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Norddeutsche Landesbank - Girozentrale

(the "Issuer")

**announces the results of its consent solicitation in respect of its
EUR 85,000,000 Subordinated Floating Rate Notes issued by Norddeutsche Landesbank Girozentrale due
January 2030 (XS0105720964) (the "January 2030 Instruments");**

Series of Instruments	Securities identification numbers	Outstanding Aggregate Principal Amount	Current Reference Rate / Interest Rate	Consent Fee
January 2030 Instruments	ISIN: XS0105720964/ Common Code: 10572096/ WKN: 106537	EUR 85,000,000	6-Month EURIBOR + 0.36%	EUR 5 per EUR 1,000

3 May 2024. On 10 April 2024, the Issuer announced an invitation (the "**Consent Solicitation**") to eligible holders of the Instruments to consent, by way of Extraordinary Resolutions at an adjourned meeting of the holders of the January 2030 Instruments to be held on 3 May 2024 (the "**Adjourned Meeting**"), to certain amendments to the terms and conditions of the January 2030 Instruments to include therein (i) a new condition relating to the recognition by holders of the Instruments of the resolution powers of the Relevant Resolution Authority in relation to the Instruments and (ii) a customary condition clarifying that any early redemption of the Instruments in accordance with the Conditions will only be permitted with prior permission of the competent authority in accordance with Articles 77 and 78 CRR, all as further described in the consent solicitation memorandum dated 6 March 2024 (the "**Consent Solicitation Memorandum**"). The Adjourned Meeting was held on 3 May 2024 in connection with the Consent Solicitation, and the Issuer now announces the results of the Meeting.

Capitalised terms used in this announcement but not otherwise defined in it have the meanings given to them in the Consent Solicitation Memorandum.

The Issuer announces today that at the Adjourned Meeting for the January 2030 Instruments Meeting, the Extraordinary Resolution described above was duly passed in accordance with the terms and conditions of the January 2030 Instruments.

Accordingly, the Issuer will proceed with implementation of the Proposal for the January 2030 Instruments and arrange for the Supplemental Agency Agreement relating to the January 2030 Instruments to be executed by the relevant parties thereto. Holders of the Instruments are advised to review the relevant Supplemental Agency Agreement relating to the January 2030 Instruments, which sets out the proposed amendments to the relevant Conditions as appended to the Consent Solicitation Memorandum.

The Consent Fee, payable to Eligible Noteholders who voted in favour of the Extraordinary Resolution relating to the January 2030 Instruments prior to the Expiration Deadline, will be paid on or before 13 May 2024.

DISCLAIMER This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Consent Solicitation. If any holder of Instruments is in any doubt as to the action it should take or is unsure of the impact of the implementation of the relevant Extraordinary Resolution, it is recommended to seek its own financial, legal and investment advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Instruments are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Consent Solicitation or otherwise participate at the Adjourned Meeting. None of the Issuer, the Solicitation Agent, the Information and Tabulation Agent or the Relevant Agents expresses any opinion about the Proposal, the terms of the Consent Solicitation or any Extraordinary Resolution or makes any recommendation whether holders of the Instruments should participate in the Consent Solicitation or otherwise participate at the Adjourned Meeting applicable to them. This announcement is published by the Issuer and none of the Solicitation Agent or the Information and Tabulation Agent accepts responsibility for the contents of this announcement or any other documents or materials relating to the Consent Solicitation.