

FINAL TERMS DRAFT

Final Terms dated 16 May 2022

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 10,000,000 2-Year Floating Rate Note due 14 April 2024
under the Euro 20,000,000,000 Programme for the Issuance of Debt Instruments****The Notes will be consolidated and form a single series with the EUR 20,000,000.00 2-Year Floating Rate
Note due 14 April 2024 issued by the Issuer on 14 April 2022****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.

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 Notes has led to the conclusion that: (i) the target market for the Notes 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 United Kingdom ("**UK**") law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); 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 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 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 25 June 2021 (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://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.

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| 1. | Issuer: | NIBC Bank N.V. |
| 2. | (i) Series Number: | 1792 |
| | (ii) Tranche Number: | 2 |
| | (iii) Date on which the Notes will be consolidated and form a single series: | The Notes will be consolidated and form a single Series with Tranche 1 of EUR 20,000,000 2-Year Floating Rate Note due 14 April 2024 issued by the Issuer on 14 April 2022, on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in Paragraph 35 (i) below, which is expected to occur on or about 28 June 2022 |
| 3. | Specified Currency or Currencies: | EUR |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | 30,000,000.00 |
| | (ii) Tranche: | 10,000,000.00 |
| 5. | Issue Price: | 100.8405 per cent. of the Aggregate Nominal Amount plus accrued interest from 14 April 2022 to (but excluding) the Issue Date, being EUR 5,355.00 |
| 6. | (i) Specified Denominations: | 100,000.00 |
| | (ii) Calculation Amount: | 100,000.00 |
| 7. | (i) Issue Date: | 18 May 2022 |
| | (ii) Interest Commencement Date (if different from the Issue Date): | 14 April 2022 |
| 8. | Maturity Date: | 14 April 2024 (the " Scheduled Maturity Date ") |
| 9. | Interest Basis: | Floating Rate 3 Month EURIBOR + 1.00 per cent. (further particulars specified below) |

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| 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: | 03 December 2021 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 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/CMS-Linked Interest Note Provisions: | Applicable |
| (i) | Interest Calculation Amount: | EUR 100,000.00 |
| (ii) | Interest Payment Dates: | Quarterly on 14 April, 14 July, 14 October and 14 January in each year from and including 14 July 2022 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention |
| (iii) | First Interest Payment Date: | 14 July 2022 |
| (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 |

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| (ix) | Screen Rate Determination: | Applicable – Term Rate |
| | Rate Determination Date(s): | Two TARGET2 Business Days prior to the beginning of each Interest Period |
| | Relevant Screen Page: | Reuters Page EURIBOR01 at 11:00am Brussels time |
| | Margin: | +1.00 per cent. 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 Provisions: | 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 – General |
| 24. | Pre-cessation Trigger: | Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 25. | Issuer Call: | Not Applicable |
| 26. | Regulatory Call: | Not Applicable |
| 27. | MREL Disqualification Event Call: | Not Applicable |
| 28. | Illegality Call: | Applicable |
| 29. | Tax Call: | Applicable |
| 30. | Investor Put (as per Condition 8.5 (<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: | 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: Citibank N.A., London branch
13th Floor, Citigroup Centre
Canafa Square, Canary Wharf
London E14 5LB
United Kingdom
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: EURIBOR is provided by the European Money Markets Institute. As at the date hereof, European Money Markets Institute 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:

By:
Duly authorised
Seva Nefedov
Director

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Seva Nefedov
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Toine Teulings
Funding & Debt IR

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

- (i) Admission to trading: Tranche 1 is admitted to the regulated market of Euronext in Amsterdam. For Tranche 2, 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 18 May 2022.
- (ii) Estimate of total expenses related to admission to trading: EUR 2,600

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

6. OPERATIONAL INFORMATION

- (i) ISIN Code: Until the Notes are consolidated, form a single series and be interchangeable for trading purposes with Tranche 1, the Notes will have the temporary ISIN Code XS2481802184, after that, the Notes will have the same ISIN Code as Tranche 1, which is XS2469581909
- (ii) Common Code: Until the Notes are consolidated, form a single series and be interexchangeable for trading purposes with Tranche 1, the Notes will have the temporary Common Code 248180218, after that, the Notes will have the same Common Code as Tranche 1, which is 246958190
- (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

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| (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 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. |

7. **DISTRIBUTION**

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| (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: | Société Générale |
| (v) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |

8. **THIRD PARTY INFORMATION**

Not Applicable