

FORM OF FINAL TERMS

Final Terms dated 23 September 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 15,000,000 Fixed Rate Notes due 28 September 2026*
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 EEA AND 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 European Economic Area ("**EEA**") or 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 (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 Regulation. 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 or the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the 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.

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| 1. | Issuer: | NIBC Bank N.V. |
| 2. | (i) Series Number: | 1769 |
| | (ii) Tranche Number: | 1 |

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| | (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: | 15,000,000 |
| | (ii) Tranche: | 15,000,000 |
| 5. | Issue Price: | 99.702 per cent. of the Aggregate Nominal Amount. |
| 6. | (i) Specified Denominations: | 100,000 |
| | (ii) Calculation Amount: | 100,000 |
| 7. | (i) Issue Date: | 28 September 2020 |
| | (ii) Interest Commencement Date (if different from the Issue Date): | Not Applicable |
| 8. | Maturity Date: | 28 September 2026 |
| 9. | Interest Basis: | 0.69 per cent. Fixed Rate |
| 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: | 26 April 2019 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 19. | Fixed Rate Interest Note Provisions: | Applicable |
| | (i) Rate(s) of Interest: | 0.69 per cent. per annum payable annually in arrear |
| | (ii) Interest Calculation Amount: | EUR 100,000 |
| | (iii) Interest Payment Date(s): | 28 September in each year up to and including the Maturity Date, subject to the Business Day Convention |

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| (iv) | Period End Dates: | 28 September 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 690 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): | 28 September in each year |
| 20. | Floating Rate Interest/CMS-Linked Interest Note Provisions: | Not Applicable |
| 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: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 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 Error! Reference source not found. (<i>Optional Early Redemption (Investor Put)</i>)): | Not Applicable |
| 32. | Final Redemption Amount of each Note | 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): | 100,000 per Calculation Amount/market value |
| 34. | Substitution or Variation: | Not Applicable |

PROVISIONS RELATING TO ADJUSTMENTS, DISRUPTED DAYS AND DATE EXTENSIONS

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| 35. | Disruption Event: | Not Applicable |
| 36. | Disrupted Days: | Not Applicable |

37. Date Extensions: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

38. 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

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: Not Applicable

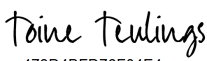
42. Redenomination applicable: Redenomination not applicable

43. Whether Condition 6(a) of the Notes applies or whether Condition 6(b) applies: Condition 6(b) applies

44. Relevant Benchmark: Not Applicable

SIGNATURE

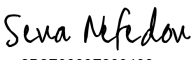
Signed on behalf of the Issuer:

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 Toine Teulings

By:

Director Funding & Debt IR
 23 September 2020 | 12:39 CEST
 NIBC Bank N.V.

Duly authorised

DocuSigned by:

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 Seva Nefedov

Director
 23 September 2020 | 12:45 CEST
 NIBC Bank

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 Euronext in Amsterdam with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 4,375

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: 0.741 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.

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

Not Applicable

7. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2238489319
- (ii) Common Code: 223848931
- (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. |

8. **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: | DekaBank Deutsche Girozentrale |
| (v) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |

9. **THIRD PARTY INFORMATION**

Not Applicable