

**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 €20,000,000 Floating Rate Notes due September 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 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 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 2016/97/EU (the "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 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The expression Prospectus Directive means Directive 2003/71/EC (as amended or superseded, including by Directive 2010/73/EU), and includes any relevant implementing measures in the relevant Member State.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 27 June 2019 (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 is 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 13th Floor, 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:   | 1764           |
|    | (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:	EUR 20,000,000
(ii)	Tranche:	EUR 20,000,000
5.	Issue Price :	100.809 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7.	(i) Issue Date:	23 September 2019
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
8.	Maturity Date:	23 September 2021 (the "Scheduled Maturity Date")
9.	Interest Basis:	Floating Rate 3month EURIBOR + 0.80 per cent (further particulars specified below)
10.	Minimum Interest Amount:	Not Applicable
	Maximum Interest Amount:	Not Applicable
11.	Redemption/Payment Basis:	Redemption at par  Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on their Maturity Date at 100.00 per cent. of their principal amount
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.	Date Board approval for issuance of Notes obtained:	26 April 2019

**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:	EUR 100,000

(ii)	Interest Payment Dates:	Quarterly in arrear, payable on 23 September, 23 December, 23 March and 23 June in each year, commencing on 23 December 2019, up to and including the Maturity Date, subject to the Business Day Convention
(iii)	First Interest Payment Date:	23 December 2019
(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 " <b>Reference Item</b> ") 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):	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	Plus 0.80 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
22.	Reference Rate Replacement:	Applicable

**PROVISIONS RELATING TO REDEMPTION**

23.	Index Linked Redemption:	Not Applicable
24.	Issuer Call:	Not Applicable
25.	Regulatory Call:	Not Applicable



26.	MREL Disqualification Call:	Not Applicable
27.	Illegality Call:	Applicable
28.	Tax Call:	Applicable
29.	Investor Put (as per Condition 8.6 ( <i>Optional Early Redemption (Investor Put)</i> )):	Not Applicable
30.	Final Redemption Amount of each Note	EUR 100,000 per Calculation Amount
31.	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
32.	Substitution and Variation:	Not Applicable

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

33.	Disruption Event:	
	(i) Change of Law:	Not Applicable
	(ii) Hedging Disruption:	Not Applicable
34.	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
35.	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**

36.	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



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|-------|---|--|
| (ii)  | New Global Note:  | Applicable   |
| (iii) | New Safekeeping Structure:  | Not Applicable   |
| 37.   | Additional Financial Centre(s) or other special provisions relating to payment dates:   | Not Applicable   |
| 38.   | Talons for future Coupons to be attached to Definitive Notes:   | No   |
| 39.   | Calculation Agent:  | Citibank, N.A., London Branch<br>13 <sup>th</sup> Floor, Citigroup Centre<br>Canada Square<br>Canary Wharf<br>London E14 5LB<br>United Kingdom   |
| 40.   | Redenomination applicable:  | Redenomination not applicable  |
| 41.   | Whether Condition 6(a) of the Notes applies (in which case Condition 8.3 ( <i>Early Redemption for Taxation Reasons (Tax Call)</i> ) of the Notes will not apply) or whether Condition 6(b) and Condition 8.3 ( <i>Early Redemption for Taxation Reasons (Tax Call)</i> ) of the Notes apply: | Condition 6(b) applies and Condition 8.3 ( <i>Early Redemption for Taxation Reasons (Tax Call)</i> ) apply   |
| 42.   | 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: **J.C.J. Starrenburg**  
**Managing Director**

Duly authorised



19 Sep 19

BCJ  
Seva Mejedov  
Director

## 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 23 September 2019
- (ii) Estimate of total expenses related to admission to trading: EUR 1750

## 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 their 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: XS2055190768
- (ii) Common Code: 205519076
- (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) CFN 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 S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

- (vi) Delivery: Delivery against payment
- (viii) Names and addresses of initial Paying Agent(s): Citibank, N.A., London Branch  
13th Floor, 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.

1. **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: NatWest Markets Plc
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

2. **THIRD PARTY INFORMATION**

Not Applicable

