



**BANK**

**EXECUTION VERSION**

**BNG Bank N.V.**

*(incorporated with limited liability under the laws of the Netherlands and having its statutory domicile in The Hague)*

Euro 100,000,000,000  
Debt Issuance Programme

Issue of EUR 1,000,000,000 1.250 per cent. Notes 2022 due 30 March 2037 (the "**Notes**")

Series No.: 1575

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**FINAL TERMS**

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The date of these Final Terms is 28 March 2022

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The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any member state of the European Economic Area (each, a "**Member State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 1 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor any Joint Lead Manager has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 (as amended or superseded).

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Terms and Conditions**") set forth in the base prospectus of the Issuer dated 21 May 2021, as supplemented by the supplemental prospectus dated 7 September 2021 and the supplemental prospectus dated 21 March 2022 (the "**Base Prospectus**") issued in relation to the Euro 100,000,000,000 debt issuance programme of BNG Bank N.V. which together constitute 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 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and any supplements thereto in order to obtain all the relevant information.**

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of a combination of these Final Terms and the Base Prospectus.

The Base Prospectus is available for viewing at the investor relations section of the Issuer's website, <https://www.bngbank.com/funding/issuance-programmes>, and at the offices of the Paying Agents in Amsterdam, Luxembourg and London specified in the Base Prospectus. Copies may, upon oral or written request, also be obtained from the Paying Agents.

These Final Terms do not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation; and no action is being taken to permit an offering of the Notes or the distribution of these Final Terms in any jurisdiction where such action is required.

In connection with the issue of Notes under the Programme, the Joint Lead Manager who is specified in these Final Terms as the Stabilising Manager (or any person acting for the Stabilising Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher *than* that which might otherwise prevail for a limited period. However, there may be no obligation on the Stabilising Manager (or any agent of the Stabilising Manager) to do this. Such stabilising shall be conducted in compliance with all applicable laws, regulations and rules.

**PROHIBITION OF SALES TO BELGIAN CONSUMERS** - The Notes are not intended to be offered, sold or resold, transferred or delivered or otherwise made available to and should not be offered sold or resold, transferred or delivered or otherwise made available to any individual in Belgium qualifying as a consumer (*consument/consommateur*) within the meaning of Article I.1 of the Belgian Code of Economic Law (*Wetboek van economisch recht / Code de droit économique*), as amended from time to time.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES 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



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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.



**PART A – CONTRACTUAL TERMS**

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The terms of the Notes are as follows:

- |     |                                   |   |
|-----|-----------------------------------|---|
| 1.  | Issuer:                           | BNG Bank N.V.   |
| 2.  | Series Number:                    | 1575  |
| 3.  | Specified Currency or Currencies: | Euro (" <b>EUR</b> ")   |
| 4.  | Aggregate Nominal Amount:         | EUR 1,000,000,000   |
| 5.  | Issue Price                       | 99.837 per cent. of the Aggregate Nominal Amount  |
| 6.  | (i) Specified Denomination(s):    | 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:                   | 30 March 2022   |
|     | (ii) Interest Commencement Date:  | Issue Date  |
| 8.  | Maturity Date:                    | 30 March 2037   |
| 9.  | Interest Basis:                   | 1.250 per cent. Fixed Rate<br><br>(further particulars specified below)   |
| 10. | Redemption/Payment Basis:         | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount<br><br>(further particulars specified below) |
| 11. | Put/Call Options:                 | Not Applicable  |

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

- |     |                                   |  |
|-----|-----------------------------------|--|
| 12. | <b>Fixed Rate Note Provisions</b> | Applicable   |
|     | (i) Fixed Rate(s) of Interest:    | 1.250 per cent. per annum payable annually in arrear                                   |
|     | (ii) Interest Payment Date(s):    | 30 March in each year, commencing 30 March 2023, up to and including the Maturity Date |

No Adjustment; any payment in respect of the Notes due on a date which is not a Payment Business Day will be made on the next following Payment Business Day as provided for in Condition 9(d)



- |       |   |  |
|-------|---|--|
| (iii) | Fixed Coupon Amount(s):                       | EUR 12.50 per Calculation Amount       |
| (iv)  | Broken Amount(s):                             | Not Applicable                         |
| (v)   | Day Count Fraction:                           | Actual/Actual (ICMA)                   |
| (vi)  | Regular Date(s):                              | 30 March in each year                  |
| (vii) | Additional Financial Centre(s):               | None                                   |
| 13.   | <b>Floating Rate Note Provisions</b>          | Not Applicable                         |
| 14.   | <b>Zero Coupon Note Provisions</b>            | Not Applicable                         |
| 15.   | <b>Dual Currency Interest Note Provisions</b> | Not Applicable                         |
| 16.   | <b>Reverse Interest Provisions</b>            | <b>Floater Note</b><br>Not Applicable  |
| 17.   | <b>Step-Down Interest Note Provisions</b>     | Not Applicable                         |
| 18.   | <b>Step-Up Interest Note Provisions</b>       | Not Applicable                         |
| 19.   | <b>Dual Redemption Provisions</b>             | <b>Currency Note</b><br>Not Applicable |

#### **PROVISIONS RELATING TO REDEMPTION**

- |     |  |                                  |
|-----|--|----------------------------------|
| 20. | Issuer Call Option:  | Not Applicable                   |
| 21. | Investor Put Option:   | Not Applicable                   |
| 22. | Final Redemption Amount:   | EUR 1,000 per Calculation Amount |
| 23. | Early Redemption Amount(s) payable per Calculation Amount on redemption (a) for taxation reasons (Condition 6(b)) or (b) on the occurrence of an event of default (Condition 7): | EUR 1,000 per Calculation Amount |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                |              |
|-----|----------------|--------------|
| 24. | Form of Notes: | Bearer Notes |
|-----|----------------|--------------|



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- 25. Temporary Global Note exchangeable for Definitive Notes: Not Applicable
- 26. Temporary Global Note exchangeable for a Permanent Global Note: Not Applicable
- 27. Permanent Global Note exchangeable for Definitive Notes: Applicable, but only as set out in Condition 1(e)
- 28. Registered Notes: Not Applicable
- 29. New Global Note: Applicable
- 30. New Safekeeping Structure: Not Applicable
- 31. Additional Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
- 32. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
- 33. Details relating to Installment Notes: Not Applicable
- 34. Redenomination: Not Applicable

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the Luxembourg Stock Exchange of the Notes described herein pursuant to the Euro 100,000,000,000 Debt Issuance Programme of the Issuer.

Signed on behalf of BNG Bank N.V.:

By: .....

Duly authorised

M.W. Ketting  
Manager Capital Markets



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**PART B – OTHER INFORMATION****1. LISTING**

- (i) Admission to trading Application is expected to be 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 and for the Notes to be admitted to display on the Luxembourg Green Exchange platform
- (ii) Estimate of total expenses relating to admission to trading: EUR 9,800 (listing and maintenance fees)

**2. RATINGS**

The Notes are expected to be rated:

S&P Global Ratings Europe Limited:	AAA (stable)
Fitch Ratings Limited:	AAA (stable)
Moody's France SAS:	Aaa (stable)

Each of S&P Global Ratings Europe Limited, Fitch Ratings Ireland Limited and Moody's France SAS is established in the European Union and registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies. The ratings given by S&P Global Ratings Europe Limited, Fitch Ratings Ireland Limited and Moody's France SAS are endorsed by S&P Global Ratings UK Limited, Fitch Ratings Ltd and Moody's Investors Service Limited, respectively, which are established in the United Kingdom and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Except for the commissions payable to the Joint Lead Managers, described in the first paragraph under "Plan of Distribution" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future 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. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used for lending to the eligible Dutch social housing associations as described in the "BNG Bank N.V. Sustainability Bond Framework" dated March 2021 (the "**Framework**"), which follows the ICMA Sustainability Bond Guidelines 2018.

The Framework and the second party opinion provided by ISS ESG are available on the Issuer's website, at <https://www.bngbank.com/Sustainability>. Neither of these documents is incorporated into, or



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forms part of, these Final Terms or the Base Prospectus.

The proceeds will be allocated and managed on a portfolio basis, as described in the Framework. Allocation and impact reporting will be available to investors as described in the Framework.

(ii) Estimated net proceeds: EUR 996,370,000

(iii) Estimated total expenses: Not Applicable

**5. INDICATION OF YIELD (Fixed Rate Notes only):**

1.262 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**6. HISTORIC INTEREST RATES (Floating Rate Notes only)**

Not Applicable

**7. PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (Dual Currency Interest Notes, Dual Currency Redemption Notes and Variable Interest Rate Notes only)**

Not Applicable

**8. OPERATIONAL INFORMATION**

ISIN Code: XS2463550702

Common Code: 246355070

FISN: As set out on the website of Association of National Numbering Agencies (ANNA)

CFI Code: As set out on the website of Association of National Numbering Agencies (ANNA)

Clearing System: Euroclear. Euroclear's offices are situated at 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium

Clearstream, Luxembourg. Clearstream, Luxembourg's offices are situated at 42 Avenue J.F. Kennedy, 1855 Luxembourg

Delivery: Delivery against payment

Names and addresses of Paying Agent(s): As set out in the Base Prospectus

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Intended to be held in a manner which would allow Eurosystem eligibility:

Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg 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.

Statement on benchmarks: Not Applicable

## 9. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names and addresses of Dealers:
- Deutsche Bank Aktiengesellschaft**  
Mainzer Landstraße 11-17  
60329 Frankfurt/Main  
Germany
- HSBC Continental Europe**  
38, avenue Kleber  
75116 Paris  
France
- Morgan Stanley Europe SE**  
Grosse Gallusstrasse 18  
60312 Frankfurt-am-Main  
Germany
- Société Générale**  
Immeuble Basalte  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France
- (iii) Date of Subscription Agreement: 28 March 2022
- (iv) Stabilising Manager(s) (if any): Deutsche Bank Aktiengesellschaft
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) Total commission and concession: 0.200 per cent. of the Aggregate Nominal Amount



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- (vii) U.S. Selling Restrictions: Regulation S Category 2; TEFRA C Rules applicable
- (viii) Non-exempt Offer: Not Applicable
- (ix) General Consent: Not Applicable
- (x) Other conditions to consent: Not Applicable
- (xi) Prohibition of Sales to EEA Retail Investors: Not Applicable
- (xii) Prohibition of Sales to UK Retail Investors: Not Applicable
- (xiii) Prohibition of Sales to Belgian Customers: Applicable

**10. TERMS AND CONDITIONS OF THE OFFER**

Not Applicable

**11. RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer the information contained in these Final Terms is in accordance with the facts and makes no omission likely to affect the import of such information.

**15. THIRD PARTY INFORMATION**

Not Applicable.