

MiFID II PRODUKTÜBERWACHUNGSPFLICHTEN / ZIELMARKT PROFESSIONELLE INVESTOREN UND GEEIGNETE GEGENPARTEIEN - Die Bestimmung des Zielmarktes zum Zeitpunkt dieser Endgültigen Bedingungen für die Schuldverschreibungen, welche ausschließlich für die Zwecke der Produktüberwachungsanforderungen der Richtlinie 2014/65/EU (in der jeweils aktuellen Fassung „**MiFID II**“) und des Produktfreigabeverfahrens jedes Konzepteurs erfolgt ist, hat ergeben, dass (i) der Zielmarkt folgender ist: Kundenkategorie: geeignete Gegenparteien und professionelle Kunden, wie jeweils in der MiFID II definiert; Kenntnisse und Erfahrungen: Basiskenntnisse; Finanzielle Verlusttragfähigkeit: keine oder lediglich geringe Verlusttragfähigkeit ; Gesamtrisikoindikator (SRI): 1 (berechnet gemäß der PRIIPS-Methodik); Anlageziele: allgemeine Vermögensbildung / Vermögensoptimierung; Anlagehorizont: mittelfristig; und (ii) die folgenden Kanäle für den Vertrieb der Schuldverschreibungen geeignet sind: Anlageberatung, beratungsfreies Geschäft und reines Ausführungsgeschäft, vorbehaltlich der Verpflichtungen des Vertriebsunternehmens zur Prüfung der Angemessenheit und Geeignetheit unter MiFID II, soweit diese anwendbar sind. Jede Person, welche zu einem späteren Zeitpunkt die Schuldverschreibungen anbietet, verkauft oder empfiehlt (ein „**Vertriebsunternehmen**“), muss die Zielmarktbestimmung der Konzepture berücksichtigen. Ein Vertriebsunternehmen, welches den Vorschriften von MiFID II unterliegt, ist jedoch dafür verantwortlich, seine eigene Zielmarktbestimmung durchzuführen (durch Übernahme oder Konkretisierung der Zielmarktbestimmung der Konzepture) und geeignete Vertriebskanäle festzulegen.

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of the product governance rules under Directive 2014/65/EU of the European Parliament and of the Council of 15th May, 2014 on markets in financial instruments and implementing legislation (as amended, "**MiFID II**") and each manufacturer's product approval process, the target market assessment on the date of this Final Terms in respect of the Instruments has led to the conclusion that: (i) the target market is as follows: client category: eligible counterparties and professional clients, as defined in MiFID II; knowledge and experience: basic knowledge; financial loss bearing capacity: no or only minor losses of the investment amount; risk indicator (SRI): 1 (calculated on the basis of the PRIIPs methodology); investment objective: general capital formation / asset optimisation; investment horizon: mid-term and (ii) the following channels for distribution of the Instruments are appropriate: investment advice, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Instruments (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR PRODUKTÜBERWACHUNGSPFLICHTEN / ZIELMARKT PROFESSIONELLE INVESTOREN UND GEEIGNETE GEGENPARTEIEN - Die Bestimmung des Zielmarktes zum Zeitpunkt dieser Endgültigen Bedingungen für die Schuldverschreibungen, welche ausschließlich für die Zwecke der Produktüberwachungsanforderungen der Richtlinie 2014/65/EU (in der jeweils aktuellen Fassung "**MiFID II**") und des Produktfreigabeverfahrens jedes Konzepteurs erfolgt ist, hat ergeben, dass (i) der Zielmarkt folgender ist: professionelle Kunden wie in der Verordnung (EU) 600/2014, wie diese aufgrund des European Union (Withdrawal) Act 2018 Teil des englischen Rechts ist ("**UK MiFIR**"), definiert und geeignete Gegenparteien, wie im FCA Handbook Conduct of Business Sourcebook ("**COBS**") definiert; Kenntnisse und Erfahrungen: Basiskenntnisse; Finanzielle Verlusttragfähigkeit: keine oder lediglich geringe Verlusttragfähigkeit; Gesamtrisikoindikator (SRI): 1 (berechnet gemäß der PRIIPS-Methodik); Anlageziele: allgemeine Vermögensbildung / Vermögensoptimierung; Anlagehorizont: mittelfristig und (ii) die folgenden Kanäle für den Vertrieb der Schuldverschreibungen geeignet sind: Anlageberatung, beratungsfreies Geschäft und reines Ausführungsgeschäft. Jede Person, welche zu einem späteren Zeitpunkt die Schuldverschreibungen anbietet, verkauft oder empfiehlt (ein "**Vertriebsunternehmen**"), muss die Zielmarktbestimmung der Konzepture berücksichtigen. Ein Vertriebsunternehmen, das dem FCA Handbook Product Intervention and Product Governance Sourcebook (die "**UK MiFIR Produktüberwachungsregeln**") unterliegt, ist jedoch dafür verantwortlich, seine eigene Zielmarktbestimmung durchzuführen (durch Übernahme oder Konkretisierung der Zielmarktbestimmung der Konzepture) und geeignete Vertriebskanäle festzulegen.

UK MiFIR Product Governance / Professional investors and ECPs target market - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect

of the Instruments has led to the conclusion that: (i) the target market for the Instruments is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**") and professional clients as defined in Regulation (EU) No 600/2014 as amended and as it forms part of English law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); knowledge and experience: basic knowledge; financial loss bearing capacity: no or only minor losses of the investment amount; risk indicator (SRI): 1 (calculated on the basis of the PRIIPs methodology); investment objective: general capital formation / asset optimisation; investment horizon: Imid-term and (ii) the following channels for distribution of the Instruments are appropriate: investment advice, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Instruments (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

NORD/LB

Norddeutsche Landesbank – Girozentrale –

Final Terms

9 September 2024

EUR 500,000,000 3.625 per cent. Senior Non-Preferred Notes due 11 September 2029 Tranche 1

issued pursuant to the

EUR 25,000,000,000
Programme for the Issuance of Debt Instruments

of

Norddeutsche Landesbank – Girozentrale –

Important Notice

These Final Terms contain information relating to the issuance of Instruments under the EUR 25,000,000,000 Programme for the Issuance of Debt Instruments (the "**Programme**") of Norddeutsche Landesbank – Girozentrale –.

These Final Terms have been prepared for the purpose of Article 8(1) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended, and must be read in conjunction with the prospectus relating to the Programme dated 8 May 2024 (the "**Prospectus**") and the supplements dated 9 July 2024 and 30 August 2024 (each a "**Supplement**" and together the "**Supplements**").

Complete information on the Issuer and the offer of the Instruments is only available on the basis of the combination of the Prospectus, and the Supplements and these Final Terms.

The Prospectus, the Supplements and these Final Terms have been published on the Issuer's website (<http://www.nordlb.de/kapitalmarktportal/prospekte/>).

PART I – Conditions Applicable to an Issue of Instruments

Bedingungen, die die Emissionsbedingungen komplettieren bzw. spezifizieren.
Conditions that complete and specify the Terms and Conditions.

Dieser TEIL I. der Endgültigen Bedingungen ist in Verbindung mit dem Satz der Emissionsbedingungen, der auf Festverzinsliche Schuldverschreibungen Anwendung findet, zu lesen, der als Option I im Prospekt enthalten ist. Begriffe, die in den Emissionsbedingungen definiert sind, haben dieselbe Bedeutung, wenn sie in diesen Endgültigen Bedingungen verwendet werden.

This PART I of the Final Terms is to be read in conjunction with the set of Terms and Conditions that apply to Fixed Rate Notes set forth in the Prospectus as Option I. Capitalised terms shall have the meanings specified in the Terms and Conditions.

Bezugnahmen in diesem TEIL I. der Endgültigen Bedingungen auf Paragraphen und Absätze beziehen sich auf die Paragraphen und Absätze der Emissionsbedingungen.

All references in this PART I of the Final Terms to numbered paragraphs and subparagraphs are to paragraphs and subparagraphs of the Terms and Conditions.

Die Platzhalter in den auf die Wertpapiere anwendbaren Bestimmungen der Emissionsbedingungen gelten als durch die in den Endgültigen Bedingungen enthaltenen Angaben ausgefüllt, als ob die Platzhalter in den betreffenden Bestimmungen durch diese Angaben ausgefüllt wären. Sämtliche Optionen der Emissionsbedingungen, die nicht durch die in den Endgültigen Bedingungen enthaltenen Angaben ausgewählt und ausgefüllt wurden, gelten als in den auf die Wertpapiere anwendbaren Bedingungen gestrichen.

The placeholders in the provisions of the Terms and Conditions which are applicable to the Instruments shall be deemed to be completed by the information contained in the Final Terms as if such information were inserted in the placeholder of such provisions. All provisions in the Terms and Conditions which are not selected and not completed by the information contained in the Final Terms shall be deemed to be deleted from the terms and conditions applicable to the Instruments.

§ 1 STÜCKELUNG UND FORM
§ 1 DENOMINATION AND FORM

§ 1 (1)

§ 1 (1)

Festgelegte Währung:
Specified Currency:

Euro ("**EUR**")
Euro ("**EUR**")

Gesamtnennbetrag:
Total Par Value:

EUR 500.000.000
EUR 500,000,000

Nennbetrag:
Par Value:

EUR 100.000 je Schuldverschreibung
EUR 100,000 per Instrument

§ 1 (2)

§ 1 (2)

- Dauerglobalurkunde (TEFRA C)
Permanent Global Note (TEFRA C)
- Vorläufige Globalurkunde – Austausch
gegen eine Globalurkunde (TEFRA D)
Temporary Global Note – Exchange for
a Permanent Global Note (TEFRA D)

§ 1 (3)

§ 1 (3)

- Clearstream Banking AG, Frankfurt am
Main
Mergenthalerallee 61
65760 Eschborn
- Euroclear Bank SA/NV
Boulevard du Roi Albert II
B-1210 Brussels
- Clearstream Banking S.A.,
Luxembourg
42 Avenue JF Kennedy
L-1855 Luxembourg
- New Global Note
New Global Note
- Classical Global Note
Classical Global Note

§ 2 STATUS UND RANG
§ 2 STATUS AND RANKING

- Schuldverschreibungen
Instruments
- nicht nachrangig, bevorrechtigte,
unsubordinated, preferred

- nicht nachrangig, nicht bevorrechtigt
unsubordinated non-preferred
- Format für Berücksichtigungsfähige
Verbindlichkeiten
Eligible Liabilities Format
- nachrangig
subordinated
- Pfandbriefe
Pfandbriefe

§ 3 ZINSEN
§ 3 INTEREST

§ 3 (1)
§ 3 (1)

Verzinsungsbeginn: Interest Commencement Date:	11. September 2024 11 September 2024
Erster Zinszahlungstag: First Interest Payment Date:	11. September 2025 11 September 2025
Zinssatz: Interest Rate:	3,625 % <i>per annum</i> 3.625 per cent. <i>per annum</i>
Zinszahlungstag(e): Interest Payment Date(s):	11. September eines jeden Jahres bis zum Fälligkeitstag (einschließlich) 11 September of each year up to, and including, the Maturity Date

§ 3 (2)

Zinstagequotient
Day Count Fraction

- Actual/Actual (ISDA)
Actual/Actual (ISDA)
- Actual/Actual (ICMA)
Actual/Actual (ICMA)
- Actual/365 (Fixed)
Actual/365 (Fixed)
- Actual/360
Actual/360
- 30E/360 oder "Eurobond
Basis"
30E/360 or "Eurobond
Basis"
- 30E/360 (ISDA)
30E/360 (ISDA)

- 30/360, 360/360 oder Bond Basis
30/360, 360/360 or Bond Basis

§ 3 (4)

§ 3 (4)

Geschäftstagekonvention
Business Day Convention

- Following Business Day Convention
- Modified Following Business Day Convention
- Preceding Business Day Convention

Anpassung der Zinsperiode
Adjustment of interest period

- angepasst
adjusted
- nicht angepasst
unadjusted

§ 3 (5)

§ 3 (5)

Bankgeschäftstag: T2
Bank Business Day: T2

§ 4 RÜCKZAHLUNG DER SCHULDVERSCHREIBUNGEN
§ 4 REDEMPTION OF THE INSTRUMENTS

§ 4 (1)

§ 4 (1)

Fälligkeitstag: 11. September 2029
Maturity Date: 11 September 2029

§ 4 (2)

§ 4 (2)

Geschäftstagekonvention
Business Day Convention

- Following Business Day Convention
- Modified Following Business Day Convention
- Preceding Business Day Convention

§ 5 RÜCKKAUF VON SCHULDVERSCHREIBUNGEN
§ 5 REPURCHASE OF INSTRUMENTS

- Kein Rückkauf von Schuldverschreibungen
No repurchase of Instruments

§ 6 VORZEITIGE RÜCKZAHLUNG
§ 6 EARLY REDEMPTION

§ 6 (1)
§ 6 (1)

Frist:
Notice Period:

mindestens 30 Tage und höchstens 60 Tage
at least 30 days and not more than 60 days

§ 6 (2)
§ 6 (2)

- Vorzeitige Rückzahlung nach Wahl der Emittentin
Early Redemption at the Option of the Issuer
- Keine Vorzeitige Rückzahlung nach Wahl der Emittentin
No early Redemption at the Option of the Issuer

§ 6 (3)
§ 6 (3)

- Vorzeitige Rückzahlung nach Wahl der Gläubiger
Early Redemption at the Option of the Holder:
- Keine Vorzeitige Rückzahlung nach Wahl der Gläubiger
No early Redemption at the Option of the Holder

§ 6 (4)
§ 6 (4)

- Vorzeitige Rückzahlung aufgrund MREL Event
Early Redemption due to MREL Event
- Keine vorzeitige Rückzahlung aufgrund MREL Event
No early Redemption due to MREL Event

§ 6 (5)
§ 6 (5)

- Vorzeitige Rückzahlung nach Wahl der Emittentin (Geringer ausstehender Gesamtnennbetrag der Schuldverschreibungen)
Early Redemption at the Option of the Issuer (Minimal Outstanding Aggregate Principal Amount of the Instruments)

Veröffentlichung: Spätestens am 30. Tag vor dem Rückzahlungstag
Publication: At least 30 days before the relevant Redemption Date

Rückzahlung: Nennbetrag
Redemption: Par Value

- Zuzüglich Stückzinsen
Plus interest accrued
- Keine Stückzinsen
Without interest accrued

- Keine Vorzeitige Rückzahlung nach Wahl der Emittentin (Geringer ausstehender Gesamtnennbetrag der Schuldverschreibungen)
No early Redemption at the Option of the Issuer (Minimal Outstanding Aggregate Principal Amount of the Instruments)

§ 9 FISCAL AGENT, ZAHLSTELLEN, ZAHLUNGEN
§ 9 FISCAL AGENT, PAYING AGENTS, PAYMENTS

Fiscal Agent: Norddeutsche Landesbank – Girozentrale –
Fiscal Agent: Friedrichswall 10
30159 Hannover
Bundesrepublik Deutschland

Norddeutsche Landesbank – Girozentrale –
Friedrichswall 10
30159 Hanover
Federal Republic of Germany

Zahlstelle: Norddeutsche Landesbank – Girozentrale –
Paying Agent: Friedrichswall 10
30159 Hannover
Bundesrepublik Deutschland

Norddeutsche Landesbank – Girozentrale –
Friedrichswall 10
30159 Hanover
Federal Republic of Germany

§ 13 BEKANNTMACHUNGEN
§ 13 ANNOUNCEMENTS

- Publication in daily newspaper
Veröffentlichung in Tageszeitung
- Zulassung am regulierten Markt
Admission to trading on the regulated market
- Keine Zulassung am regulierten Markt
No admission to trading on the regulated market
- Erste Veröffentlichung maßgeblich
First publication relevant
- Niedersächsische Wertpapierbörse zu Hannover
Hanover Stock Exchange

§ 14 BESCHLÜSSE DER GLÄUBIGER
§ 14 RESOLUTIONS OF THE HOLDERS

- Qualifizierte Mehrheit:
Qualified Majority: 75 %
75 per cent
- Abstimmung ohne Versammlung:
Voting without a meeting: Ja
Yes
- Gemeinsamer Vertreter:
Joint Representative: Die Gläubiger können einen Gemeinsamen Vertreter durch Mehrheitsbeschluss bestellen.
The Holders may appoint a Joint Representative by majority resolution.

PART II – Conditions and Requirements of the Offer

1. Conditions to which the offer is subject: None
2. Total amount of the issue/offer; if the amount is not fixed, descriptions of the arrangements and time for announcing to the public the definite amount of the offer: EUR 500,000,000
3. Time period, including any possible amendments, during which the offer will be open and description of the application process: Not applicable
4. A description of the possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable
5. Details of the minimum and/or maximum amount of application (whether in number of Instruments or aggregate amount to invest): Not applicable
6. Method and time limits for paying up the Instruments and for delivery of the Instruments: Not applicable
7. Manner and date on which the results of the offer are to be made public: Not applicable
8. The procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised: Not applicable
9. If the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these indicate such tranche: Not applicable
10. Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: Not applicable
11. Expected price at which the Instruments will be offered or the method determining the price and the process for its disclosure: Not applicable
12. Name(s) and address(es) of the coordinator(s) of the global offer and of single parts of the offer and, to the extent known to the Issuer or to the offeror, of the placers in the various countries where the offer takes place: Not applicable
13. Method of distribution:
 - non-syndicated
 - syndicated

14. Management Group or Dealer:
- ABN AMRO Bank N.V.
Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands
- Banco Bilbao Vizcaya Argentaria, S.A.
Calle Azul 4
Edificio Asia, Planta 1
Madrid 28050
Spain
- BNP Paribas
16, boulevard des Italiens
75009 Paris
France
- BofA Securities Europe SA
51 rue La Boétie
75008 Paris
France
- Deutsche Bank Aktiengesellschaft
Mainzer Landstrasse 11-17
60329 Frankfurt am Main
Federal Republic of Germany
- Norddeutsche Landesbank - Girozentrale –
Friedrichswall 10
30159 Hanover
Federal Republic of Germany
15. Type of Commitment of the Managing Group:
- firm commitment
- no firm commitment/best effort arrangements
16. Underwriting commission: 0.25 per cent.
17. Placing commission: Not applicable
18. Date of the subscription agreement: 9 September 2024
19. Material features of the subscription agreement (including the quotas): Not applicable
20. Amount of any expenses and taxes charged to the subscriber or purchaser: Not applicable

PART III – Admission to Trading and Dealing Arrangements

1. Admission to trading respectively introduction: Yes
 Regulated Market
 Open Market (*Freiverkehr*)
 Euro MTF Market

 No
2. Stock Exchange: Frankfurt am Main (*Frankfurter Wertpapierbörse*)
 Hanover (*Niedersächsische Wertpapierbörse zu Hannover*)
 Luxembourg (*Bourse de Luxembourg*)
3. Date of admission respectively introduction: Approximately on 11 September 2024
4. All regulated markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class as the Instruments to be offered or admitted to trading are already admitted to trading: Not applicable
 Luxembourg Stock Exchange
 Frankfurt am Main (regulated market)
 Hanover (regulated market)
 None
5. Name(s) and address(es) of the institutions which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offered rates, and description of the main terms of their commitment: Not applicable
6. Estimated expenses related to admission of the Instruments to trading: EUR 4,500

PART IV – Additional Information

1. Title of the relevant Tranche of the Instruments: EUR 500,000,000 3.625 per cent. Senior Non-Preferred Notes due 11 September 2029
 - (a) Series No: Not applicable
 - (b) Tranche No: 1
2. Issue Date: 11 September 2024
3. Issue Price: 99.713 per cent.
4. Securities identification numbers
 - Common Code: 289957880
 - ISIN: DE000NLB46Y6
 - German Securities Code: NLB46Y
 - Other securities identification number: None
5. Yield: 3.689 per cent.
6. Interest of natural and legal persons involved in the issue/offer: Not applicable
7. Reasons for the offer and use of the proceeds (if the primary reasons are other than the generation of profits and/or protection against specific risks): Not applicable
8. Estimated Net proceeds: EUR 497,315,000
9. Stabilising Manager(s): Not applicable
10. Information about the past performance of the underlying rate, further performance and the volatility: Not applicable
11. Intended to be held in a manner which would allow ECB eligibility: No.
12. Rating:

The Instruments are expected to be rated as follows:

Moody's: A1
Fitch: A+

Moody's assigns long-term credit ratings on a scale from Aaa to C. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Fitch's rating scale for long-term obligations ranges from AAA/Aaa (highest credit quality) to D (highest risk of default). The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. Such suffixes are

not added to the 'AAA' Long-Term IDR category, or to Long-Term IDR categories below 'B'.

Each such rating agency is established in the European Union and is registered pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 as amended (the "**CRA Regulation**"). The European Securities and Markets Authority publishes on its website (<http://www.esma.europa.eu>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

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|-----|---|----------------|
| 13. | Non-exempt offer: | No |
| 14. | Consent to the use of the Prospectus: | Not applicable |
| | Dealer(s) and/or financial intermediar(y)(ies) entitled to use the Prospectus for the subsequent resale or final placement of the Instruments | Not applicable |
| | Prohibition of Sales to EEA Retail Investors | Not Applicable |
| | Prohibition of Sales to UK Retail Investors | Not Applicable |
| | Further conditions for the use of the Prospectus: | Not applicable |
| 15. | Resolutions, authorisations and approvals by virtue of which the Instruments will be created and/or issued: | Not applicable |

These Final Terms contain the details required for the admission to trading of these Instruments pursuant to the EUR 25,000,000,000 Programme for the Issuance of Debt Instruments of Norddeutsche Landesbank – Girozentrale –.

The Issuer assumes responsibility for the information contained in these Final Terms.

Norddeutsche Landesbank – Girozentrale –