable

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

35.	Disruption Event:	
(i)	Change of Law:	Not Applicable
(ii)	Hedging Disruption:	Not Applicable
36.	Disrupted Days:	
(i)	Common Disrupted Days:	Not Applicable

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|     | (ii) Alternative Reference Cut-Off Date: | Not Applicable |
|     | (iii) Omission:                          | Not Applicable |
|     | (iv) Postponement:                       | Not Applicable |
|     | (v) Modified Postponement:               | Not Applicable |
| 37. | 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

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| 38. | Form of Notes:  |  |
|     | (i) Form:   | Bearer Notes:<br><br>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   |
| 39. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable   |
| 40. | Talons for future Coupons to be attached to Definitive Notes:                         | No   |
| 41. | Calculation Agent:  | Citibank, N.A., London Branch<br><br>13 <sup>th</sup> Floor, Citigroup Centre<br><br>Canada Square, Canary Wharf<br><br>London E14 5LB<br><br>United Kingdom   |
| 42. | Redenomination applicable:  | Redenomination not applicable  |
| 43. | Whether Condition 6(a) of the Notes applies or whether Condition 6(b) applies:        | Condition 6(b) applies   |
| 44. | Relevant Benchmark  | EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute 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 Benchmark Regulation (Regulation (EU) 2016/1011) |

**SIGNATURE**

Signed on behalf of the Issuer:

By: .....  
DocuSigned by:  
*Seva Nefedov*  
2B2F6668F209408...

*Duly authorised*

**Seva Nefedov**  
Director

DocuSigned by:  
*Toine Teulings*  
473D4BFD76F04E4...

**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 Euronext Amsterdam with effect from 15 February 2021
- (ii) Estimate of total expenses related to admission to trading: EUR 3,200

**2. RATINGS**

The Notes to be issued are expected to be rated BBB + by Fitch Ratings Limited ("Fitch") and BBB + by Standard & Poor's Credit Market Services Europe Limited ("S&P"). Fitch and S&P are established in the European Union and are registered under Regulation (EU) No 1060/2009, as amended. As such, Fitch and S&P 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. 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** (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

**6. PERFORMANCE OF REFERENCE ASSET[S] AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET[S]** (*Index Linked Notes only*)

Not Applicable

**7. OPERATIONAL INFORMATION**

- (i) ISIN Code: XS2298094231
- (ii) Common Code: 229809423
- (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

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|--------|--|---|
| (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<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 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 European Central Bank being satisfied that Eurosystem eligibility criteria have been met. |

8. **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: | Jefferies GmbH<br>Bockenheimer Landstraße 24<br>60323 Frankfurt am Main<br>Germany |
| (v)   | U.S. Selling Restrictions:         | Reg. S Compliance Category 2; TEFRA D  |

9. **THIRD PARTY INFORMATION**

Not Applicable