

Final Terms dated 27 September 2016

**NIBC BANK N.V.**  
*(Incorporated with limited liability under the laws of The Netherlands  
and having its corporate seat in The Hague)*

**Issue of**  
**EUR 200,000,000 2.25 per cent. Notes due 24 September 2019**  
**(the "Notes")**

**(to be consolidated and form a single Series with the EUR 300,000,000 2.25 per cent.  
Notes due 24 September 2019 issued on 24 March 2016)**  
**(the "Original Notes")**

under the Euro 20,000,000,000 Programme for the Issuance of Debt Instruments

## **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 18 June 2015 (including the supplements thereto dated 27 August 2015, 14 January 2016 and 10 March 2016) which are incorporated by reference in the Offering Circular dated 20 June 2016. 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 20 June 2016 and the supplements to it dated 5 July 2016, 4 August 2016 and 1 September 2016, 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 and the Offering Circular. The Offering Circular has been published on the Issuer's website ([www.nibc.com](http://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 13th Floor, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom and copies may be obtained from the same.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the relevant Member State.

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| 1. | Issuer:  | NIBC Bank N.V.   |
| 2. | (i) Series Number:   | 1730   |
|    | (ii) Tranche Number:   | 2  |
|    | (iii) Date of which Notes will be consolidated and form a single series: | The Notes will be consolidated and form a single Series with the Original Notes on exchange of the Temporary Global Notes for interests in the Permanent Global Note, as referred to in Paragraph 31 below |

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|-----|---|---|
| 3.  | Specified Currency or Currencies:                                   | Euro ("EUR")  |
| 4.  | Aggregate Nominal Amount:   |   |
|     | (i) Series:   | After the Exchange Date, the total amount of the Series outstanding will be EUR 500,000,000, consisting of the aggregate principal amount of the Notes (being EUR 200,000,000) and the aggregate principal amount of the Original Notes (being EUR 300,000,000) |
|     | (ii) Tranche:   | EUR 200,000,000   |
| 5.  | Issue Price:  | 103.528 per cent. of the Aggregate Nominal Amount of the Tranche plus accrued interest from, and including, the Interest Commencement Date to, but excluding, the Issue Date  |
| 6.  | (i) Specified Denominations:  | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000   |
|     | (ii) Calculation Amount:  | EUR 1,000   |
| 7.  | (i) Issue Date:   | 29 September 2016   |
|     | (ii) Interest Commencement Date (if different from the Issue Date): | 24 September 2016   |
| 8.  | Maturity Date:  | 24 September 2019   |
| 9.  | Interest Basis:   | 2.25 per cent. Fixed Rate<br>(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:   | Not Applicable  |
| 14. | Business Centre:  | London and TARGET Settlement Day  |
| 15. | Status of the Notes:  | Senior Notes  |
| 16. | Date Board approval for   | 27 September 2016   |

issuance of Notes obtained:

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|--------|---|---|
| 17.    | Fixed Rate Interest Note Provisions:                                  | Applicable  |
| (i)    | Rate(s) of Interest:  | 2.25 per cent. per annum payable annually in arrear   |
| (ii)   | Interest Calculation Amount:  | EUR 1,000   |
| (iii)  | Interest Payment Date(s):   | 24 September in each year commencing on 24 September 2017 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:   | 24 September in each year (unadjusted)  |
| (v)    | Business Day Convention:  | Following Business Day Convention   |
| (vi)   | Fixed Coupon Amount(s):   | EUR 22.50 per Calculation Amount  |
| (vii)  | Broken Amount(s):<br><i>(Applicable to Notes in definitive form.)</i> | Not Applicable  |
| (viii) | Day Count Fraction:   | Actual/Actual (ICMA)  |
| (ix)   | Determination Date(s):  | 24 September 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  |

## PROVISIONS RELATING TO REDEMPTION

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|-----|---|----------------|
| 22. | Index Linked Redemption:  | Not Applicable |
| 23. | Issuer Call:  | Not Applicable |
| 24. | Investor Put (as per Condition 8.6 <i>(Optional Early Redemption)</i> | Not Applicable |

(Investor Put))):

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|-----|--|----------------------------------|
| 25. | Final Redemption Amount of each Note:  | EUR 1,000 per Calculation Amount |
| 26. | 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 1,000 per Calculation Amount |
| 27. | Substitution and Variation:  | Not Applicable                   |

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

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|-----|-------------------|----------------|
| 28. | Disruption Event: | Not Applicable |
| 29. | Disrupted Days:   | Not Applicable |
| 30. | Date Extensions:  | Not Applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|---|---|
| 31. | Form of Notes:  |   |
|     | (i) Form:   | Bearer Notes  |
|     |   | Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
|     |   | For the purpose of the above, " <b>Exchange Event</b> " shall have the meaning specified in the Conditions  |
|     | (ii) New Global Note:   | Applicable  |
|     | (iii) New Safekeeping Structure:  | Not Applicable  |
| 32. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable  |
| 33. | Talons for future Coupons to be attached to Definitive Notes:                         | No  |

34. Calculation Agent: Not Applicable
35. Redenomination applicable: Redenomination not applicable

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....

*Duly authorised*

*R. Berendrecht*

By: .....

*Duly authorised*

**Toine Teulings**  
**Director**

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## 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 the Luxembourg Stock Exchange with effect from the Issue Date

The Original Notes are admitted to trading on the regulated market of the Luxembourg Stock Exchange

- (ii) Estimate of total expenses related to admission to trading: EUR 400 (listing fee)

### 2. RATINGS

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 is 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: 1.044 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. PERFORMANCE OF REFERENCE ASSET[S] AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET[S] (*Index Linked Notes only*)

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Not Applicable

## 6. OPERATIONAL INFORMATION

- (i) ISIN Code: Until the Notes are consolidated and form a single series with the Original Notes, the Notes shall have the temporary ISIN Code XS1496749349. After the Exchange Date, the ISIN Code will be XS1385996126
- (ii) Common Code: Until the Notes are consolidated and form a single series with the Original Notes, the Notes shall have the temporary Common Code 149674934. After the Exchange Date, the Common Code will be 138599612
- (iii) Other Relevant Code: Not Applicable
- (iv) 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
- (v) Delivery: Delivery against payment
- (vi) 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
- (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 "**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 recognized 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**

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: *Joint Lead Managers:*  
Credit Suisse Securities (Europe) Limited  
Goldman Sachs International  
J.P. Morgan Securities plc  
NIBC Bank N.V.  
UBS Limited  
  
*Senior Co-Lead Manager:*  
Banco de Sabadell, S.A.
- (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

8. **THIRD PARTY INFORMATION**

Not Applicable

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