

## **Negotiable Commercial Paper**

(Negotiable European Commercial Paper - NEU CP)<sup>1</sup>
Trade name of the notes defined in article D.213-1 of the French monetary and financial code

### Not guaranteed programme

INFORMATION MEMORANDUM		
Name of the programme	DE VOLKSBANK N.V., NEU CP (ID Programme 1618)	
Name of the issuer	DE VOLKSBANK N.V.	
Type of programme	NEU CP	
Writing language	English	
Programme size	4 000 000 000 EUR	
Guarantor(s)	Not applicable	
Rating(s) of the programme	Rated by Moody's	
Arranger(s)	CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK	
Introduction advisor	None	
Legal advisor	Allen & Overy LLP	
Issuing and paying agent(s) (IPA)	SOCIETE GENERALE	
Dealer(s)	BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK N.V. SOCIETE GENERALE	
Date of the information memorandum (dd/mm/yyyy)	24/05/2023	

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

#### **BANQUE DE FRANCE**

Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
S2B-1134 Service des Titres de Créances Négociables (STCN)
39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

<u>Avertissement</u>: cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

https://www.banque-france.fr/politique-monetaire/surveillance-et-developpement-des-financements-de-marche-marche-neu-cp-neu-mtn/le-marche-des-titres-negociables-court-et-moyen-terme-neu-cp-neu-mtn

# Information marked « Optional » may not be provided by the issuer because French regulations do not require it

#### Disclaimers

The NEU CP has not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may, subject to certain exceptions, not be offered or sold within the United States of America or to, or for the account or benefit of, US persons.

This Information Memorandum is available, free of charge, at (i) the office of the Issuing and Paying Agent (as appointed below) 29, boulevard Haussmann 75009 Paris, France and (ii) at the office of de Volksbank N.V. at 1, Croeselaan, 3521 BJ Utrecht, the Netherlands and (iii) on the website of de Volksbank N.V. at https://www.devolksbank.nl.

MIFID II product governance / Professional investors and Eligible Counterparties only target market — Solely for the purposes of the Issuer's and any other manufacturer's product approval process in respect of a particular NEU CP issue, the target market assessment in respect of any of the NEU CP to be issued off this Programme has led to the conclusion that: (i) the target market for the NEU CP is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the NEU CP to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the NEU CP (a "distributor") should take into consideration the Issuer's and any other manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the NEU CP (by either adopting or refining the Issuer's and any other manufacturer's target market assessment) and determining appropriate distribution channels. Solely by virtue of appointment as Arranger or Dealer, as applicable, on this Programme, neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of EU Delegated Directive 2017/593.

#### 1. DESCRIPTION OF THE ISSUANCE PROGRAMME Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments 1.1 Name of the programme DE VOLKSBANK N.V., NEU CP (Programme ID 1618) **NEU CP** 1.2 Type of programme 1.3 Name of the issuer DE VOLKSBANK N.V. 1.4 Type of issuer Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code In order to meet its general funding needs, the Issuer will 1.5 Purpose of the programme issue NEU CP from time to time in accordance with Articles L. 213-1 to L. 213-4-1 and D. 213-1 to D. 213-14 of the Code monétaire et financier and all applicable regulations. Programme size (maximum 4 000 000 000 EUR 1.6 outstanding amount) Four billion EUR or any other currency authorized by applicable laws and regulations in force in France at the time of the issue 1.7 Form of the notes Notes of the Programme are issued in dematerialised bearer form and recorded in the books of authorised intermediaries (book entry system) in accordance with French laws and regulations. No physical document will be issued in respect of the NEU CP. Yield basis 1.8 The remuneration is unrestricted. Benchmark indice(s): The variable/adjustable rates are indexed to the usual rates of the money and bonds markets.

1	I	Componentian rules (c):
		Compensation rules(s):  However, if the Issuer issues NEU CP with remuneration linked to an index, or an index clause, the Issuer shall only issue NEU CP with remuneration linked to usual money market indexes, such as but not restricted to: €STR, SOFR and SONIA (each a Reference Rate).  Such remuneration formulas shall not result in a redemption below par, including for NEU CP with a negative yield basis. The Issuer may not issue NEU CP with potentially variable principal payments. At their maturity date, the principal of the NEU CP shall always equal par.  In the case of an issue of NEU CP embedding an option of repurchase, as mentioned in paragraph 1.10 below, the conditions of remuneration of such NEU CP will be set when such NEU CP will be initially issued and shall not be further modified, including when such an embedded option of repurchase will be exercised.  Reference Rate discontinuation:  In the case where (i) the Reference Rate ceases to be representative of an industry accepted rate for debt market instruments (as determined by the Issuer (in consultation with an independent financial adviser with appropriate expertise appointed by the Issuer) and acting in good faith); (ii) it has become unlawful or otherwise prohibited pursuant to any law, regulation or instruction from a competent authority to use the Reference Rate with respect to the NEU CP; (iii) the Reference Rate ceases to be published for a period of at least five business days or ceases to exist; or (iv) a public statement is made by the administrator of the Reference Rate or its supervisor that the Reference Rate has changed materially or is no longer considered as representative of an industry-accepted rate for debt market instruments, then the rate of interest for the remainder of the maturity of the NEU CP shall be equal to the Reference Rate which applied to the last preceding Interest Period for which the Reference Rate was available.  Interest Period means the period beginning on (and including) the issue date of the NEU CP and end
1.9	Currencies of issue	Euro or any other currency authorized by applicable laws
		and regulations in force in France at the time of the issue
1.10	Maturity	The NEU CP may be repaid before maturity in accordance with applicable French laws and regulations. The early repayment option, if any, shall be explicitly specified in the confirmation form in respect of any relevant issuance of such NEU CP.  The Issuer reserves the right to repurchase the NEU CP subject to, and in compliance with, applicable French laws and regulations.  The NEU CP issued under the Programme may also carry one or more embedded option(s) of repurchase before the term (held by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder).  An option of repurchase of NEU CP, if any, shall be explicitly specified in the confirmation form of any related issuance of NEU CP.  In any case, the overall maturity of any NEU CP embedded with an option of repurchase, shall always conform to laws and regulations in force in France at the time of the issue.  The term (maturity date) of the NEU CP shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the

		NEU CP shall not be longer than one year (365 days or 366 days in a leap year), from the issue date.
1.11	Minimum issuance amount	200 000 EUR or any other amount above the stated value (or equivalent amount in the relevant foreign currency)
1.12	Minimum denomination of the notes	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	Status of the notes	Senior Unsecured
		Information about the status of the notes:  The NEU CPs will constitute direct, unsecured and unsubordinated obligations of the Issuer ranking at least pari passu with other present and future direct, unsecured and unsubordinated obligations of the Issuer, except those which may be mandatorily preferred by law.
1.14	Governing law that applies to the programme	French law
1.15	Listing of the notes/Admission to trading on a regulated market	Yes All, or part only, of the NEU CP issued under this Programme may be admitted to trading on Euronext Paris in accordance with Regulation 2017/1129 of the European Parliament and of the Council of 14/06/2017, as amended or superseded.  Whether an issue of NEU CP is admitted to trading on Euronext Paris can be verified on the website of Euronext Paris at the following address: https://live.euronext.com/markets/paris/fixed-income/list#
1.16	Settlement system	Euroclear France
1.17	Rating(s) of the programme	Moody's: moodys.com/credit-ratings/de-Volksbank-NV-c redit-rating-600021158/ratings/view-by-debt  Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating
1.18	Guarantor	Not applicable
1.19	Issuing and Paying Agent(s) (IPA) - exhaustive list -	SOCIETE GENERALE
1.20	Arranger	CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK
1.21	Placement method	Dealer(s):  BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK N.V. SOCIETE GENERALE  The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer

#### 1.22 General Restrictions Selling restrictions The Issuer, the Dealers, any initial subscriber, if any, of the NEU CP issued under the Programme shall not take any action, and any subsequent holder shall be deemed to have undertaken not to take any action, that would allow the offering to the public of the NEU CP or the possession or distribution of the Information Memorandum or any other document related to the NEU CP in any country where the distribution of any such instrument or document would contravene the laws and regulations in force, and shall not offer or sell, neither directly nor indirectly, the NEU CP in any manner other than in compliance with such laws and regulations in force in any such country. The Issuer, each Dealer or other initial subscriber, if any, shall agree, and any further holder of the NEU CP shall be deemed to have agreed, to comply with the laws and regulations in force in the country in which it shall offer or sell such NEU CP or hold or distribute the Information Memorandum and to obtain all authorisations or consents required under any laws and regulations in force in all countries for that purpose. Prohibition of Sales to EEA Retail Investors The NEU CP shall not be offered, sold or otherwise made available to any retail investor in the 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 MiFID II: or (ii) a customer within the meaning of Directive (EU) 2016/97 on insurance distribution (as amended, the "IDD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the NEU CP or otherwise making them available to retail investors in the EEA has been or will be prepared, and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. France The Issuer, each Dealer or initial subscriber, if any, shall agree, and any subsequent holder of the NEU CP shall be deemed to have agreed, to comply with the applicable laws and regulations in force regarding the offer, the placement or the re-sale of the NEU CP or the distribution of documents with respect thereto, in the Republic of France. United Kingdom Prohibition of sales to UK Retail Investors : The NEU CP are not intended to be offered, sold or otherwise made available to and, with effect from the date of this Information Memorandum, should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes: (a) the expression "retail investor" means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA; and

Taxation  The Issuer is not bound to indemnify any holder of the NEU CP in case of taxes (inclusive of withholdings taxes), including taxes (inclusive withholdings taxes) which are payable under French law, in respect of the principal of, or the interest on, the NEU CP, except for any stamp or registration taxes payable by the Issuer under French law.  1.24 Involvement of national authorities  Banque de France			(b) the expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the NEU CP to be offered so as to enable an investor to decide to purchase or subscribe for the NEU CP.  Other regulatory restrictions:  Each Dealer or other initial subscriber, if any, shall represent and agree, and any subsequent holder of the NEU CP shall be deemed to have represented and agreed, that:  (i) (a) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and (b) it has not offered or sold and will not offer or sell any NEU CP other than to persons whose ordinary business activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of such NEU CP would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act 2000 (the "FSMA") by the Issuer;  (ii) it has only communicated or caused to be communicated and will only communicated or caused to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any NEU CP in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and  (iii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such NEU CP in, from or otherwise involving the United Kingdom.  United Kingdom.  United States of America  The NEU CP have not been and will not be registered under the U.S. Securities Act of 1933, as amended, (the "Securities of America, or to, or for the account or benefit of any U.S. person (i) as part of their distribution at
1.24 Involvement of national authorities Banque de France	1.23	Taxauon	CP in case of taxes (inclusive of withholdings taxes), including taxes (inclusive withholdings taxes) which are payable under French law, in respect of the principal of, or the interest on, the NEU CP, except for any stamp or
	1.24	Involvement of national authorities	Banque de France

1.25	Contact(s)	Service: de Volksbank N.V., Financial Markets Tel: +31 (0)30 2143346 / +31 (0)30 2143343 Email: vfm.fo-cashmanagement@devolksbank.nl
1.26	Additional information on the programme	Optional
1.27	Language of the information memorandum which prevails	English

#### 2 DESCRIPTION OF THE ISSUER Article D. 213-9, 2° of the French monetary and financial code and Article 7 of the Order of 30 May 2016 and subsequent amendments 2.1 DE VOLKSBANK N.V. Legal name 2.2 Legal form/status, governing law of the Legal form/status: issuer and competent courts Public limited liability company under Dutch law (naamloze vennootschap) Governing law of the issuer: Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code Additional information regarding the governing law: de Volksbank N.V., a public limited liability company ("naamloze vennootschap"), was incorporated under Dutch law on 18/12/1990 as a result of the merger of several regional savings banks. The corporate seat of de Volksbank is in Utrecht, the Netherlands, and is subject to Dutch law and to the jurisdiction of the courts of the Netherlands. Competent courts: Dutch law 2.3 Date of incorporation 18/12/1990 2.4 Registered office or equivalent (legal Registered office: address) and main administrative Croeselaan 1 office 3521BJ UTRECHT **NETHERLANDS** 2.5 Registration number, place of Registration number: 16062338 registration and LEI LEI: 724500A1FNICHSDF2I11 2.6 De Volksbank has a focus on the Dutch market, offering **Issuer's mission summary** understandable and transparent mortgage, savings and payment products to private individuals and smaller companies. De Volksbank also offers insurance and investment services and aims to maintain its strong liquidity profile and capital structure. De Volksbank is pursuing a multi-brand strategy with ASN Bank, BLG Wonen, RegioBank and SNS. Each of these brands has its own distinctive profile that meets the needs its customer group. A single back office, a powerful IT organisation and a central staff organisation allow de Volksbank to operate effectively and efficiently. The mission of de Volksbank – banking with a human touch - is described in its manifesto. To live up to this mission, de Volksbank has the ambition to optimise shared value. This means that de Volksbank serves the joint interests of customers, society, employees and shareholder(s). The information in this section is a summary of the legal and financial status of the Issuer. For more information, please see the "de Volksbank Integrated Annual Report 2022" (the "2022 Annual Report") in Appendix 2 and the website:

www.devolksbank.nl.

De Volksbank operates in the Dutch financial sector. Our

2.7

Brief description of current activities

		product range comprises: payments, mortgages, sustainable funds, SME loans, savings and insurance products. Our customers are mainly based in the Netherlands. Detailed information about de Volksbank's business activity is described in the 2022 Annual Report on pages 6, 18-25 and 39, the key figures are available on page 10-11 and the profit and loss account on page 31. Financial reports de Volksbank On 10/03/2023, de Volksbank published its 2022 Annual Report. The 2022 Annual Report is available on the website www.devolksbank.nl and in Appendix 2. Please note that de Volksbank's 2021 Annual Report (the "2021 Annual Report") is also available in Appendix 3.
2.8	Capital	381 187 230,00 EUR
		Decomposition of the capital: At the date of signature of the IM, the authorised share capital of the Issuer consists of 4,200,040 shares of EUR 453.79 and amounts to EUR 1,905,936,151.60. The issued share capital of the Issuer consists of 840,008 shares of EUR 453.79 nominal and has been fully paid up and amounts to EUR 381,187,230.32.
2.8.1	Amount of capital subscribed and fully paid	381 187 230,00 EUR
2.8.2	Amount of capital subscribed and not fully paid	0 EUR
2.9	List of main shareholders	References to the relevant pages of the annual report or reference document :  Page 92 of de Volksbank N.V. of the 2022 Annual Report.
		Shareholders:  "Stichting administratiekantoor beheer financiële Instellingen" ("NLFI"), on behalf of the Dutch State, is the sole shareholder of the Issuer and all shares of the Issuer are directly held by NLFI. (100.00 %)
2.10	Regulated markets on which the shares or debt securities of the issuer are listed	Regulated markets on which the debt securities are listed:  Shares of the Issuer are not listed. The euro-commercial papers issued under the Euro-Commercial Paper Programme the Issuer are not listed. The Issuer has euro medium term notes and covered bonds listed on Euronext Amsterdam and on the Luxembourg Stock Exchange.  Longest-Last Maturity Date for debt securities listed on the Regulated Market:  01/01/2046
2.11	Composition of governing bodies and supervisory bodies	References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided:  Pages 78-85 of the 2022 Annual Report. The 2022 www.devolksbank.nl and also available in Appendix 2.
2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	Accounting method for consolidated accounts :  IFRS

		Accounting method for annual accounts :
		Part 9 of Book 2 of the Dutch Civil Code.
2.13	Accounting year	Starting on 01/01 ending on 31/12
2.13.1	Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts	13/04/2023
2.14	Fiscal year	Starting on 01/01 ending on 31/12
2.15	Auditors of the issuer, who have audited the issuer's annual accounts	
2.15.1	Auditors	Holder(s): Ernst & Young Accountants LLP Antonio Vivaldistraat 150 1083 HP Amsterdam
2.15.2	Auditors report on the accuracy of the accounting and financial information	The independent auditor's report relating to the Issuer's financial statements for the year ended 31/12/2022 is included in the 2022 Annual Report on pages 256-264 and the independent auditor's report relating to the Issuer's financial statements for the year ended 31/12/2021 is included in the 2021 Annual Report on pages 214-223. Both Annual Reports are available on the website www.devolksbank.nl.  Please note that both Annual Reports are also available in the Appendices.
2.16	Other equivalent programmes of the issuer	The Issuer has the following programmes in place for financing purposes:  * de Volksbank N.V. EUR 25,000,000,000 Debt Issuance Programme;  * de Volksbank N.V. EUR 15,000,000,000 Covered Bond Programme; and  * de Volksbank N.V. EUR 4,000,000,000 Euro-Commercial Paper Programme.  The Prospectuses and the Information Memorandum of the programmes mentioned above can be found on website: www.devolksbank.nl.
2.17	Rating of the issuer	S&P Global Ratings Europe Limited: disclosure.spglobal.com/ratings/en/regulatory/o rg-details/sectorCode/FI/entityId/338959  Moody's: moodys.com/credit-ratings/de-Volksbank-NV-c redit-rating-600021158/ratings/view-by-debt  Fitch Ratings: fitchratings.com/entity/de-volksbank-nv-803
2.18	Additional information on the issuer	https://www.devolksbank.nl/en/investor-relations/debt-information/press-releases? analytics=B&advertisements=C&personalisation=D

## 3. CERTIFICATION OF INFORMATION

Articles D. 213-5 et D. 213-9, 4°of the French monetary and financial code and subsequent amendments

	Certification of information of the issuer DE VOLKSBANK N.V.		
3.1	Person(s) responsible for the information memorandum concerning the programme of DE VOLKSBANK N.V., NEU CP for the issuer	Mr Bart Toering, Managing Director Volksbank Financial Markets, de Volksbank N.V.  Mr Edwin de Hoogen, Manager Money Markets, de Volksbank N.V.	
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of DE VOLKSBANK N.V., NEU CP for the issuer	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information	
3.3	Date (DD/MM/YYYY), place of signature, signature	24/05/2023	

#### 4. INFORMATION CONCERNING THE ISSUER'S REQUEST OF THE STEP LABEL

An application for a STEP label for this Programme will be made to the STEP Secretariat in relation to the Notes eligible under the STEP Market Convention. Information as to whether the STEP label has been granted for this Programme in relation to such Notes may be made available on the STEP market website (initially www.stepmarket.org). This website is not sponsored by the Issuer and the Issuer is not responsible for its content or availability. Unless otherwise specified in this Information Memorandum, the expressions "STEP", "STEP Market Convention", "STEP label", "STEP Secretariat", and "STEP market website" shall have the meaning assigned to them in the Market Convention on Short-Term European Paper dated 19 May 2015 and adopted by the European Money Markets Institute and Euribor-ACI (as amended from time to time).

APPENDICES  Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request		
Appendice 1	Documents available to the shareholders annual general meeting or the equivalent <sup>2</sup>	Annual general meeting 2023 Annual report for the financial year ended 31/12/2022
		Annual general meeting 2022 Annual report for the financial year ended 31/12/2021
Appendice 2	Annual report Year 2023	https://www.devolksbank.nl/assets/files/Investor-Relation s/Jaarverslagen-de-Volksbank/De-Volksbank-Integrated- Annu al-Report-2022.pdf
Appendice 3	Annual report	https://www.devolksbank.nl/assets/files/de-Volksbank-N.V.
	Year 2022	-Annual-Report-2021.pdf