

PROHIBITION OF SALE TO EEA RETAIL INVESTORS - The Instruments 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 (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

NORD/LB

Covered Bond Bank
Luxembourg

Final Terms

18 December 2019

EUR 75,000,000 Floating Rate Notes due 20 March 2025

issued pursuant to the

**EUR 10,000,000,000
Programme for the Issuance of Debt Instruments dated 15 May 2019**

of

NORD/LB Luxembourg S.A. Covered Bond Bank

Important Notice

These Final Terms contain information relating to the issuance of Instruments under the EUR 10,000,000,000 Programme for the Issuance of Debt Instruments (the “**Programme**”) of NORD/LB Luxembourg S.A. Covered Bond Bank.

These Final Terms have been prepared for the purpose of Article 5 (4) of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010, and must be read in conjunction with the prospectus relating to the Programme dated 15 May 2019 (the “**Prospectus**”) and the supplement dated 24 September 2019 (the “**Supplement**”).

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 Supplement and these Final Terms.

The Prospectus, the Supplement and these Final Terms have been published on the Issuer’s website (<http://www.nordlb.lu>).

The Final Terms must be read in conjunction with the Prospectus.

PART I – Conditions Applicable to an Issue of Instruments

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

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

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.

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.

The German language version of the Terms and Conditions is legally binding. A non-binding English language translation thereof is provided for convenience only.

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

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

Die Platzhalter in den auf die Instrumente 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 Instrumente anwendbaren Bedingungen gestrichen.

Die deutschsprachige Version der Emissionsbedingungen ist rechtlich bindend. Die zur Verfügung gestellte Übersetzung in die englische Sprache ist unverbindlich.

§ 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 75.000.000 EUR 75,000,000
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
(TEFRA D)
Temporary Global Note – Exchange
(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, société anonyme,
Luxembourg
42 Avenue JF Kennedy
L-1855 Luxembourg
- Sonstige:
Other:
- New Global Note
New Global Note
- Classical Global Note
Classical Global Note

§ 2 STATUS UND RANG
§ 2 STATUS AND RANKING

- Schuldverschreibungen
Notes
- Bevorrechtigte Schuldverschreibungen
Preferred Instruments
- Nicht-Bevorrechtigte Schuldverschreibungen
Non-Preferred Instruments

Eligible Liabilities Format	Yes
<i>Format für Berücksichtigungsfähige Verbindlichkeiten</i>	<i>Ja</i>

- lettres de gage*
lettres de gage

§ 3 ZINSEN
§ 3 INTEREST

§ 3 (1)
§ 3 (1)

- Variabelverzinsliche
Schuldverschreibungen
Floating Rate Notes
- Fest- zu Variabelverzinsliche
Schuldverschreibungen
Fixed to Floating Rate Notes

Variabler Verzinsungsbeginn: Floating Rate Interest Commencement Date:	20. Dezember 2019 20 December 2019
Erster Variabler Zinszahlungstag:	20 März 2020, 1. kurzer Kupon, Referenzzinssatz 3-Monats-Euribor zzgl. 69,2 Basispunkten
First Floating Rate Interest Payment Date:	20 March 2020, 1. short coupon, Reference Interest Rate 3-month EURIBOR plus 69.2 basis points
Zinszahlungstag(e): Interest Payment Date(s):	20. März und 20. September eines jeden Jahres 20 March and 20 September of each year
Variabler Zinssatz: Floating Rate:	
<input checked="" type="checkbox"/> Referenzzinssatz: Reference Interest Rate:	6-Monats EURIBOR zuzüglich 69,2 Basispunkten 6-months EURIBOR plus 69.2 basis points

Marge 69,2 Basispunkte
Margin 69.2 basis points

zuzüglich
plus

abzüglich
minus

Referenzbanken: vier
Reference Banks: four

Interbankenmarkt: in der Eurozone
Interbank Market: Eurozone

Relevante Informationsquelle: Reuters Seite EURIBOR01
Relevant Information Source: Reuters Page EURIBOR01

Bestimmungsfrist 30 Tage
Determination Period 30 days

Vorzeitiges Rückzahlungsrecht
Redemption Right

Mindestmitteilung 5 Tage
Minimum Notice 5 days

Maximalmitteilung 30 Tage
Maximum Notice 30 days

Tage TARGET-Geschäftstage
Days TARGET Business Days

§ 3 (3)

§ 3 (3)

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“
- 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:
Bank Business Day:

TARGET2
TARGET2

§ 4 RÜCKZAHLUNG DER SCHULDVERSCHREIBUNGEN

§ 4 REDEMPTION OF THE INSTRUMENTS

§ 4 (1)

§ 4 (1)

Fälligkeitstag:
Maturity Date:

20. März 2025
20 March 2025

§ 4 (2)

§ 4 (2)

Geschäftstagekonvention
Business Day Convention

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

§ 6 VORZEITIGE RÜCKZAHLUNG

§ 6 EARLY REDEMPTION

§ 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

§ 9 FISCAL AGENT, ZAHLSTELLEN, BERECHNUNGSSTELLE, ZAHLUNGEN

§ 9 FISCAL AGENT, PAYING AGENTS, CALCULATION AGENT, PAYMENTS

Fiscal Agent: BNP Paribas Securities Services, Luxembourg Branch
Fiscal Agent: 60, avenue J.F. Kennedy
L-1855 Luxembourg
(Postal Address: L – 2085 Luxembourg)
Grand Duchy of Luxembourg

Zahlstelle: BNP Paribas Securities Services, Luxembourg Branch
Paying Agent: 60, avenue J.F. Kennedy
L-1855 Luxembourg
(Postal Address: L – 2085 Luxembourg)
Grand Duchy of Luxembourg

Berechnungsstelle: BNP Paribas Securities Services, Luxembourg Branch
Calculation Agent: 60, avenue J.F. Kennedy
L-1855 Luxembourg
(Postal Address: L – 2085 Luxembourg)
Grand Duchy of Luxembourg

§ 13 BEKANNTMACHUNGEN

§ 13 ANNOUNCEMENTS

- Zulassung am Regulierten Markt
Admission to trading on the Regulated Market

Luxemburger
Wertpapierbörse
Luxembourg Stock Exchange

Internetadresse:
Website:

<http://www.bourse.lu>
<http://www.bourse.lu>

- Keine Zulassung am regulierten Markt
No admission to trading on the regulated market
- Erste Veröffentlichung maßgeblich
First publication relevant

PART II – Conditions and Requirements of the Offer

- | | | |
|-----|--|---|
| 1. | Issue Price | 100.00 per cent |
| 2. | Conditions to which the offer is subject: | None |
| 3. | 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 75,000,000 |
| 4. | Time period, including any possible amendments, during which the offer will be open and description of the application process: | Not applicable. |
| 5. | A description of the possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not applicable. |
| 6. | Details of the minimum and/or maximum amount of application (whether in number of Instruments or aggregate amount to invest): | Not applicable. |
| 7. | Method and time limits for paying up the Instruments and for delivery of the Instruments: | Not applicable. |
| 8. | Manner and date in which results of the offer are to be made public: | Not applicable. |
| 9. | 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. |
| 10. | 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. |
| 11. | Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made: | Not applicable. |
| 12. | Expected price at which the Instruments will be offered: | Not applicable. |
| 13. | Name(s) and address(es) of the co-ordinator(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. |
| 14. | Method of distribution: | <input checked="" type="checkbox"/> non-syndicated
<input type="checkbox"/> syndicated |

15. Management Group or Dealer: Norddeutsche Landesbank – Girozentrale –
Friedrichswall 10
30159 Hanover
Germany
16. Type of Commitment of the Managing Group:: firm commitment
 no firm commitment/best effort arrangements
17. Underwriting commission: Not applicable.
18. Placing commission: Not applicable.
19. Date of the subscription agreement: Not applicable.
20. Material features of the subscription agreement (including the quotas): Not applicable.
21. Representation of debt security holders including an identification of the organisation representing the investors and provisions applying to such representation. Indication of where the public may have access to the contracts relation to these forms of representation: Not applicable.
22. 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: Yes
 No
2. Stock Exchange: Luxembourg (*Bourse de Luxembourg*)
 Regulated Market
 Euro MTF Market
 Frankfurt am Main (*Frankfurter Wertpapierbörse*)
 Regulated Market
 Open Market
3. Date of admission 20 December 2019
4. All regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading: None
 Luxembourg Stock Exchange
 Frankfurt am Main (regulated market)
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: None
6. Estimated expenses related to admission of the Instruments to trading: EUR 3,300

PART IV – Additional Information

- | | | |
|-----|---|---|
| 1. | Title of the relevant Tranche of the Instruments:
(a) Series No:
(b) Tranche No: | EUR 75,000,000.-- Floating Rate Notes due 20 March 2025
111
1 |
| 2. | Issue Date: | 20 December 2019 |
| 3. | Securities identification numbers
Common Code:
ISIN:
German Securities Code :
Other securities identification number: | 209603756
XS2096037564
Not applicable.
 |
| 4. | Yield: | Not applicable. |
| 5. | Interest of natural and legal persons involved in the issue/offer: | None |
| 6. | 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. |
| 7. | Estimated Net proceeds: | Not applicable. |
| 8. | Stabilising Manager(s): | None |
| 9. | Information about the past performance of the underlying reference interest rate, further performance and the volatility: | Not applicable. |
| 10. | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Instruments will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| 11. | Rating: | The Instruments are not rated. |
| 12. | Non-exempt offer: | No |
| 13. | Consent to the use of the Prospectus:

Dealer(s) and/or financial intermediar(y)(ies) entitled to use the Prospectus for the subsequent | Not applicable.

Norddeutsche Landesbank - Girozentrale - |

resale or final placement of the Instruments:

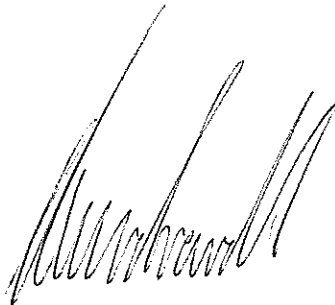
Prohibition of Sales to EEA Retail Investors: Applicable

Further conditions for the use of the Prospectus: Not applicable.

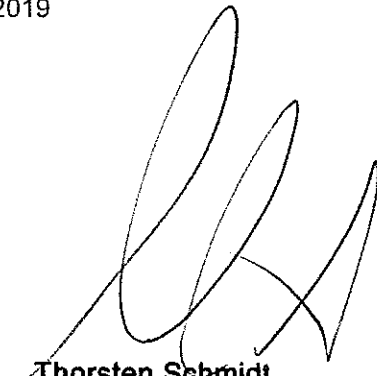
14. Resolutions, authorisations and approvals by virtue of which the Instruments will be created and/or issued: Not applicable.

These Final Terms contain the details required for the admission to trading of these Instruments (as from [insert Issue Date for the Instruments]) pursuant to the EUR 10,000,000,000 Programme for the Issuance of Debt Instruments of NORD/LB Luxembourg S.A. Covered Bond Bank

NORD/LB Luxembourg S.A. Covered Bond Bank, 18 December 2019



Manfred Borchardt
Member of the Board of Directors



Thorsten Schmidt
Member of the
Board of Directors