

NIBC Bank N.V. announces Tender Offers for certain of its Senior Fixed Rate Notes

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17 February 2011. NIBC Bank N.V. (the **Bank**) announced today its separate invitations to holders of its outstanding €1,350,000,000 3.625 per cent. Senior Fixed Rate Notes due 19 December 2011 (ISIN: XS0405794941; the **2011 Notes**) and its outstanding €1,500,000,000 3.125 per cent. Senior Fixed Rate Notes due 17 February 2012 (ISIN: XS0413550343; the **2012 Notes**) and, together with the 2011 Notes, the **Notes** and each a **Series**) to tender their Notes for repurchase by the Bank for cash (each such invitation an **Offer**, and together the **Offers**).

The Offers are being made on the terms and subject to the conditions contained in the tender offer memorandum dated 17 February 2011 (the **Tender Offer Memorandum**) prepared by the Bank, and are subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

Capitalised terms used but not defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

Rationale

Due to the successful diversification of funding and continued strong commercial performance, the Bank's existing liquidity position, as well as its projected liquidity position for the coming years, is very strong. The Bank has therefore decided to buy back a portion of the outstanding debt securities issued by it and guaranteed by The State of The Netherlands. The Offers will enable the Bank to bring down its interest expense for the period to the scheduled maturity of the Notes.

Purchase Prices

The Bank will pay for Notes validly tendered and accepted by it for purchase pursuant to the relevant Offer a cash purchase price (in respect of each Series, a **Purchase Price**), expressed as a percentage and determined by reference to the sum (each such sum, a **Purchase Yield**) of the relevant Purchase Spread, as determined pursuant to the modified Dutch auction procedure described in the Tender Offer Memorandum (the **Modified Dutch Auction Procedure**) and the Benchmark Security Rate. The Bank will also pay an amount equal to Accrued Interest in respect of those Notes accepted for purchase pursuant to the Offers, all as further described in the Tender Offer Memorandum.

The final determination of the Purchase Prices will be made in accordance with market convention at or around 2.00 p.m. (London time) on the Business Day following the Expiration

Deadline (as defined below) (the **Pricing Time**). Each Purchase Price is intended to reflect a yield to maturity of the relevant Notes on the Settlement Date based on the relevant Purchase Yield.

The Bank will determine, in its sole discretion, the aggregate nominal amount of the Notes (if any) of each Series (each such amount, a **Series Acceptance Amount**) that it will accept for purchase pursuant to the Offers. The Bank currently proposes to accept for purchase pursuant to the Offers up to €500,000,000 in aggregate nominal amount of the Notes, although the Bank reserves the right, in its sole discretion, to accept less than such amount for purchase pursuant to the Offers, and reserves the right to accept for purchase significantly more or less (or none) of the Notes of either Series as compared to the other Series.

If the aggregate nominal amount of Notes of a Series validly tendered for purchase pursuant to the relevant Offer is greater than the relevant Series Acceptance Amount, the Bank may accept tenders of Notes of such Series for purchase subject to scaling on a *pro rata* basis, as further described in the Tender Offer Memorandum.

Tender Instructions

The Offer expires at 4.00 p.m. (London time) on 25 February 2011 (the **Expiration Deadline**), unless extended, re-opened or terminated.

In order to participate in an Offer, Noteholders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by the Expiration Deadline. Tender Instructions may be submitted on a "non-competitive" or a "competitive" basis, as described in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of €50,000, being the minimum denomination of each Series, and may thereafter be submitted in integral multiples of €1,000. Tender Instructions which relate (including after any *pro rata* scaling) to a nominal amount of Notes of less than €50,000 will be rejected.

Tenders of Notes in the Offers will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

General

A summary of the terms relevant to the Offers appears below:

	ISIN/Common Code	Outstanding nominal amount	Benchmark	Maximum Purchase Spread	Target Acceptance Amount
2011 Notes	XS0405794941 / 040579494	€1,350,000,000	2.5 per cent. Dutch Government Bonds due January 2012 (ISIN: NL0009041359)	5 bps	Subject as set out herein, up to €500,000,000 in aggregate nominal amount of the Notes
2012 Notes	XS0413550343 / 041355034	€1,500,000,000		17 bps	

The anticipated transaction timetable is summarised below:

Event	Time and Date
<i>Commencement of the Offers</i>	17 February 2011
<i>Expiration Deadline</i>	4.00 p.m. (London time) on 25 February 2011
<i>Announcement of Offer Results</i>	
Announcement by the Bank of whether it will accept valid tenders of Notes for purchase pursuant to the Offers and, if so accepted, (i) the Purchase Spreads, (ii) the Final Acceptance Amount and each Series Acceptance Amount and (iii) any Scaling Factors.	At or around 10.00 a.m. (London time) on 28 February 2011.
<i>Pricing Time</i>	
Determination of the Benchmark Security Rate, each Purchase Yield and each Purchase Price.	At or around 2.00 p.m. (London time) on 28 February 2011.
<i>Announcement of Pricing</i>	
Announcement by the Bank of (i) the Benchmark Security Rate, (ii) each Purchase Yield and each Purchase Price and (iii) the final aggregate nominal amount of Notes of each Series that will remain outstanding after the Settlement Date.	As soon as reasonably practicable after the Pricing Time.
<i>Settlement Date</i>	3 March 2011

This is an indicative timetable and may be subject to change. Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary needs to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offers by the deadlines set out above.

Subject to applicable law and as provided in the Tender Offer Memorandum, the Bank may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Offers at any time.

Further Information

The Offers are described in full in the Tender Offer Memorandum, which is available from the Tender Agent. NIBC Bank N.V. and The Royal Bank of Scotland plc are the Dealer Managers for the Offers.

Requests for information in relation to the Offers should be directed to:

THE DEALER MANAGERS

NIBC Bank N.V.
Carnegieplein 4
2517 KJ The Hague
The Netherlands
Telephone: +31 (0)70 342 98 05
Attention: Matthijs van der Horst
Email: matthijs.van.der.horst@nibc.com

The Royal Bank of Scotland plc
135 Bishopsgate
London EC2M 3UR
United Kingdom
Telephone: +44 20 7085 9178
Attention: Liability Management
Email: liabilitymanagement@rbs.com

Requests for information in relation to the procedures for tendering Notes in, and for any documents or materials relating to, the Offers should be directed to:

THE TENDER AGENT

Lucid Issuer Services Limited

Leroy House
436 Essex Road
London N1 3QP
United Kingdom
Telephone: +44 20 7704 0880
Fax: +44 20 7067 9098
Attention: Lee Pellicci
Email: nibc@lucid-is.com

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice, including as to any tax consequences, from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender Notes in the Offers. None of the Bank, The Royal Bank of Scotland plc or Lucid Issuer Services Limited makes any recommendation whether Noteholders should tender Notes in the Offers.

OFFER AND DISTRIBUTION RESTRICTIONS

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by the Bank and the Dealer Managers to inform themselves about and to observe any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or a solicitation of an offer to sell the Notes (and tenders of Notes in the Offers will not be accepted from Noteholders in any circumstances in which) such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offers to be made by a licensed broker or dealer and either Dealer Manager or any of their respective affiliates is such a licensed broker or dealer in such jurisdictions, the Offers shall be deemed to be made on behalf of the Bank by such Dealer Manager or affiliate (as the case may be) in such jurisdictions.

United States The Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States and the Notes cannot be tendered in the Offers by any such use, means, instrumentality or facility or from within the United States. Any purported tender of Notes resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States, will be invalid and will not be accepted.

Each holder of Notes participating in the Offers will represent that it is not located in the United States and is not participating in the Offers from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offers from the United States. For the purposes of this and the above paragraph, **United States** means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

Italy The Offers are not being made, directly or indirectly, in Italy. The Offers and the Tender Offer Memorandum have not been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations. Accordingly, neither the Tender Offer Memorandum nor any other documents or materials relating to the Offers or the Notes may be distributed or made available in Italy.

United Kingdom This announcement and the Tender Offer Memorandum have been issued by NIBC Bank N.V. (the **Bank**) of Carnegieplein 4, 2517 KJ The Hague, The Netherlands, which is supervised by *De Nederlandsche Bank N.V.* and is subject to limited regulation by the Financial Services Authority (the **FSA**), and are being distributed only to existing holders of the Notes. This announcement and the Tender Offer Memorandum are only addressed to such existing holders where they would be professional clients or eligible counterparties of the Bank within the meaning of the FSA rules. Neither this announcement nor the Tender Offer Memorandum is not addressed to or directed at any persons who would be retail clients within the meaning of the FSA rules and any such persons should not act or rely on it. Recipients of this announcement and/or the Tender Offer Memorandum should note that the Bank is acting on its own account in relation to the Offers and will not be responsible to any other person for providing the protections afforded to clients of the Bank or for providing advice in relation to the Offers.

France The Offers are not being made, directly or indirectly, to the public in the Republic of France (**France**). Neither the Tender Offer Memorandum nor any other document or material relating to the Offers has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-4 of the French *Code Monétaire et Financier*, are eligible to participate in the Offers. Neither this announcement nor the Tender Offer Memorandum has been or will be submitted for clearance to or approved by the *Autorité des Marchés Financiers*.