

**FINAL TERMS  
EXECUTION COPY**

Final Terms dated 8 June 2020

**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 200,000,000 2.000 per cent. Senior Non-Preferred Unsecured Notes due 9 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 300,000,000 2.000 per cent. Senior Non-Preferred Unsecured Notes due 9 April 2024 issued by the Issuer on 9 April 2019**

**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 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 2018 Conditions (hereinafter referred to as the "**Conditions**") set forth in the offering circular dated 26 June 2018 which are incorporated by reference in the Offering Circular dated 27 June 2019. 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 dated 27 June 2019 and the supplements to it dated 3 September 2019, 3 February 2020, 28 February 2020 and 20 May 2020, which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Offering Circular**"), save in respect of the Conditions. Full information on the Issuer and the offer of the Notes is only available on the basis of a combination of these Final Terms, the Offering Circular and the supplements dated 3 September 2019, 3 February 2020, 28 February 2020 and 20 May 2020. The Offering Circular has been published on the Issuer's website (www.nibc.com) and is available 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.

- |    |                      |                |
|----|----------------------|----------------|
| 1. | Issuer:              | NIBC Bank N.V. |
| 2. | (i) Series Number:   | 1762           |
|    | (ii) Tranche Number: | 2              |

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(iii)	Date of which Notes will be consolidated and form a single series:	The Notes will be consolidated and form a single Series with Tranche 1 of EUR 300,000,000 2.000 per cent. Senior Non-Preferred Unsecured Notes due 9 April 2024 issued by the Issuer on 9 April 2019, on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in Paragraph 36 (i) below, which is expected to occur on or about 20 July 2020
3.	Specified Currency or Currencies:	Euro (" <b>EUR</b> ")
4.	Aggregate Nominal Amount:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 200,000,000
5.	Issue Price:	98.496 per cent. of the Aggregate Nominal Amount plus accrued interest from 9 April 2020 to (but excluding) the Issue Date, being EUR 679,452.05
6.	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 100,000 in excess thereof
	(ii) Calculation Amount:	EUR 100,000
7.	(i) Issue Date:	10 June 2020
	(ii) Interest Commencement Date (if different from the Issue Date):	9 April 2020
8.	Maturity Date:	9 April 2024
9.	Interest Basis:	2.000 per cent. per annum Fixed Rate (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:	Tax Call  MREL Disqualification Event Call
14.	Business Centre:	TARGET Settlement Day
15.	Status of the Notes:	Senior Non-Preferred Notes
16.	Date Board approval for issuance of Notes obtained:	5 June 2020

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

17.	Fixed Rate Interest Note Provisions:	Applicable
	(i) Rate(s) of Interest:	2.000 per cent. per annum payable annually in arrear
	(ii) Interest Calculation Amount:	EUR 100,000
	(iii) Interest Payment Date(s):	9 April in each year from 9 April 2021 up to, and including, the Maturity Date, subject to adjustment for payment purposes only in accordance with the Business Day Convention specified below
	(iv) Period End Dates:	9 April in each year in accordance with the Business Day Convention unadjusted
	(v) Business Day Convention:	Following Business Day Convention
	(vi) Fixed Coupon Amount(s):	EUR 2,000 per Calculation Amount, payable on each Interest Payment Date
	(vii) Broken Amount(s): ( <i>Applicable to Notes in definitive form.</i> )	Not Applicable
	(viii) Day Count Fraction:	Actual/Actual (ICMA)
	(ix) Determination Date(s):	9 April in each year
18.	Floating Rate Interest/CMS-Linked Interest Note Provisions:	Not Applicable
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:	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

23.	Index Linked Redemption:	Not Applicable
24.	Issuer Call:	Not Applicable
25.	Regulatory Call:	Not Applicable
26.	MREL Disqualification Event Call:	Applicable
	(i) Early Redemption Amount(s):	100,000 per Calculation Amount
	(ii) Notice Period (if other than as set out in the Conditions):	Not Applicable
27.	Illegality Call:	Not Applicable
28.	Tax Call:	Applicable
29.	Investor Put (as per Condition 8.6 ( <i>Optional Early Redemption (Investor Put)</i> )):	Not Applicable

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|-----|--|------------------------------------|
| 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 or Variation:   | Applicable                         |

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

- |     |                   |                |
|-----|-------------------|----------------|
| 33. | Disruption Event: | Not Applicable |
| 34. | Disrupted Days:   | Not Applicable |
| 35. | Date Extensions:  | Not Applicable |

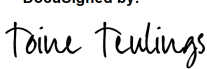
**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

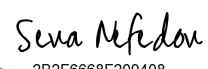
- |     |   |  |
|-----|---|--|
| 36. | Form of Notes:  |  |
|     | (i) Form:   | Bearer Notes:<br><br>Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
|     | (ii) New Global Note:   | Applicable   |
|     | (iii) New Safekeeping Structure:  | Not Applicable   |
| 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:  | Not Applicable   |
| 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) and Condition 8.3 ( <i>Early Redemption for Taxation Reasons (Tax Call)</i> ) apply   |
| 41. | Relevant Benchmark:   | Not Applicable   |

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**SIGNATURE**

Signed on behalf of the Issuer:

DocuSigned by:  
  
By: .....473D48FD76F04E4.....  
Toine Teulings  
*Duly authorised* Director Funding & Debt IR  
08 June 2020 | 12:53 CEST

DocuSigned by:  
  
2B2F6668F209408...  
Seva Nefedov  
Director  
08 June 2020 | 12:54 CEST

**PART B - OTHER INFORMATION**

**1. LISTING**

- |      |   |   |
|------|---|---|
| (i)  | Admission to trading:                                       | Series 1 is admitted to the regulated market of Euronext in Amsterdam. For Series 2, application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading the regulated market of Euronext in Amsterdam with effect from 10 June 2020 |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 3,575   |

**2. RATINGS**

The Notes to be issued are expected to be rated BBB by Fitch Ratings Limited ("**Fitch**") and BBB- by S&P Global Ratings Services Europe Limited ("**S&P**"). Fitch and S&P are established in the European Union or the UK 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 Managers 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. YIELD** (*Fixed Rate Notes only*)

Indication of yield:	2.415 per cent. per annum
	Calculated on an annual basis using the Issue Price on the Issue Date. Yield is not an indication of future price

**5. OPERATIONAL INFORMATION**

- |       |  |   |
|-------|--|---|
| (i)   | ISIN Code:   | Until the Notes are consolidated, form a single series and be interchangeable for trading purposes with the first tranche, the Notes will have the temporary ISIN Code XS2183908545, after that, the Notes will have the same ISIN Code as the first tranche, which is XS1978668298 |
| (ii)  | Common Code:   | Until the Notes are consolidated, form a single series and be interchangeable for trading purposes with the first tranche, the Notes will have the temporary Common Code 218390854, after that, the Notes will have the same Common Code as the first tranche, which is 197866829   |
| (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  |

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| (v)    | Delivery:  | Delivery against payment  |
| (vi)   | Names and addresses of initial Paying Agent(s):  | 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  |
| (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 " <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. |

**6. DISTRIBUTION**

- |       |                                    |  |
|-------|------------------------------------|--|
| (i)   | Method of distribution:            | Syndicated   |
| (ii)  | If syndicated, names of Managers:  | <b>Joint Lead Managers:</b><br><br>BofA Securities Europe SA<br>Credit Suisse Securities (Europe) Limited<br>Goldman Sachs International |
| (iii) | Stabilising Manager(s) (if any):   | Not Applicable   |
| (iv)  | If non-syndicated, name of Dealer: | Not Applicable   |
| (v)   | U.S. Selling Restrictions:         | Reg. S Compliance Category 2; TEFRA D  |

**7. THIRD PARTY INFORMATION**

Not Applicable