

Final Terms dated 6 February 2019

**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 50,000,000 Floating Rate Senior Preferred Unsecured Notes due 30 July 2020  
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 Floating Rate Senior Preferred Unsecured Notes due 30 July 2020 issued by the Issuer on 30 July 2018**

**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 2002/92/EC ("**IMD**"), 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, 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 26 June 2018 (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 and the supplements to the Offering Circular are 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 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:	1755
	(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 Tranche 1 of EUR 300,000,000 Floating Rate Senior Preferred Unsecured Notes due 30 July 2020 issued by the Issuer on 30 July 2018, 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 20 March 2019

3.	Specified Currency or Currencies:	Euro ("EUR")
4.	Aggregate Nominal Amount:	
	(i) Series:	EUR 350,000,000
	(ii) Tranche:	EUR 50,000,000
5.	Issue Price:	100.002 per cent. of the Aggregate Nominal Amount plus accrued interest from 30 January 2019 to (but excluding) the Issue Date, being EUR 2,412.50
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:	8 February 2019
	(ii) Interest Commencement Date (if different from the Issue Date):	30 January 2019
8.	Maturity Date:	30 July 2020
9.	Interest Basis:	3 month EURIBOR + 0.50 per cent. per annum (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:	Illegality Call Tax Call
14.	Business Centre:	TARGET2 Settlement Day
15.	Status of the Notes:	Senior Preferred Notes
16.	Date Board approval for issuance of Notes obtained:	6 February 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:	Aggregate Nominal Amount

(ii)	Interest Payment Dates:	Each 30 January, 30 April, 30 July and 30 October in each year up to and including the Maturity Date, subject to the Business Day Convention.
(iii)	First Interest Payment Date:	30 October 2018 for Series 1, 30 April 2019 for Series 2
(iv)	Period End Dates:	Interest Payment Date in each year as adjusted in accordance with the Business Day Convention
(v)	Business Day Convention:	Modified Following Business Day Convention
(vi)	Additional Business Centre(s):	TARGET 2
(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):	Second TARGET Settlement Day before the first day of the relevant Interest Period
	Relevant Screen Page:	Reuters EURIBOR01
	Margin	+ 0.50 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:	0.00 per cent. per annum
(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

#### PROVISIONS RELATING TO REDEMPTION

22.	Index Linked Redemption:	Not Applicable
23.	Issuer Call:	Not Applicable
24.	Regulatory Call:	Not Applicable
25.	MREL Disqualification Event Call:	Not Applicable
26.	Illegality Call:	Applicable

27.	Tax Call:	Applicable
28.	Investor Put (as per Condition 8.6 ( <i>Optional Early Redemption (Investor Put)</i> )):	Not Applicable
29.	Final Redemption Amount of each Note	EUR 1,000 per Calculation Amount
30.	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
31.	Substitution or Variation:	Not Applicable

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

32.	Disruption Event:	Not Applicable
33.	Disrupted Days:	Not Applicable
34.	Date Extensions:	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 Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom
39.	Redenomination applicable:	Redenomination not applicable
40.	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


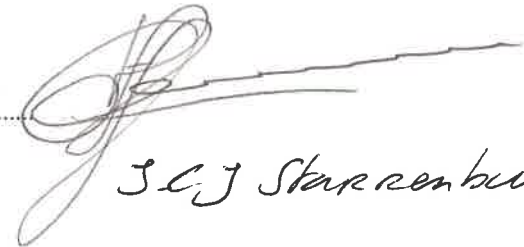
*My Roll*

41. Relevant Benchmark:

EURIBOR is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**BMR**"). As far as the Issuer is aware, the transitional provisions in Article 51 of the BMR apply, such that European Money Markets Institute is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence).

#### SIGNATURE

Signed on behalf of the Issuer:

By:    
*Duly authorised* **Toine Teulings**  
**Director** *J.C.J. Starckenburg*



## PART B - OTHER INFORMATION

### 1. LISTING

- (i) Admission to trading: Series 1 is admitted to the regulated market of the Luxembourg Stock Exchange. 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 the Luxembourg Stock Exchange with effect from 08 February 2019
- (ii) Estimate of total expenses related to admission to trading: EUR 900

### 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 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 Manager 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. 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 XS1949801598, after that, the Notes will have the same ISIN Code as the first tranche, which is XS1860797288
- (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 194980159, after that, the Notes will have the same Common Code as the first tranche, which is 186079728
- (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
- (v) Delivery: Delivery against payment
- (vi) Names and addresses of initial Paying Agent(s): Citibank, N.A., London Branch  
13<sup>th</sup> 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 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.

5. **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:

Morgan Stanley & Co. International plc

(v) U.S. Selling Restrictions:

Reg. S Compliance Category 2; TEFRA D

6. **THIRD PARTY INFORMATION**

Not Applicable

