Nationale-Nederlanden Bank

Investor Presentation - soft bullet covered bonds

May 2022



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Executive summary

Nationale-Nederlanden Bank N.V.

- Top 5 retail bank in the Netherlands (based on balance sheet size)
- 100% subsidiary of NN Group N.V.
- Established in 2011 and operates in the Netherlands under the brand name 'Nationale-Nederlanden'
- Shares client base, distribution and marketing with other NN entities
- Built around long-standing mortgage business (since 1963)
- Significant player in Dutch residential mortgage loan and retail savings markets

Purpose, ambition and strategy

- Purpose: to help people care for what matters most to them
- Ambition: to be an industry leader, known for our customer engagement, talented people and contribution to society
- To realise its ambitions, NN Bank has defined four key strategic priorities:
 - Strong customer relationships
 - Digitalisation and data-driven way of working
 - Sustainable company and society
 - Learning and agile organisation
- Committed to further enhancing sustainability and social responsibility

Financials at 31 December 2021¹

- Total assets of EUR 24.4bn; residential mortgage loan book of EUR 20.7bn
- NN Bank services EUR 54.6bn of mortgage loans
- Return on equity of 9.1%; Cost/income ratio of 59.5%
- Net profit of EUR 101.8m in 2021, down 19% from EUR 125.3m in 2020 due to both lower income and higher staff and operating expenses
- Solid capital position: CET1 ratio of 17.3% (Standardised Approach), Total Capital Ratio of 18.7%
- NN Bank's A- rating from S&P (stable outlook) reflects its "highly strategic importance" for NN Group

Funding diversification

- Diversified funding mix, in terms of investors, markets and maturities
- Funding comprises retail savings (EUR 15.9bn) and wholesale funding (EUR 6.5bn)
- Soft Bullet covered bond programme used to raise secured funding up to 20-year tenors
- Debt Issuance Programme used to issue both senior preferred and non-preferred debt
- NN Bank has published its Green Bond Framework with a focus on residential real estate
- No resolution strategy has yet been defined for NN Bank by the National Resolution Authority



1. All financial information included in this Investor Presentation is based on the 31 December 2021 Annual Report of Nationale-Nederlanden Bank N.V. published 24 March 2022 (unless stated otherwise). This financial information may deviate from the financial information of the segment Banking in NN Group.

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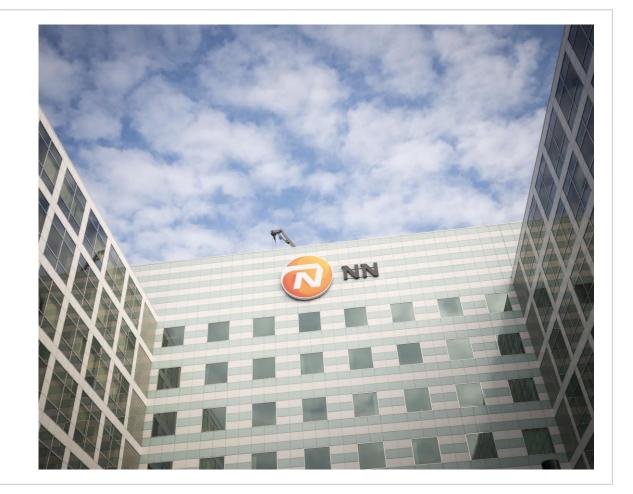


1 Strategy and business highlights



NN Bank profile

- Nationale-Nederlanden Bank ('NN Bank') is the fifth largest Dutch retail banking franchise, based on balance sheet size
- 100% subsidiary of NN Group N.V.
- Significant player in Dutch residential mortgage loans and retail savings, with close to one million retail clients in the Netherlands
- Established in 2011
- Built around long-standing Nationale-Nederlanden mortgage business (since 1963)
- Distribution both direct (savings) and via intermediaries (mortgages)
- Origination and servicing for own balance sheet but also for other group entities and external investors, generating fee income
- Average of 1,246 FTE in 2021
- Long-term credit rating of A- and short-term rating of A-1 from S&P; stable outlook





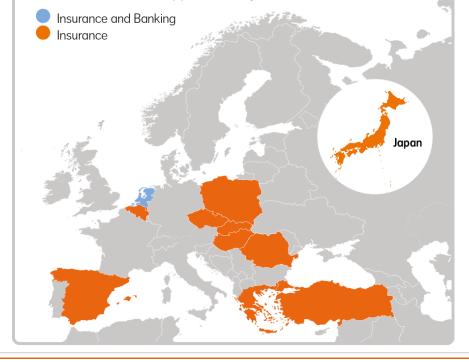
Parent company: NN Group

International footprint

Our presence

We operate in 11 countries

We provide retirement services, pensions, insurance, banking and investments to approximately 18 million customers.



Overview of NN Group

- International financial services company, active in 11 countries with a strong presence in Europe and Japan
- Around 14,000 employees, providing retirement services, pensions, insurance, banking and investments to approximately 18 million customers
- NN Group's brands are Nationale-Nederlanden, NN, ABN AMRO Insurance, Movir, AZL, BeFrank, OHRA and Woonnu
- Financial Strength Ratings: AA-/stable (Fitch), A/stable (S&P)
- Listed on Euronext Amsterdam since 2 July 2014
- Shareholders' equity of EUR 32.9bn at 31 December 2021

NN Group has leading market positions

- #1 position in life in the Netherlands: market share¹ of ~40% in group pensions and ~20% in individual life
- #1 position in non-life in the Netherlands: market share² of 29% in Disability & Accident (#2) and 24% in Property & Casualty (#2)
- Top 3 player in CEE³ focused on life and voluntary pensions
- Leading player in corporate-owned life insurance (COLI) products in Japan
- On 11 April 2022, the Group's asset manager NN Investment Partners was sold to Goldman Sachs Group

Source: NN Group



1. Source: DNB and Association of Insurers, based on 2020 recurring premium inflow; Includes internal data. Apf not included

2. Source: DNB, based on GWP 2020; Only Dutch insurers that are subject to DNB supervision, excluding foreign insurers

3. Central and Eastern Europe

NN Bank's added value to NN Group

NN Bank is highly strategically important for NN Group

- Operating under the Nationale-Nederlanden brand since its start in 2011
- Fully-owned subsidiary of NN Group N.V. and a fellow subsidiary of the Dutch insurance entities, i.e. NN Life and NN Non-life
- NN Bank has an A- rating from S&P (stable outlook) reflecting the "highly strategical importance" of the bank for NN Group

1 Financially sound bank

- With its business model, NN Bank realises a strong operating result and a healthy return on equity (9.1% in 2021)
- NN Bank accounts for 7% of NN Group's operating capital generation in 2021

2 Originate high-quality mortgage loans

- NN Bank is NN Group's mortgage originator and servicer in the Netherlands
- Providing mortgage investment opportunities with good investment return for other NN companies and customers of NN Investment Partners
- Servicing over EUR 35bn of mortgage loans for third parties

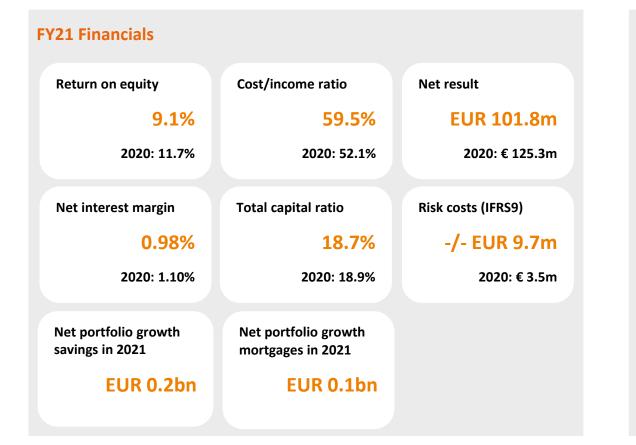
3 Cross-sell opportunities

- Sharing client base, distribution and marketing with other NN entities in the Netherlands
- Offering banking products complementary to Nationale-Nederlanden's individual life and nonlife insurance products for retail customers
- Servicing close to one million customers





NN Bank key figures



Non-Financials at year-end 2021

Net promotor score	Employee engagement	Average Internal and external FTE
+21.4 2020: +18.9	7.5 2020: 7.7	1,246
2020. +16.9	2020. 7.7	2020: 1,179
Number of customers ¹	Diversity male/ female ratio in MT	Energy label 'A' as % of mortgage portfolio
959,000	50%/50%	24%
2020: 1,047,000	2020: 56%/44%	2020: 23%



1. Savings product rationalisation has resulted in a lower number of customers

Creating long-term value for our stakeholders

Our purpose

Our ambition

to society

Our values

Care Clear Commit





Retail-focused business model

NN Bank is the fifth largest Dutch retail banking franchise

- Providing retail customers with mortgage loans, savings and bank annuities, supplemented by retail investment and consumer loan products
- National player, with coverage of all Dutch regions, operating under a strong and well-known household name, Nationale-Nederlanden

1 Mortgages: significant experience in origination and servicing

- Nationale-Nederlanden's track record in in-house mortgage loan origination, servicing and arrears management goes back to 1963
- Originated EUR 9.9bn of mortgage loans in 2021 compared to EUR 8.2bn in 2020
- In total NN Bank services EUR 54.6bn of mortgage loans
- Offering reset tenors in range 1 month to 30 years
- Mortgage loans distributed via intermediaries
- No branch network

Market share 2021 mortgage origination in the Netherlands¹ 7.1%

2 Savings: savings on demand and pension savings are two strong pillars

- Savings on demand and fixed-term deposits (EUR 7.4bn):
 - Consumers save mainly to build a buffer against unforeseen expenses
 - Low-cost online savings platform
 - Offering on demand savings account in Spain
- Fiscal-driven pension savings, called bank annuities (EUR 6.8bn):
 - supplementary pension savings: tax-incentivised annuities on a blocked savings account up to pension date
 - supplementary pension benefits: pay-out of built-up pension savings (annuity) over time

Market share 2021 total savings amount in the Netherlands² 3.4%

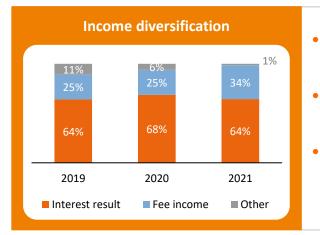


- 1. Source: Kadaster, December 2021
- 2. Source: DNB, December 2021

Financially sound bank with diversified income model



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2021 interest result includes a provision to compensate consumer credit customers for excess interest paid, as well as a decrease in average client mortgage rates, a decrease in client savings rates and an increase in the number of customers refinancing their mortgage

- Originating and servicing of mortgage
 loans for third parties
- Management advisory and servicing of investment portfolios for retail clients
- Woonnu² is a platform that generates more fee business for NN Bank through the sale and servicing of mortgage loans

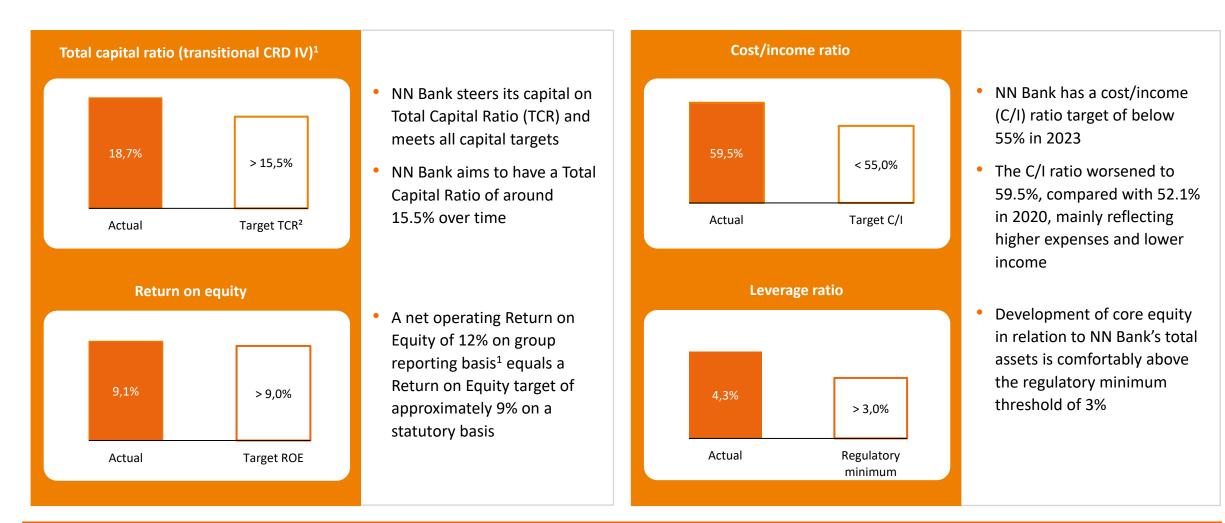
Summary profit and loss account

(Amounts in EUR m)		2020
Interest income	573	618
Interest expense	(329)	(343)
Interest result	244	275
Net fee and commission income	130	102
Gains and losses on financial transactions and other income		19
Valuation results on non-trading derivatives	4	7
Total income	380	403
Staff expenses	(128)	(117)
Impairment charges	10	(4)
Regulatory levies	(27)	(20)
Other operating expenses	(98)	(93)
Total operating expenses		(234)
Result before tax	136	169
Taxation	(34)	(44)
Net result		125

1. Net Interest Margin is calculated as interest result divided by the average total assets in a year

2. On 17 August 2020, NN Bank introduced Woonnu, a 100% subsidiary of NN Bank. With a contemporary proposition that focuses on sustainability, Woonnu is building a new mortgage portfolio for investors. The servicing of the mortgage portfolio has been outsourced

Long-term financial targets



1. On 24 June 2020, NN Group announced in its Capital Markets Day a net operating return on equity target for NN Bank of 12% or higher in the medium term

2. The target TCR will also be impacted by NN Bank's SREP and buffer requirements

ΝN

Sustainable company & society is one of four strategic **priorities of NN Bank**

NN Bank's commitment to the climate agreement:

- We have insight into our carbon footprint and publish it
- We set concrete goals and draw up an action plan to contribute to the Dutch Climate Agreement
- We offer and develop services and financial solutions for our customers
- We evaluate our progress periodically and at least annually
- To underline our ambition, NN Group endorsed various commit-• ments, such as the commitment of the financial sector to the **Dutch Climate Agreement** (Klimaatakkoord)

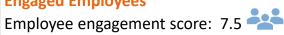


The Netherlands has converted the Paris Agreement into a Dutch Climate Policy. The Climate Act stipulates that our country must reduce CO2 emissions by 49% in 2030 and by 95% in 2050, compared with 1990

Excellent customer experience

Net promoter score of +21.4 **₽**

Engaged Employees



Looking ahead, NN Bank will focus on two key ESG topics:

1. Customer empowerment:

NN Bank belongs to the top-performing financial services providers on ٠ customer empowerment

2. Climate change & environment:

- NN Bank steers its mortgage and its HQLA investment portfolio towards Net Zero by 2050, or sooner, to become Paris Agreement-compliant. We will set intermediate emissions reduction targets for 2030
- We aim to reach Net Zero in our own operations by 2040, or sooner, in accordance with NN Group's ambition

Engaged Employees

Women in MT NN Bank: 50%



Mortgages with an A energy label: 24%



NN Bank enhancing sustainability & social responsibility

Sustainable housing

- As a mortgage provider, NN Bank wants to contribute to the reduction of greenhouse gas emission in houses we finance
- One of the ways in which we do this, is by making real estate more sustainable. Customers will also be encouraged to reduce their CO₂ emissions where possible and helped to do so with products and services such as Woonnu and Powerly
- NN Bank offers financing options to make homes more sustainable and to source green mortgages
 for ourselves, and also for third parties

Social responsibility

 NN Bank wishes to help customers who have financial difficulties. We provide coaching and tools intended to generate more income, reduce costs, reduce monthly mortgage payments or a combination of all of these

Partnerships

- NN Bank and Woonnu joined the Energy Efficient Mortgage Initiative and the Energy Efficient Mortgage Label. The objective of the initiatives is to stimulate and finance investment in energy efficient buildings and energy saving renovations
- NN Bank and Woonnu are two of the initiators of the Energy Efficient Mortgage NL Hub. A Dutch association of financial institutions supporting and promoting the acceleration and adaptation of energy-efficient housing in the Netherlands
- NN is a member of the Partnership Carbon Accounting Financials (PCAF)



Woonnu

- Woonnu brings fundamental changes to the mortgage process by firmly integrating the sustainability advice into the mortgage application process and managing the property renovation
- Since its start in August 2020, Woonnu has originated EUR 1.4bn in mortgages and has secured its place as a sustainable mortgage lender in the Netherlands
- Percentage of energy label A in the Woonnu portfolio as at end of 2021 was 86%



Powerly

 Offering online home improvement advice; based on a property check for energyefficiency measures such as insulation, solar panels, heat pump etc. are offered and executed by affiliated partners

powerly

Nova

 NOVA helps by dividing payments into categories and providing clear information on all transactions through various bank accounts

NOVA

Living Healthy Check

- Good ventilation is one of the most important considerations when making homes more sustainable
- NN Bank has launched a platform where consumers get insight in the air quality of their homes



2. Capital, liquidity and funding



Balance sheet composition

Assets

- Dutch residential mortgage loans (85% of the balance sheet)
- High Quality Liquid Assets (HQLA) portfolio of EUR 1.3bn
- 32% of outstanding mortgage amounts are guaranteed through NHG

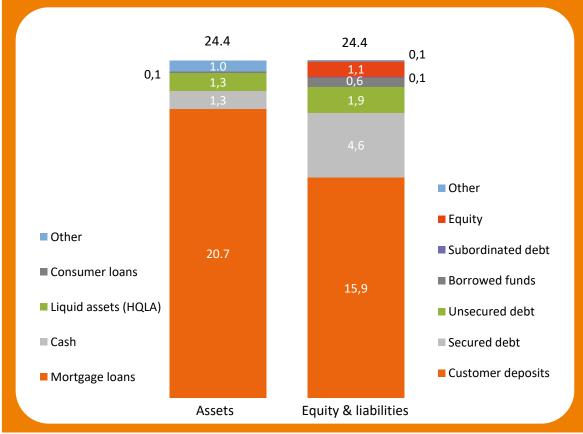
Liabilities

- Well-diversified funding mix, based on three main pillars:
 - Customer deposits (65% of the balance sheet at 31 December 2021)
 - Secured funding through issuance of covered bonds
 - Unsecured funding (including MREL)¹
- Total secured funding portfolio of EUR 4.6bn consists of EUR 0.3bn securitisations and EUR 4.3bn covered bonds
- In 2021, NN Bank redeemed the Arena NHG 2016-I and Hypenn RMBS V securitisation transactions on their respective FORD²

Minimum Requirement for Own Funds and Eligible Liabilities (MREL) targets still to be determined by the National Resolution Authority

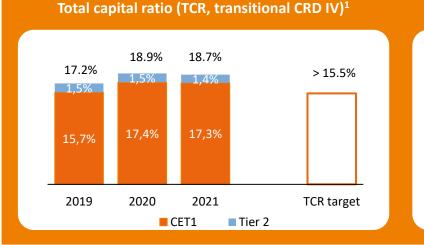
No participation in TLTRO III at year-end 2021

Balance sheet at 31 December 2021 (in EUR bn)



2. First Optional Redemption Date

Strong capital position provides significant buffer



Risk weighted assets (EUR bn) 5,9 6,0 6,1 2019 2020 2021



Solid capital position

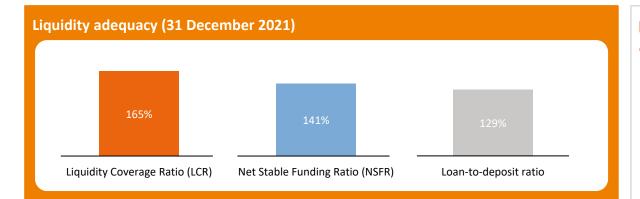
- Capital position exceeds regulatory target/requirements
- Limited impact of Basel IV as NN Bank uses Standardised Approach for both credit and operational risk
- Self-funded growth: internal capital generation through retained profits

Dividend policy

- In line with NN Group's policy to manage excess capital at Group level, dividend is paid out if NN Bank's total capital ratio exceeds a minimum target
- NN Bank followed ECB's recommendation in view of the Covid-19 pandemic, to refrain from dividend payments until 1 January 2021. In 2021, NN Bank resumed dividend payments in line with the ECB and DNB recommendations, resulting in the payment of a final dividend of EUR 12m over 2020 and an interim dividend of EUR 124m in October 2021. NN Bank proposed a final dividend of EUR 111.6m over 2021
- Consequently, NN Bank will steer actual capital holdings towards our capital targets again



Conservative approach to liquidity management



Sources of liquidity

- NN Bank has an on-balance sheet HQLA (High Quality Liquid Assets) portfolio and cash available to manage the LCR
- On 31 December 2021, NN Bank had a LCR ratio of 165%
- Other sources of liquidity available:
 - Large portfolio of retained RMBS notes, which can be used for ECB standing facilities and other secured funding transactions
- Two credit facilities in place with NN Group, one of which secures NN Bank's liquidity needs related to variation margin calls

Measurement and monitoring of funding position

- NSFR ratio¹:
 - Incentive to fund NN Bank's activities from stable sources of funding on an ongoing basis
 - On 31 December 2021, NN Bank had a NSFR ratio of 141%. This is well above regulatory and internal minimums

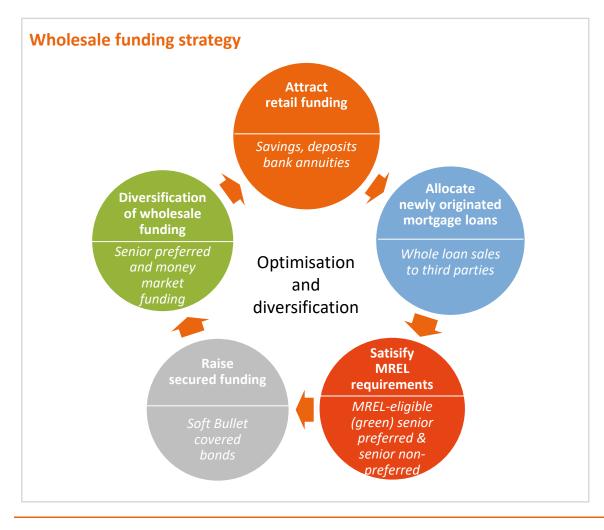
Loan to Deposit (LtD) ratio²:

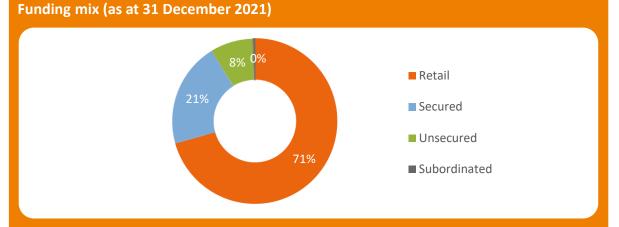
- Diversification of NN Bank's funding base and indication of the bank's dependence on wholesale funding for financing client loans
- On 31 December 2021, NN Bank had a LtD ratio of 129%



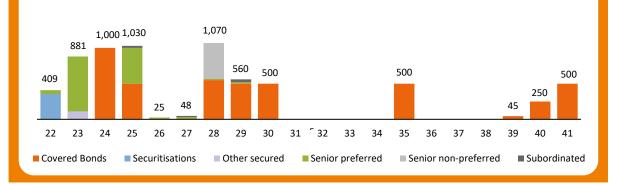
- 1. NSFR is defined as the amount of available stable funding relative to the amount of required stable funding
- 2. Loan-to-deposit ratio is calculated by dividing the bank's total volume of commercial loans by its retail deposits

Focus funding strategy on optimisation and diversification





Redemption profile (EUR m)





Minimum Required Eligible Liabilities

NN Bank meeting MREL requirements Total Risk Exposure Amount (TREA)¹ Leverage Ratio Exposure (LRE) NN Bank intends to meet MREL requirements with a combination of equity, Tier 2 and senior (non) preferred 49.7% 12.2% The Dutch National Resolution Authority (NRA) has not defined final MREL requirements for NN Bank yet (in line with other Dutch banks of similar size) Meanwhile, NN Bank comfortably meets the indicative 27.0% MREL-TREA target + CBR of 27.0% and MREL-LR² target CBR of 6.0% as of 1 Jan 2024³ 6.0% MCC 2.5% MCC 8,2% Senior 2.0% Senior If the NRA implies a subordination target for NN Bank non-preferred non-preferred then it is expected that a limited amount of additional RCA 1.4% Tier 2 0.3% Tier 2 senior non preferred debt has to be issued prior to 3,0% P2R 17.3% CET1 4.3% CET1 LAA 3,0% LR 8.0% P1 MREL amount MREL target + CBR MREL amount MREL target 31 Dec 2021 1 Jan 2024³ 31 Dec 2021 1 Jan 2024³

Based on the SRB's MREL Policy under the Banking Package disclosed by the SRB in May 2021

- 1. LAA (P1 + P2R) + RCA (P1 + P2R) + MCC + CBR, where LAA: Loss Absorbing Amount, RCA: Recapitalization Amount, MCC: Market Confidence Charge, CBR: Combined Buffer Requirement
- 2. LR: Leverage Ratio

2024

NN

Targets as at 1 January 2024. The indicative MREL targets and/or actual exposures may be subject to change as a result of TREA development, future SREP requirements and regulatory developments in Dutch legislation

NN Bank's Green Bond Framework

The NN Bank Green Bond Framework follows the ICMA Green Bond Principles (GBP) 2018 edition

• Use of Proceeds

Green Buildings meeting the Use of Proceeds eligibility criteria

• Process for Project Evaluation and Selection

Loan selection in accordance with Use of Proceeds eligibility criteria and carried out by NN Bank's Treasury team

• Management of Proceeds

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Portfolio approach: the Eligible Green Portfolio matches or exceeds the amount of eligible bonds outstanding. NN Bank's Treasury team will track allocation of proceeds to Eligible Green Loans

• Reporting

Reporting on the allocation of net proceeds to the Eligible Green Loan Portfolio after a year from the issuance of the applicable Green Bonds Impact report aligned, on a best effort basis, with the portfolio approach described in "Handbook - Harmonized Framework for Impact Reporting (December 2020)"

External Review

Positive SPO by Sustainalytics



Share of label A in NN Bank's portfolio increased to 24% NN Bank portfolio: energy label distribution (based on number of houses) 2019 2021 30% 25% 20% 15% 10% 5% 0% В С D F G Α

- 1. Numbers apply to the Dutch market as a whole
- 2. Technical Expert Group on Sustainable Finance

Framework follows best practice and latest market developments

- Recommendations of the draft TEG² report on the EU Taxonomy and draft delegated act on the EU Taxonomy
- Do No Significant Harm "DNSH" elements associated with the residential mortgage portfolio are mitigated through a reliance on the Dutch regulatory requirements applicable to the development and refurbishment of residential buildings
- CBI Low Carbon Buildings Standards



Use of Proceeds

Green Buildings that meet one of the following criteria:

- 1. For Dutch residential properties built prior to 31 December 2020:
 - Existing residential buildings in the Netherlands with an Energy Performance Certificate "A", AND belonging to the top 15% low-carbon residential buildings in the Netherlands
- 2. For Dutch residential properties built from 1 January 2021:
 - New or existing residential buildings that have a primary energy demand at least 10% lower than the one resulting from the local Nearly Zero Energy Buildings (NZEB)¹
- 3. For Refurbished Dutch residential properties with at least a **30% improvement in energy efficiency**. In terms of EPC labels, this corresponds to a two-step EPC label improvement
- 4. For individual measures aimed at energy efficiency improvement and the installation of renewables on-site in residential buildings:
 - Eligible lending activities include, but are not restricted to installation of cavity wall, roof and / or floor insulation, heat pump, infrared panels, solar boilers and solar panels, installing energy-efficient frames and doors and 'double glazing' or HR ++ glazing

The Use of Proceeds advance the following initiatives

ΝN

- UN Sustainable Development Goals: SDG 7, SDG 11 and SDG 13
- EU Environmental Objectives: Climate Change Mitigation (1.b)



Definition top 15% low-carbon residential buildings in the Netherlands

CFP green buildings is a specialised consultant who helped to develop the approach for identifying the top 15% in the Netherlands as the Dutch building stock with an energy label A already exceeds 15%. See also the <u>Green Residential Buildings</u> <u>Methodology Assessment Document²</u>





Green reporting figures 2021

- The Eligible Green Loan Portfolio meets the Green Buildings built prior to 31 December 2020 criteria
- EUR 4.0bn Eligible Green Loan Portfolio compared to EUR
 3.8bn in 2020. EUR 571m new Eligible Green Loans since 31
 December 2020
- Total energy consumption calculated at 101 kWh/m²
- 31% lower energy consumption than the average Dutch housing stock

1. The Dutch version of NZEB is called BENG. In accordance with the EU Taxonomy, the net primary energy demand of new constructions (built as of the 1st of January 2021) must be at least 10% lower than the primary energy demand resulting from the relevant BENG requirements



Credit ratings

Credit rating reflects NN Bank's "highly strategic importance" for NN Group

- Short-term credit rating of A-1 by Standard & Poor's (S&P)
- [•] Long-term credit rating of A- (stable outlook) by S&P, reflecting that NN Bank:
- is a fully owned subsidiary of NN Group
- is closely linked to the Group's reputation, dependent on its brand recognition and operates in line with the Group's overall strategy
- supports the Group's cross selling strategy in the Netherlands and facilitates the Group's asset and liability management
- Senior non preferred rating of BBB+ by S&P, one notch lower than NN Bank's long-term credit rating, reflecting:
- the risk the noteholders would be bailed in before senior preferred debt in the event of the bank's resolution
- that NN Bank would benefit from implicit group support, due to what S&P sees as its highly strategic status within NN Group

NN Bank N.V.

ST issuer rating,	A-1
outlook	stable
LT issuer rating,	A-
outlook	stable
Senior non preferred rating	BBB+
Rating affirmation	13 Oct 2021

S&P Global

Ratings

"S&P Global Ratings' stable outlook on the Netherlands-based NN Bank N.V. mirrors the stable outlook on its parent, the Netherlandsbased multiline insurer NN Group N.V.

The stable outlook on NN Bank also reflects our expectation that the bank will remain a highly strategic subsidiary of NN Group over the next two years. Any rating action on NN Group would therefore result in a similar rating action on NN Bank"¹



3. Covered bond programme



NN Bank Soft Bullet Programme

Soft Bullet Programme launched in 2020

- In June 2020 NN Bank established a EUR 7.5bn Soft Bullet Programme, which was officially registered with the Dutch Central Bank on 17 June 2020
- This Soft Bullet Programme supports future growth and:
 - Further diversifies the debt investor base
 - Enhances flexibility with respect to bond tenors
 - Enables green financing for energy efficient housing
- NN Bank debuted with a 10 years EUR 500m SB in July 2020
- Followed by a 15 years EUR 500m SB in September 2020
- 20 years EUR 250m SB private placement in November 2020
- 20 years EUR 500m SB in February 2021

Consent solicitation Conditional Pass-Through bonds in April 2022

- On 15 March 2022 NN Bank announced it is seeking consent from investors to transfer its outstanding CPT¹ covered bonds to its Soft Bullet Programme
- NN Bank wished to reduce the operational burden and operating costs of maintaining both the CPT¹ and Soft Bullet covered bond programmes whilst only the Soft Bullet Programme will be used for future issuance
- Following a successful consent solicitation on 8 April, all former CPT covered bonds, EUR 2,595m, novated to the Soft Bullet Programme
- The CPT cover pool has transferred to the Soft Bullet cover pool
- Conversion and amendments have no affect on the AAA ratings on NN Bank's covered bonds
- Consequently, NN Bank has EUR 4.3bn of covered bonds outstanding under its Soft Bullet Programme



NN Bank Soft Bullet covered bond features

Robust structure		
lssuer		
Programme size		
Type of issuance	 Soft bullet structure Dual recourse to the issuer and CBC¹ Extension period: 12 months 	
External ratings	 Covered bonds have target ['AAA'] rating by S&P NN Bank long-term credit rating 'A-' by S&P (stable outlook) 	
Over Collateralisation	 Regulatory minimum OC of 5% Asset Percentage 96.5% Current OC of 111.3%³ 	
Interest rate/ Hedging	 No hedging instrument included at closing (optional) Minimum Interest Rate of 1.0% 	
Cover assets	 High quality Dutch residential mortgage loans All cover assets are NN-labelled and originated by NN Bank and NN Life⁴ 22.9% of the cover pool benefits from an NHG guarantee³ Cover pool's weighted average CLTOMV is 76.4%³ Green Buildings Collateral Support Amount EUR 1.5bn³ 	

Regulatory treatment for investors

- Dutch law and Dutch Central Bank registered
- UCITS and CRR article 129 compliant
- LCR eligible (level 1)
- Solvency II friendly
- ECB repo eligible

Transparency

- National Transparency Template (NTT) and Harmonised Transparency Template (HTT) available on corporate website and dedicated portals
- Member of the Dutch Association of Covered Bond Issuers (DACB)²
- Covered Bond Label and HTT Reporting from ECBC

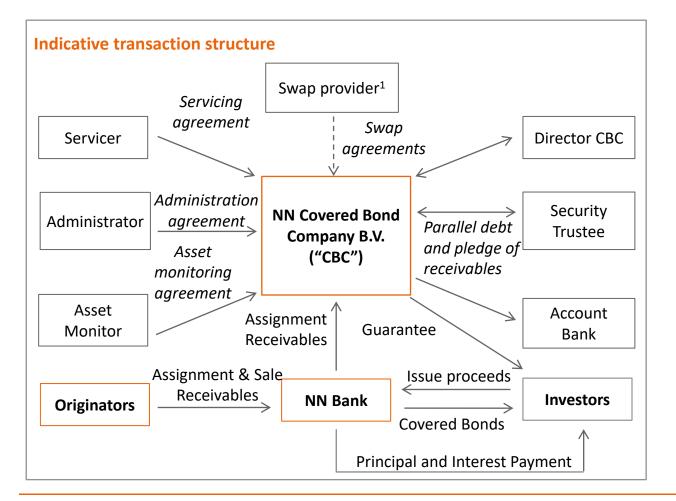


1. Covered Bond Company



- 2. The DACB was established in January 2011, with the aim of strengthening the market and product offering of Dutch covered bonds through among other things improving transparency and standardisation. More information can be found at <u>www.dacb.nl</u>
- 3. Based on NN Bank's pro forma soft bullet cover pool (including former CPT cover pool) with cut-off date 30 April 2022
- 4. Quion (HQ50) and Delta Lloyd originated mortgage loans are not included in the pool

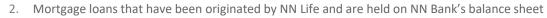
Soft Bullet programme structure



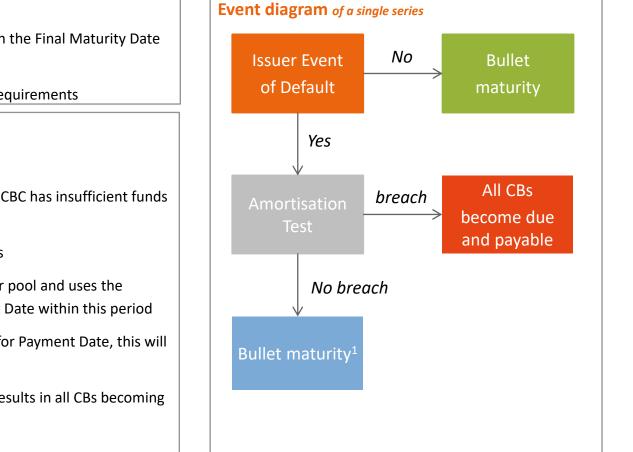
Key transaction parties Originators NN Bank and NN Life² **Transferor**, Issuer NN Bank Servicer NN Bank Administrator NN Bank NN Covered Bond Company B.V. Guarantor **Director CBC** Intertrust Stichting Security Trustee NN Covered Bond **Security Trustee** Company Stichting Holding NN Covered Bond Company **Stichting Holding** Rabobank Arranger **Asset Monitor** KPMG **CBC** Account Bank **BNG Bank N.V. Rating Agency** Standard & Poor's

1. Portfolio swap and Interest rate swap are optional

NN



Soft Bullet mechanism



Going concern

- Under going-concern conditions, the covered bonds (CBs) are bullet securities due on the Final Maturity Date and the Issuer will ensure the coupon and principal payments to the investors
- The Asset Cover Test (ACT) guarantees that the cover pool meets the minimum OC requirements

After an Issuer Event of Default

- The ACT will be replaced by the Amortisation Test
- If on the Final Maturity Date of the CB an Issuer Event of Default takes place and the CBC has insufficient funds to redeem the CBs, this does not trigger a CBC Event of Default
- At such time the Final Maturity Date is extended for a period of maximum 12 months
- During this extension period the administrator undertakes to sell (a part of) the cover pool and uses the proceeds thereof to (partially) repay the specific CB series on every Interest Payment Date within this period
- If the structure has insufficient funds to repay a specific series on the Extended Due for Payment Date, this will trigger a CBC default and result in all CBs becoming due and payable
- A breach of the Amortisation Test would also constitute a CBC Event of Default and results in all CBs becoming due and payable



1. Assuming the structure has sufficient funds available to redeem the CB on the Final Maturity Date. In the event of insufficient funds, the maturity date will be extended with a maximum of up to 12 months

Cover Pool Eligibility Criteria

Eligibility Criteria

- Each mortgage is either a Bank Savings Mortgage Loan, Life Mortgage Loan, Investment Mortgage Loan, Linear Mortgage Loan, Annuity Mortgage Loan, Interest-only Mortgage Loan, Savings Mortgage Loan, Switch Mortgage Loan or a combination thereof
- The outstanding principal amount per borrower cannot exceed 100% of original market value, originated in line with mortgage code of conduct¹
- First and subsequent ranking mortgages
- All properties backing the mortgaged loans are located in the Netherlands
- All payments via direct debit
- Borrower is a private individual, resident of the Netherlands and is not an employee of NN Group
- Each mortgage loan is governed by Dutch law and is denominated in euros
- Each mortgaged asset is occupied by the Borrower at the moment of (or shortly after) origination
- Mortgage conditions provide that all payments by the Borrower should be made without any deduction or set-off (other than in respect of construction deposits)

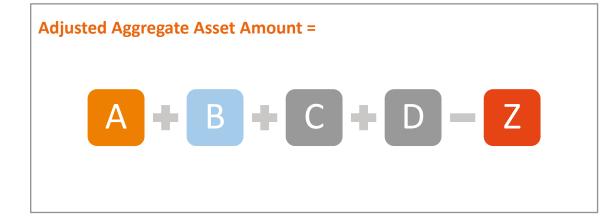


1. The maximum outstanding principal amount per borrower, originated before August 2011, did not exceed 130% of the foreclosure value at origination, while the maximum outstanding principal amount per borrower, originated in and after August 2011, did not exceed 104% of the original market value at origination

Asset Cover Test

Asset Monitoring Agreement

- 1. Adjusted Aggregate Asset Amount \geq outstanding Covered Bonds
- First regulatory current balance amount ≥ 105% of outstanding Covered Bonds
- Second regulatory current balance amount ≥ 100% outstanding Covered Bonds



Calculation specification:

'A' includes:

- 96.5% Asset Percentage
- 80% Indexed LTV cut-off
- Deduction for the built-up of savings for Savings, Switch, Savings Alternative and Bank Savings mortgage loans
- (Partial) deduction of arrears and defaulted receivables and receivables in breach of the receivable warranties
- Deduction of construction deposits and other claims
- Deduction of borrower deposits > EUR100,000¹
- Deduction for relevant loan parts for which the interest rate < 1.0%
- Deduction of Long Term Mortgage Loan² notional when the Long Term Mortgage Loan % of the cover pool > 15.0%
- 'B' represents any unapplied principal receipts

'C' and 'D' represent cash (including the Reserve Account) and substitution assets

- 'Z' represents the amount equal to the Interest Cover Required Amount
- 1. Applicable if the Issuer Credit Rating at S&P falls below 'BBB' (long-term) or 'A-2' (short-term)
- 2. An Interest Only mortgage loan without maturity date, originated prior to September 2012



Eligible Green Mortgage Loans in Cover Pool

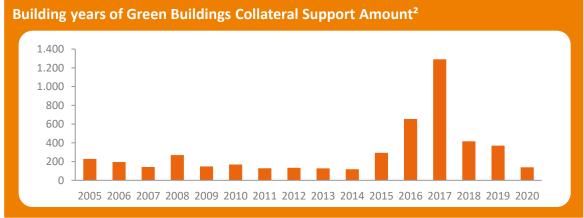


Minimum Green Buildings Collateral Support Amount mechanism

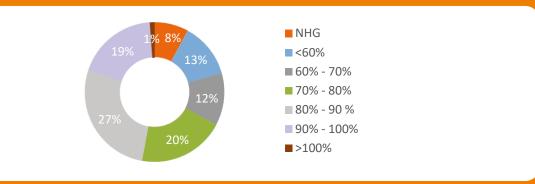
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- For as long as Green covered bonds are outstanding under the programme, NN Bank shall procure that the Cover Pool comprises an equivalent EUR amount of eligible green mortgage loans, whose outstanding principal balance is at least equal to the EUR size of outstanding Green Covered Bonds (=Minimum Green Buildings Collateral Support Amount)
- Any failure by NN Bank would not be an issuer event of default under the Soft Bullet CB programme
- At 30-4-2022 the Cover Pool comprises EUR 1.5bn of eligible green mortgage loans²
 - 1. Eligible green mortgage loan according to the eligibility criteria as defined in NN Bank's Green Bond Framework
 - 2. Based on NN Bank's pro forma soft bullet cover pool (including former CPT cover pool) with cut-off date 30 April 2022

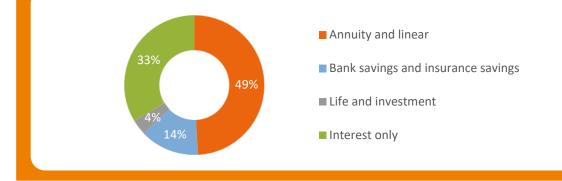
Green Buildings Collateral Support Amount is green and relatively young, other loan characteristics are similar



Loan-to-value as % of Green Buildings Collateral Support Amount²



Mortgage redemption types as % of Green Buildings Collateral Support Amount²



Reset tenors as % of Green Buildings Collateral Support Amount² - <= 1 year - 1 - 5 year - 5 - 9 year - 10+ year

- 1. Amortising mortgage types are annuity, linear, bank savings and insurance savings mortgage loans
- 2. Based on NN Bank's pro forma soft bullet cover pool (including former CPT cover pool) with cut-off date 30 April 2022



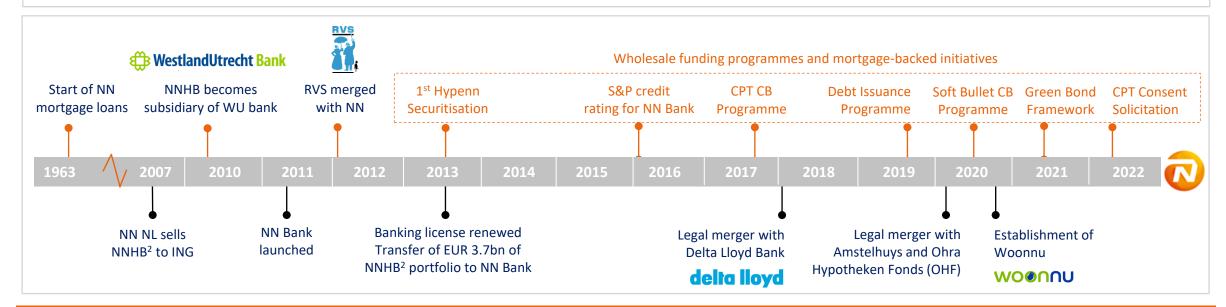
4. Mortgage business



Long-standing history in mortgage business

Successful NN-labelled mortgage business can be traced back to 1963

- Nationale-Nederlanden was founded in 1845, and evolved as a well-known brand in the Netherlands
- In 1963, Nationale-Nederlanden started originating mortgage loans ('NN-labelled mortgage loans')¹
- NN Bank was launched in 2011 to take advantage of new banking opportunities in response to declining individual life insurance market
- Growth accelerated in 2013 with the acquisition of parts of WU Bank (within ING Bank), gaining product expertise and a solid banking platform
- On 1 January 2018, Delta Lloyd Bank was merged into NN Bank

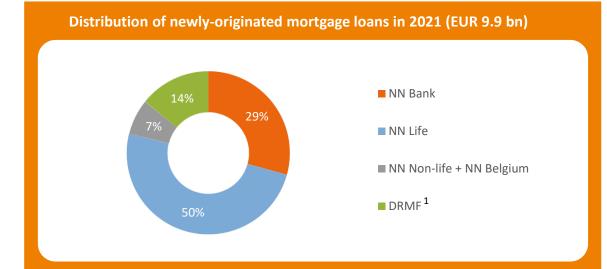


1. NN-labelled mortgage loans prior to 1 July 2013 were originated by NN Life and RVS Life; since 1 July 2013 NN-labelled mortgage loans have been originated by NN Bank

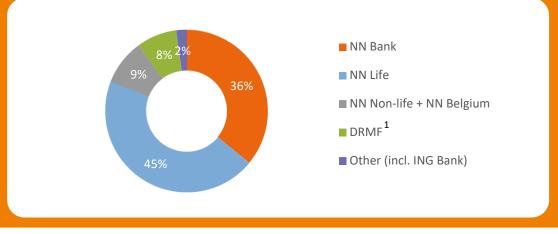


2. NNHB (NN Hypotheek Bedrijf) is a mortgage book held by ING Bank

Distribution and servicing of mortgage loans



Mortgage loan portfolio serviced at year-end 2021 (EUR 54.8bn)



Offering attractive investment opportunities within NN Group

- In 2021, EUR 9.9bn of mortgage loans were originated, compared with EUR 8.2bn in 2020
- In 2021, EUR 7.0bn of mortgage loans were transferred to other NN Group companies
- Mortgage loans seen as an attractive investment opportunity by these companies (buy and hold)

Servicing of mortgage loans within NN Group and for third parties

- NN Bank services over EUR 35bn of mortgage loans for other NN Group • companies, NN Dutch Residential Mortgage Fund and ING Bank
- Monthly transfer of mortgage loans from ING Bank to NN Bank² (as at year-end 2021, the size of NN-labelled mortgages held by ING Bank was EUR 0.7bn)

- 1. NN Dutch Residential Mortgage Fund

2. In line with transfer agreement, NN Bank purchases NN-labelled mortgage loans held by ING Bank (NNHB) at reset date

Amortising mortgage loans with long fixed reset tenors



1. Amortising mortgage types are annuity, linear, bank savings and insurance savings mortgage loans



Strong historical mortgage loan performance

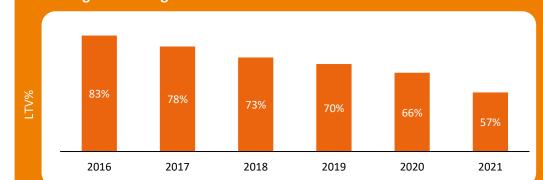
Trend towards lower LTV and higher (p)repayments ...

- LTV cap lowered by 1%-point p.a. from 105% in 2013 to 100% in 2018
- Lower average LTV due to higher amortisation and increased house prices (see also section on 'Dutch economy and housing market')
- Higher amortisation triggered by changes to tax deductibility, i.e. for new mortgage loans only annuity (or linear) loans are eligible
- Higher prepayments triggered by low interest rate levels and the accelerated reduction in tax deductibility in 2020-2023

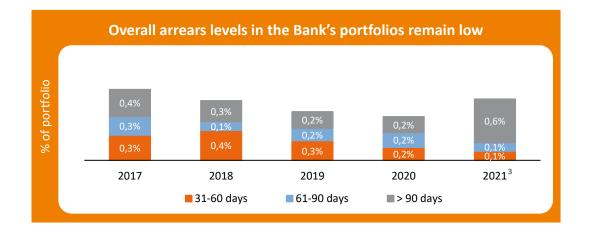
... in combination with several other mitigating factors

- Strict underwriting under Code of Conduct and Dutch law
- Mortgage loan is typically the only debt of average Dutch household²
- High payment moral of Dutch borrower
- Strong legal and regulatory framework of full recourse, whereby lender has a secured claim to current and future wealth of the borrower
- Affordability (debt to income) is decisive in underwriting, not LTV level

1. NN Bank mortgage portfolio



Weighted average current loan-to-indexed market value decreases¹



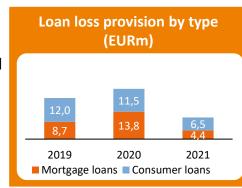


- 2. Total outstanding consumer credit volume (EUR 10.7bn) is 1.4% of total outstanding residential mortgage loan volume (EUR 776bn) in the Netherlands (CBS Statline, DNB, 3Q21)
- 3. Increase in delinquencies > 90 days is mainly a result of the implementation of the new regulatory guidelines on the definition of default as per 1 January 2021 whereby the counting of months past due is adjusted

Loan loss provisioning and stage classification

Loan loss provisions (LLP)

- The decrease of EUR 9.4m in loan loss provisions for mortgages was mainly driven by a sharp housing price increase in 2021 (17.5%) and a decrease in Stage 3 loans due to low unemployment and an amendment in the definition of default
- For consumer loans, the provisions decreased by EUR 5.0m due to a one-time, high write-off that resulted in a release of provisions of EUR 3.7m. The remainder of the decrease is explained by a decrease in the size of the portfolio
- The LLP is the sum of Stage 1, 2 and 3 provisions and POCl³ assets



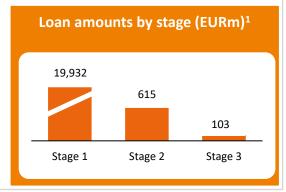
Default definition

- On 1 January 2021, the new guidelines on the definition of default became effective
- The new definition of default has been applied as of 1 January 2021 in the stage classification, delinquency buckets and non-performing loan (NPL) ratio
- The new definition of default is also effective for the loan loss provisions calculation at year-end 2020

Loans by stage

- NN Bank's credit risk exposure models are used to calculate:
 - the level of 12-month Expected Loss (Stage 1)
 - the Lifetime Expected Loss (Stage 2 and Stage 3)
- Mortgage loans with payment holidays are classified under IFRS 9 Stage 2

 Coverage ratio: 				
Stage	Loan loss provisions (EURm)	Loan amount (EURm)	Coverage ratio ² (%)	
Stage 1	1.5	19,932	0.0%	
Stage 2	1.8	615	0.3%	
Stage 3	7.3	103	7.1%	



Covid-19 impact limited

- The impact of COVID-19 on the Dutch mortgage market has been limited so far
- NN Bank has granted a payment holiday to 591 mortgage loan customers (0.7% of the mortgage book) since the start of the pandemic. 92% of these customers had recovered as at year-end 2021



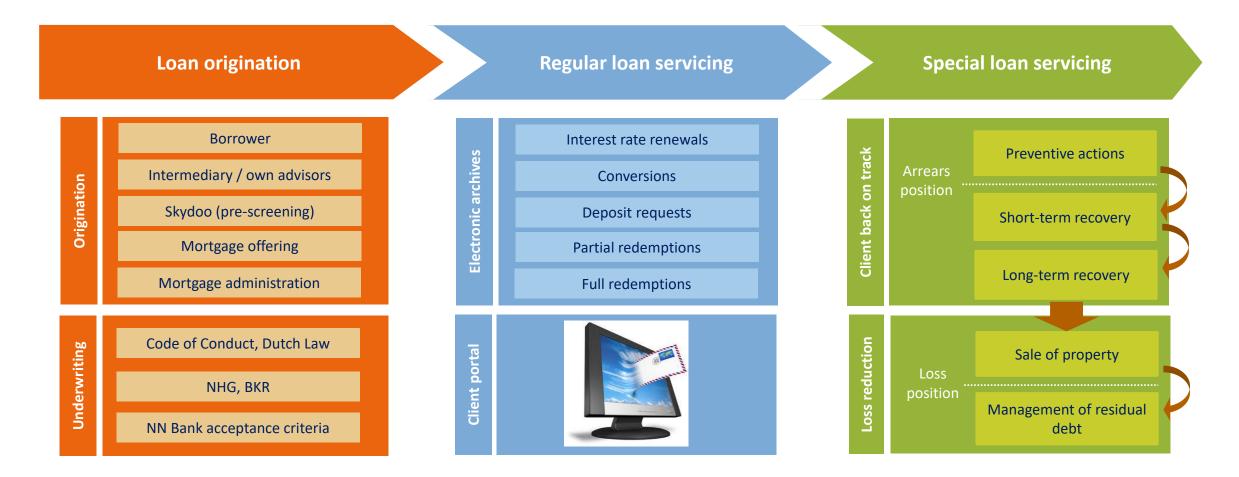


- 1. Total loan amounts per stage, i.e. including both mortgage and consumer loans, as at 31 December 2021
- 2. The coverage ratios are calculated as the Loan Loss Provisions in a certain IFRS 9 stage divided by the total outstanding loan amount in that respective stage
- 3. Purchased and Originated Credit-Impaired loans

Appendices



A Mortgage loans: origination and underwriting process¹



1. Mortgage operations only related to the NN-labelled mortgage loans. Origination and servicing of Quion (HQ50), Delta Lloyd and Woonnu mortgage loans are not included here, since these are not eligible to the covered bond programme



A Mortgage loans: origination and underwriting criteria¹

All mortgage production is originated via intermediary channels

- NN Bank's mortgage origination network comprises over 1,700 active intermediaries
- Since 2012, intermediaries do not receive commission on new mortgage loan origination
- In 2014, NN Bank introduced Skydoo, an automatic pre-screening application:
- 100% of intermediaries connected
- handling time per application reduced by up to 70%
- all pre-approved mortgage applications still subject to complete underwriting process
- In December 2021, the first mortgage applications were processed in our new mid-office system. NN Bank has connected a select number of mortgage advisors to the mid-office for this. The aim is to process all mortgage applications from all mortgage advisers via our new mid-office system in the first half of 2022

Intermediaries need to be licensed

- Dedicated team for initiating and maintaining contacts with intermediaries
- Both pro-active acquisition and reversed enquiry take place
- Intermediaries need to fulfil certain requirements, including a license in accordance with the Dutch Financial Services Act (Wet Financieel Toezicht) and a strategic long-term business plan
- Physical due diligence at premises of the intermediary

Screening of intermediaries

- Ongoing screening of performance of intermediaries
- Ad-hoc screening as required



1. Underwriting criteria only related to the NN-labelled mortgage loans. Origination and servicing of Quion (HQ50), Delta Lloyd and Woonnu mortgage loans are not reflected here, since these are not eligible for the covered bond programme

A Mortgage loans: origination and underwriting criteria¹

Code of conduct

- NN Bank complies with the Financial Supervision Act, the Mortgage Credit Directive and special underwriting legislation ("Tijdelijke regeling hypothecair krediet")
- Affordability calculations are based on figures of the National Institute for Family Finance Information ("NIBUD")
- Loan-to-income and Debt-to-income ratios are compliant with Dutch Code of Conduct ("Gedragscode Hypothecaire Financiering")

Borrower criteria

- Credit history is checked in several registers (e.g. BKR and Fraud Register)
- Applicants registered at the National Credit Register (BKR) with a negative credit profile are rejected
- Specific underwriting criteria apply if one of the applicants has a non-EU nationality and is selfemployed
- Loan-to-income ratios conform to GHF (Code of Conduct)
- Self-certified income is not taken into account in the application process

Collateral criteria

- All properties must be located in the Netherlands
- Properties with a market value above
 EUR 1m in most cases have a maximum loan
 amount of 80% of the market value
- For collateral with market value below EUR 1m, maximum LTMV is 100% (since 2018)
- Full valuation is commonly used; WOZ reports only utilised for further advances



1. Underwriting criteria only related to the NN-labelled mortgage loans. Origination and servicing of Quion (HQ50), Delta Lloyd and Woonnu mortgage loans are not reflected here, since these are not eligible to the covered bond programme

B NN Bank funding programmes

Secured funding (collateralised by prime Dutch residential mortgage portfolios)

Soft Bullet Covered Bond Programme

- EUR 7.5bn programme, of which EUR 4.3bn issued
- Registered with the Dutch Central Bank
- <u>Base Prospectus</u> last updated on 29 June 2021; <u>1st Supplement</u> dated 25 April 2022

RMBS² Programme

• Hypenn RMBS series, with collateral originated by NN Life & NN Bank

Unsecured funding

Debt Issuance Programme (EMTN¹)

- EUR 5.0bn programme, of which EUR 1.5bn of senior preferred issued
- Allows for issuance of senior preferred (SP), senior non-preferred (SNP) and subordinated debt
- <u>Base prospectus</u> last updated on 9 December 2021;

Green Bonds

Green Bond Framework

- Under the <u>Green Bond Framework NN Bank may issue Green Bonds</u> to finance and / or refinance mortgages for energy efficient residential buildings in the Netherlands
- Second Party Opinion
- <u>Allocation report 2021 (including limited assurance report)</u>
- Impact report 2021

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Programme documentation, investor reports and credit ratings

- Website: https://www.nn-group.com/investors/nn-bank.htm
- Covered Bonds: <u>DACB</u>, <u>coveredbondlabel</u>
- RMBS: <u>dutchsecuritisation</u>
- Bloomberg: NNGRNV Corp

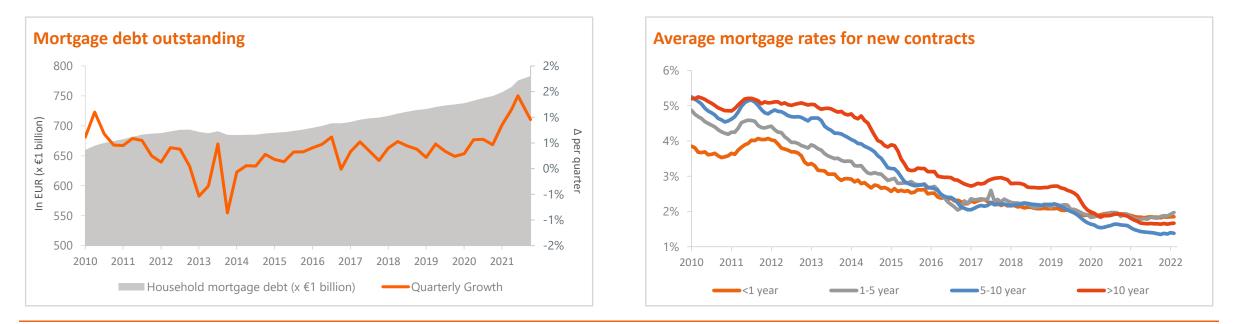
- 1. Euro Medium Term Notes

- Although Q1 2022 started relatively strong, it is expected that the Dutch economy will grow at a slower pace in 2022 and 2023 than in 2021. For 2022, an economic growth of 3.1% is assumed and for 2023 1.2%. The purchasing power of consumers and business' investment opportunities are reduced as a result of sharply increased prices, which are expected to remain high for a longer period due to the war in Ukraine. Sanctions against Russia and voluntary boycotts of companies are slowing down the growth of Dutch exports
- In recent months inflation has risen sharply. As a consequence of the Russia-Ukraine war, it is expected that inflation will rise further and remain at higher levels for a longer period of time. For 2022 an average consumer price inflation of 5.5% is forecasted. For the year 2023 an inflation rate of 2.9% is expected
- (Un)employment development **Dutch GDP and consumption** 10.000 10 10 8 9.500 6 9.000 per quarter (%) 4 % Labour force persons x1000 8.500 2010 2011 2012 2013 2014 2015 2016 2017 2018 2019 8.000 2022 2020 \triangleleft of -4 7.500 # -6 7.000 -8 2010 2011 2012 2013 2014 2015 2016 2017 2018 2019 2020 2021 2022 -10 Unemployment (r) Seas. Adj GDP Consumption Labour force (I) seas. Adj. Employment
- According to Statistics Netherlands (CBS), in March 2022 3.3% of the labour force in the Netherlands was unemployed. This is the lowest unemployment rate since 2003. For 2022 it is expected that the unemployment level will be around 3.2% and for 2023 it is also expected that the unemployment rate will remain below 4%

Sources:

- CBS, Land Registry, Dutch Housing Market Quarterly Rabobank and Economic Update Rabobank, unless stated otherwise
- RaboResearch: "The Netherlands Navigating an uncertain economic outlook", March 31, 2022
- RaboResearch: "Economic growth in the Netherlands expected to weaken due to war in Ukraine", March 16, 2022

- The Dutch outstanding mortgage debt continues to rise along side the increase observed in the house prices
- Mortgage interest rates hit their historical lowest levels in 2021. However, mortgage interest rates have stopped falling. As observed in the right hand graph, the interest rates in February 2022 are slightly higher compared to the levels recorded in 2021 Q3 and Q4
- It is expected that home price growth will slow down in 2022 given that the Dutch economy has slowed down and interest rates began to rise



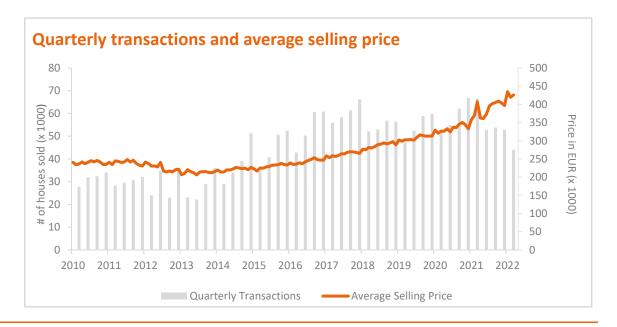
Sources:

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- CBS, Land Registry, Dutch Central Bank, Dutch Housing Market Quarterly Rabobank and Economic Update Rabobank, unless stated otherwise
- RaboResearch: "Double-digit house price growth this year, despite increased uncertainty", March 22, 2022

- When comparing Q1 2022 figures with Q1 2021, the Dutch house price index increased by 20% for Netherlands, with the sharpest increases recorded outside the 'Randstad' in the less urbanized provinces. Among the 12 provinces, the highest increase was recorded in Flevoland (25%)
- In March 2022, 15,833 homes changed hands. Compared to March 2021, the number of sales was 37% lower
- Due to the lack of supply and the continuing low number of new constructions, it is expected that in 2022 191,000 homes will change hand. This is 35,000 fewer than 2021, when more than 226,000 existing owner-occupied homes changed hands
- According to the Land Registry the average Dutch selling price in March 2022 was EUR 426,183 meaning an increase of 4,7% when compared to March 2021



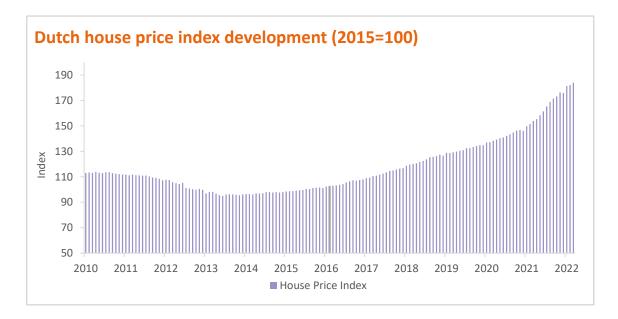


Sources:

- CBS, Land Registry, Dutch Housing Market Quarterly Rabobank and Economic Update Rabobank, unless stated otherwise
- RaboResearch: "Double-digit house price growth this year, despite increased uncertainty", March 22, 2022

- House prices increased almost every year since the start of the recovery of the Dutch Housing Market in 2014, Q1 2022 was no exception to this, although the growth is less steep when compared to 2021
- The owner-occupancy rate among young adults is decreasing, that is explained by the steep increase in prices compared with modest young professionals' salaries

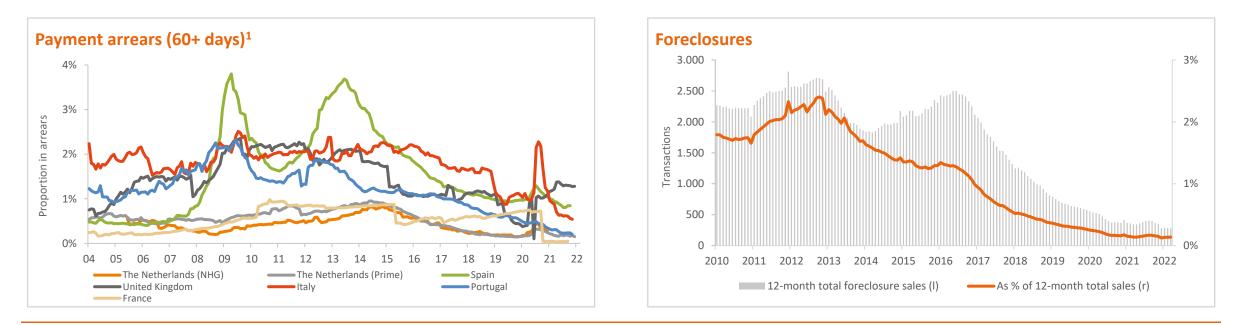




Sources:

- CBS, Land Registry, Dutch Housing Market Quarterly Rabobank and Economic Update Rabobank, unless stated otherwise
- RaboResearch: "Double-digit house price growth this year, despite increased uncertainty", March 22, 2022

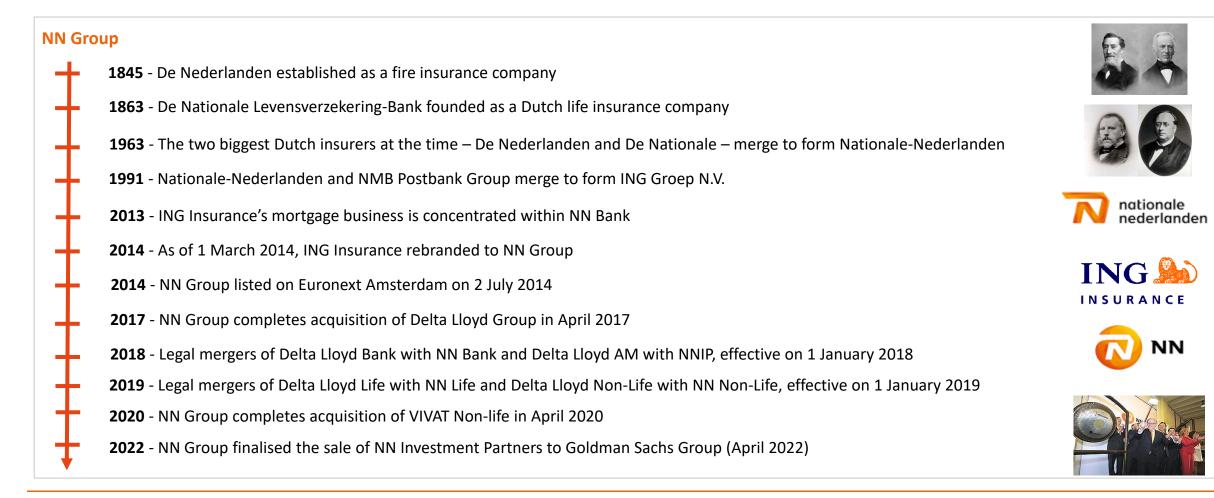
- In Europe, the mortgage payment arrears have been declining over the last couple of years. The Netherlands has the lowest level of arrears in Europe since 2014
- There is a trend of declining public auctions since 2012 that continued during 2021. This decline shows both an improvement of payment behavior, and a sign that banks supervise home-owners who have fallen in arrears more closely
- As shown in the graph below, the Netherlands continues to perform well in terms of forced sales and the level of payment arrears compared to other European countries. Historically the Netherlands show low and stable proportions of payment arrears



Sources:

- CBS, Land Registry, Dutch Housing Market Quarterly Rabobank and Economic Update Rabobank, unless stated otherwise
- Moody's RMBS Performance update

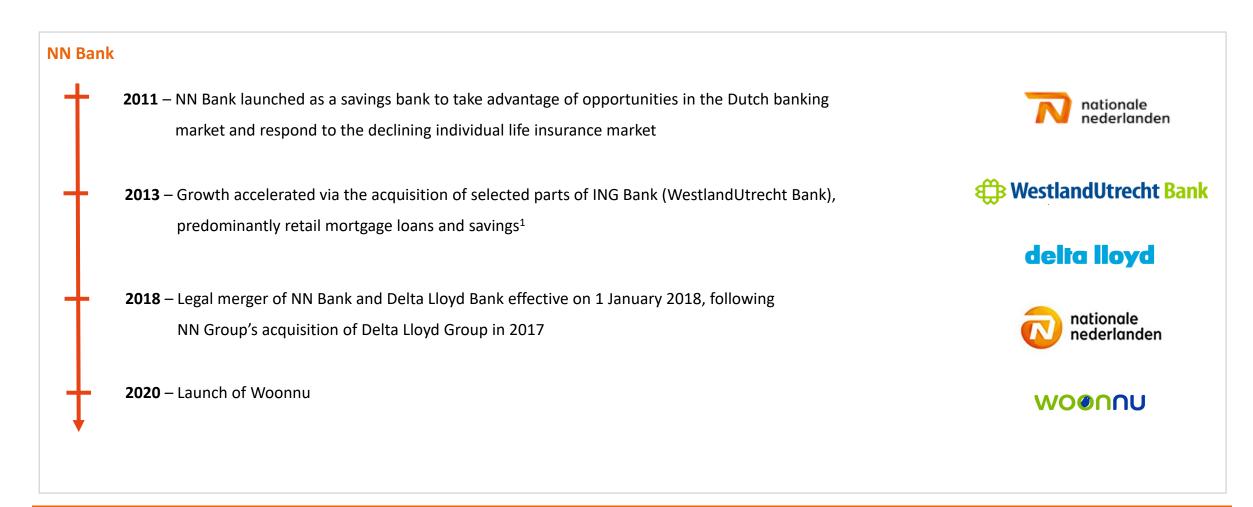
D Corporate history



Source: NN Group



D Corporate history



Source: NN Group



- 1. As a result of the state aid received by ING Group in 2008/2009, the European Commission imposed remedies on ING, leading to the transformation of NN Bank into
- an independent and viable competitor in the Dutch retail banking market, to be divested with NN Group

E Glossary

Abbreviation	Definition	Abbreviation	Definition
ACT	Asset Cover Test	LLP	Loan Loss Provisioning
AT	Amortisation Test	LCR	Liquidity Coverage Ratio
AFM	Dutch Authority for the Financial Markets	LTV	Loan-to-Value
APE	Annual Premium Equivalent	MCD	Mortgage Credit Directive
AuM	Assets under Management	MREL	Minimum Requirement for Own Funds and Eligible Liabilities
BKR	Dutch Office for Credit Registration	NHG	Dutch National Mortgage Guarantee
С/І	Cost / Income Ratio	NNHB	NN Hypotheek Bedrijf N.V.
СВ	Covered Bond	NOW	Temporary emergency bridging measures for employment
СВС	Covered Bond Company	NSFR	Net Stable Funding Ratio
CET	Common Equity Tier	NTT	National Transparency Template
COLI	Corporate-Owned Life Insurance	OC	Over-Collateralisation
СРТ(СВ)	Conditional Pass-Through (Covered Bonds)	RMBS	Residential Mortgage-Backed Security
CRDIV	Capital Requirements Directive IV	RoE	Return on Equity
CRR	Capital Requirements Regulation	RVS	Rotterdamse Verzekering Sociëteiten
DACB	Dutch Association of Covered Bonds Issuers	RWA	Risk weighted assets
DGS	Deposit Guarantee Scheme	SB(CB)	Soft Bullet (Covered bonds)
DNB	Dutch Central Bank	SNP	Senior non-preferred
DRMF	Dutch Residential Mortgage Fund	SP	Senior preferred
DSA	Dutch Securitisation Association	TCR	Total Capital Ratio
ECB	European Central Bank	UCITS	Undertakings for Collective Investment in Transferable Securities
ECBC	European Covered Bond Council	VNB	Value of New Business
FTE	Full-time Equivalent	WA CLTOMV	Weighted Average Current Loan to Original Market Value
GHF	Code of Conduct Mortgage Loans	WA CLTOMV (indexed)	Weighted Average Current Loan to Indexed Original Market Value
HDN	Hypotheek Data Network	WEW	Stichting Waarborgfonds Eigen Woningen
нтт	Harmonised Transparency Template	WU Bank	WestlandUtrecht Bank



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https://www.nn-group.com/investors/nn-bank/secured-funding/soft-bullet-covered-bond-programme.htm



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