

## Final Terms

Dated 26 May 2026

### Nationale-Nederlanden Bank N.V.

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

*Legal Entity Identifier (LEI): 724500BICUQQLF1AH770*

### Issue of EUR 10,000,000 Zero-Coupon Soft-Bullet Covered Bonds due May 2027 (the "Covered Bonds")

Guaranteed as to payment of interest and principal by

### NN Covered Bond Company B.V.

*(incorporated under the laws of the Netherlands with limited liability and having its statutory seat in Amsterdam, the Netherlands)*

*Legal Entity Identifier (LEI): 724500W9BC4IN9STHO45*

under Nationale-Nederlanden Bank N.V.'s EUR 12,500,000,000 Covered Bond Programme

This document constitutes the Final Terms of the issue of Covered Bonds under the EUR 12,500,000,000 Covered Bond Programme (the "**Programme**") of Nationale-Nederlanden Bank N.V. as the Issuer guaranteed by NN Covered Bond Company B.V. as the CBC. This document must be read in conjunction with the base prospectus pertaining to the Programme, dated 20 May 2026 and any further amendments and supplements thereto (the "**Base Prospectus**"). Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus and any amendments or supplements thereto and the terms and conditions set forth in the Base Prospectus.

The Base Prospectus (and any supplements thereto) and the Final Terms are available for viewing at <https://www.nn-group.com/investors/nn-bank/secured-funding/soft-bullet-covered-bond-programme.htm> and during normal business hours at the office of the Issuer at Prinses Beatrixlaan 35-37 The Hague, the Netherlands, where copies may also be obtained (free of charge). Any supplements to the Base Prospectus will in any case be available at this office and copies thereof may be obtained (free of charge) there. Any information contained in or accessible through any website, including <https://www.nn-group.com/investors/nn-bank/secured-funding/soft-bullet-covered-bond-programme.htm>, does not form a part of the Base Prospectus and/or these Final Terms.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Covered Bonds 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 European Economic Area ("**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 Directive 2014/65/EU (as amended, "**EU MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, "**IDD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**EU 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 Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either

adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** - The Covered Bonds are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is either one (or both) of the following (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the laws of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

The Covered Bonds and the Guarantee have not been and will not be registered under the US Securities Act of 1933 (as amended, the "**Securities Act**") or the securities laws of any state of the United States or other jurisdiction of the United States. The securities may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. Accordingly, the Covered Bonds are being offered, sold or delivered only to non-U.S. persons (as defined in Regulation S) outside the United States in reliance on Regulation S.

## PART A – CONTRACTUAL TERMS

These Final Terms are to be read in conjunction with the terms and conditions, as amended, supplemented and/or restated from time to time (the "**Terms and Conditions**") set forth in section **Error! Reference source not found.** (*Covered Bonds*) of the Base Prospectus. The Terms and Conditions as supplemented, amended and/or disappplied by these Final Terms constitute the conditions (the "**Conditions**") of the Covered Bonds. Capitalised terms not defined herein have the same meaning as in the Terms and Conditions. Certain capitalised terms in the Conditions which are not defined therein have the meaning set forth in a master definitions agreement (the "**Master Definitions Agreement**") dated 18 June 2020, as the same may be amended, supplemented, restated or otherwise modified from time to time and signed by the Issuer, the CBC, the Security Trustee, the Transferor and certain other parties. All references to numbered Conditions and sections are to Conditions and sections of the Terms and Conditions set forth in section **Error! Reference source not found.** (*Covered Bonds*) of the Base Prospectus.

1.	(i)	Issuer:	Nationale-Nederlanden Bank N.V.
	(ii)	CBC:	NN Covered Bond Company B.V.
2.	(i)	Series Number:	19
	(ii)	Tranche Number:	1
3.		Currency:	Euro
4.		Aggregate Nominal Amount:	EUR 10,000,000
5.		Issue Price:	97.245 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denomination(s):	EUR 100,000
	(ii)	Calculation Amount:	EUR 100,000
7.	(i)	Issue Date:	28 May 2026
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	28 May 2027
		Extended Due for Payment Date:	28 May 2028

If the Final Redemption Amount is not paid in full on the Maturity Date, payment of the unpaid amount will be automatically deferred until the Extended Due for Payment Date, provided that any amount representing the Final Redemption Amount due and remaining unpaid on the Maturity Date may be paid by the CBC on any Specified Interest Payment Date occurring thereafter up to (and including) the Extended Due for Payment Date.

9.		Interest Basis:	Zero Coupon
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If payment of the Guaranteed Final Redemption Amount is deferred in whole or in part, for the period from (and including) the Maturity Date to

(and excluding) the Extended Due for Payment Date: 1-month EURIBOR + 0.01 per cent. Floating Rate

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| <b>10.</b> | Redemption/Payment Basis:                             | Redemption at par  |
| <b>11.</b> | Change of Interest Basis or Redemption/Payment Basis: | The Interest Basis will change from Zero Coupon to 1-month EURIBOR + 0.01 per cent. Floating Rate on the Maturity Date |
| <b>12.</b> | Put/Call Options:                                     | Not Applicable   |
| <b>13.</b> | Status of the Covered Bonds:                          | Unsubordinated, unsecured, guaranteed  |
| <b>14.</b> | Status of the Guarantee:                              | Unsubordinated, secured (indirectly, through a parallel debt), unguaranteed  |

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

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|------------|---|--|
| <b>15.</b> | <b>Fixed Rate Covered Bond Provisions:</b>  | Not Applicable   |
| <b>16.</b> | <b>Floating Rate Covered Bond Provisions:</b>   | Applicable from (and including) the Maturity Date to (but excluding) the Extended Due for Payment Date                         |
| (i)        | Specified Period(s)/<br>Specified Interest Payment Dates:   | 28 <sup>th</sup> day of each month from (but excluding) the Maturity Date to (and including) the Extended Due for Payment Date |
| (ii)       | Business Day Convention:  | Modified Following Business Day Convention   |
| (iii)      | Adjustment or Unadjustment for Interest Period:   | Adjusted   |
| (iv)       | Additional Business Centre(s):  | Not Applicable   |
| (v)        | Manner in which the Rate of Interest and Floating Interest Amount is to be determined:                          | Screen Rate Determination  |
| (vi)       | Party responsible for calculating the Rate of Interest and interest Amount (if not the Principal Paying Agent): | Principal Paying Agent   |
| (vii)      | Screen Rate Determination:  | Applicable   |
|            | - Reference Rate  | 1-month EURIBOR  |
|            | - Interest Determination Date(s):   | Second day on which T2 is open prior to the start of each Interest Period  |
|            | - Observation Method:   | Not Applicable   |
|            | - Observation Look-back Period:   | Not Applicable   |
|            | - Relevant Screen Page:   | Reuters EURIBOR 01   |

	- Relevant Time:	11:00 a.m. Brussels time
	- Relevant Financial Centre:	Euro-zone (where Euro zone means the region comprised of the countries whose lawful currency is the euro)
(viii)	ISDA Determination:	Not Applicable
(ix)	Margin(s):	+ 0.01 per cent. per annum
(x)	Minimum Rate of Interest:	Not Applicable
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Floating Day Count Fraction:	Actual/360
<b>17.</b>	<b>Zero Coupon Covered Bond Provisions:</b>	Applicable from (and including) the Issue Date to (but excluding) the Maturity Date
(i)	Accrual Yield:	2.833 per cent. per annum
(ii)	Reference Price:	EUR 9,724,500
(iii)	Day Count Fraction in relation to Early Redemption Amounts and late payments:	Actual/Actual (ICMA)

#### PROVISIONS RELATING TO REDEMPTION

<b>18.</b>	<b>Issuer Call:</b>	Not Applicable
<b>19.</b>	<b>Investor Put:</b>	Not Applicable
<b>20.</b>	<b>Final Redemption Amount:</b>	EUR 100,000 per Calculation Amount
<b>21.</b>	Early Redemption Amount(s) per Calculation Amount of each Covered Bond payable on redemption for taxation reasons, or on acceleration following an Issuer Event of Default as against the Issuer or a CBC Event of Default or other early redemption:	As specified in Condition 7(e) ( <i>Early Redemption Amounts</i> )

#### GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

<b>22.</b>	Form of Covered Bonds:	Bearer form  Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds only upon the occurrence of a Delivery Event
<b>23.</b>	New Global Note form:	Not Applicable (see also Part B - item 7(vii))
<b>24.</b>	a) Exclusion of set-off:	Not Applicable
	b) German Insurers:	Not Applicable
<b>25.</b>	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable

26. Talons for future Coupons to be attached to Definitive Covered Bonds (and dates on which such Talons mature): No
27. Consolidation Provisions: The provisions of Condition 18 (*Further Issues*) apply

**DISTRIBUTION**

28. Method of distribution: Non-Syndicated
29. If non-syndicated, name and address of relevant Dealer: Coöperatieve Rabobank U.A.

**OTHER PROVISIONS**

30. (i) U.S. Selling Restrictions: Reg S Compliance Category 2, TEFRA D
- (ii) Prohibition of Sales to Belgian Consumers: Applicable

**Responsibility**

The Issuer and the CBC declare that the information contained herein is, to the best of its knowledge, in accordance with the facts and makes no omission likely to affect its import. The Issuer and the CBC (only as far as it concerns the CBC) accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Signed on behalf of the CBC:

By:  
Duly authorised

By:  
Duly authorised

By:  
Duly authorised

By:  
Duly authorised

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

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|-------|---|----------------|
| (i)   | Listing:  | None           |
| (ii)  | Admission to trading:                                       | Not Applicable |
| (iii) | Estimate of total expenses related to admission to trading: | Not Applicable |

### 2. RATINGS

Ratings: The Covered Bonds to be issued are not rated

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|----|--------------|----------------|
| 3. | Notification | Not Applicable |
|----|--------------|----------------|

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

### 5. USE AND ESTIMATED NET PROCEEDS

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|------|-------------------------|--|
| (i)  | Estimated net proceeds: | EUR 9,724,500  |
| (ii) | Use:                    | The net proceeds of the Covered Bonds will be used by the Issuer for its general corporate purposes. |

### 7. OPERATIONAL INFORMATION

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|--------|---|---|
| (i)    | ISIN:   | NL00150741J5  |
| (ii)   | Common Code:  | 339183201   |
| (iii)  | WKN Code:   | A4EVRC  |
| (iv)   | FISN:   | NN Bank N.V./Zero Cpn Bd 20270528   |
| (v)    | CFI:  | DBZNFB  |
| (vi)   | CINS:   | Not Applicable  |
| (vii)  | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | Not Applicable, means that the Covered Bond will not be held through the system of Euroclear or Clearstream, Luxembourg |
| (viii) | Offer Period:   | Not Applicable  |
| (ix)   | Delivery:   | Delivery against payment  |
| (x)    | Payment:  | As agreed between the Issuer and the Dealer   |
| (xi)   | Settlement Procedure:   | Not Applicable  |
| (xii)  | Clearing System:  | Euroclear Nederland   |

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|------------|-----------------------------------|---|
| <b>8.</b>  | Additional paying agent (if any): | Not Applicable  |
| <b>9.</b>  | Listing Application:              | Not Applicable  |
| <b>10.</b> | Statement on benchmark:           | EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation. |