



**EXECUTION COPY**

**N.V. BANK NEDERLANDSE GEMEENTEN**  
*(incorporated with limited liability under the  
laws of the Netherlands and having its  
statutory domicile in The Hague)*

Euro 90,000,000,000  
Debt Issuance Programme

Series No.: 1010

Issue of  
NOK 250,000,000 3.25 per cent. Notes 2012 due 20 September 2016  
(the "Notes")

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**FINAL TERMS**

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The Notes (as defined herein) will, when and to the extent that the Temporary Global Note (as defined herein) is exchanged for interests in a Permanent Global Note (as defined herein), be consolidated and become fungible and form a single Series with the NOK 400,000,000 3.25 per cent. Notes 2011 due 20 September 2016 issued on 20 September 2011 as Series No. 989, which Notes formed the subject matter of a final terms dated 16 September 2011 (the "**Series No. 989 Notes**") and with the NOK 250,000,000 3.25 per cent. Notes 2011 due 20 September 2016 issued on 3 November 2011 as Series No. 1001, which Notes formed the subject matter of a final terms dated 1 November 2011 (the "**Series No. 1001 Notes**")

The date of these Final Terms is 6 January 2012

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The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes (as defined below) in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **"Relevant Member State"**) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression **"Prospectus Directive"** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression **"2010 PD Amending Directive"** means Directive 2010/73/EU.

These Final Terms, under which the medium term notes described herein (the "Notes") are issued, should be read in conjunction with the Base Prospectus dated 2 August 2011 as supplemented by a Supplemental Prospectus dated 5 September 2011 and by a Supplemental Prospectus dated 1 November 2011 (together the **"Base Prospectus"**) issued in relation to the Euro 90,000,000,000 debt issuance programme of N.V. Bank Nederlandse Gemeenten. Terms defined in the Base Prospectus have the same meaning in these Final Terms. Any reference to the Conditions herein is to the Terms and Conditions set forth in page 43 to page 67 of the Base Prospectus. Together, the Base Prospectus and these Final Terms constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus.

Full information on the Issuer and the Notes described herein is only available on the basis of a combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing, upon the oral or written request of any persons, at the specified offices of the Paying Agent. Copies may be obtained at the specified offices of the Paying Agent.

These Final Terms do not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation; and no action is being taken to permit an offering of the Notes or the distribution of these Final Terms in any jurisdiction where such action is required.

#### **Kingdom of Norway**

The Notes have not been nor will they be approved by the Oslo Stock Exchange. Accordingly, each Manager has represented and agreed that it has not offered or sold and will not offer or sell any Notes, directly or indirectly, in the Kingdom of Norway or to residents of the Kingdom of Norway and that it has not distributed and will not distribute the Base Prospectus or any other offering material relating to the Notes in or from the Kingdom of Norway.

In connection with the issue of Notes under the Programme, the Dealer who is specified in the Final Terms as the Stabilizing Manager (or any person acting for the Stabilizing Manager) in relation to the relevant series of Notes may over-allot Notes or effect transactions with a view to supporting the market price of the Notes of such series at a level higher than that which might otherwise prevail for a limited period. However, there may be no obligation on the Stabilizing Manager (or

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any agent of the Stabilizing Manager) to do this. Such stabilizing shall be in compliance with all applicable laws, regulations and rules.

*Any stabilization activity in connection with the Notes listed or to be listed on NYSE Euronext in Amsterdam, the regulated market of Euronext Amsterdam N.V., will be conducted (on behalf of the Stabilizing Manager) by a member of Euronext Amsterdam which shall be Coöperative Centrale Raiffeisen – Boerenleenbank B.A. (Rabobank International) ("Rabobank International"). Any loss or profit sustained as a consequence of any such over-allotment or stabilizing shall, as against the Issuer, be for the account of the Stabilizing Manager.*



### PART A – CONTRACTUAL TERMS

The terms of the Notes are as follows:

- |   |   |   |
|---|---|---|
| 1.  | Issuer:   | N.V. Bank Nederlandse Gemeenten   |
| 2.  | Series Number:                                      | 1010  |
| 3.  | Specified Currency or Currencies:                   | The Notes will, when and to the extent that the Temporary Global Note is exchanged for interests in a Permanent Global Note, be consolidated and become fungible and form a single Series with the Series No. 989 Notes and with the Series No. 1001 Notes<br>Norwegian Krone ("NOK")   |
| 4.  | Aggregate Nominal Amount:                           | NOK 250,000,000<br>After the Notes are consolidated and become fungible with the Series No. 989 Notes and with the Series No. 1001 Notes, the aggregate nominal amount of the Series will be NOK 900,000,000 consisting of the aggregate nominal amount of the Notes being NOK 250,000,000 and the aggregate nominal amount of the Series No. 989 Notes being NOK 400,000,000 and the Series No. 1001 Notes being NOK 250,000,000 |
| 5.  | Issue Price:  | 100.625 per cent. of the Aggregate Nominal Amount of the Notes plus 112 days' accrued interest in respect of the period from, and including, the Interest Commencement Date (as defined herein) to, but excluding, the Issue Date (as defined herein)   |
| 6.  | (i) Specified Denominations:                        | NOK 10,000  |
|   | (ii) Calculation Amount:                            | NOK 10,000  |
| 7.  | (i) Issue Date:                                     | 10 January 2012   |
|   | (ii) Interest Commencement Date:                    | 20 September 2011   |
| 8.  | Maturity Date:                                      | 20 September 2016   |
| 9.  | Interest Basis:                                     | 3.25 per cent. Fixed Rate<br>(further particulars specified below)  |
| 10.   | Redemption/Payment Basis:                           | Redemption at par   |
| 11.   | Change of Interest or Redemption/Payment Basis:     | Not Applicable  |
| 12.   | Put/Call Options:                                   | Not Applicable  |
| 13.   | Date Board approval for issuance of Notes obtained: | 3 January 2012  |
| 14.   | Method of distribution:                             | Non-syndicated  |
| <b>PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE</b> |   |   |
| 15.   | <b>Fixed Rate Note Provisions (Condition 5A)</b>    | Applicable  |
|   | (i) Rate of Interest:                               | 3.25 per cent. per annum payable annually in arrear   |
|   | (ii) Interest Payment Date(s):                      | 20 September in each year adjusted in accordance with the Following Business Day Convention. No Adjustment.   |

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(iii)	Fixed Coupon Amount:	NOK 325 per Calculation Amount payable on each Interest Payment Date.
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	20 September 2012, 20 September 2013, 20 September 2014 and 20 September 2015
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	<b>Floating Rate Note Provisions (Condition 5B)</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions (Condition 5B)</b>	Not Applicable
19.	<b>Dual Currency Note Provisions (Condition 5C)</b>	Not Applicable
20.	<b>Swap Related Note Provisions (Condition 5D)</b>	
	Relevant swap terms:	Not Applicable
21.	<b>Provisions for other Notes (Condition 5E)</b>	
	Relevant interest provisions (including determination of dates and periods, calculation of rates and amounts (e.g. EURIBOR determination), maximum/minimum rates etc.):	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
22.	<b>Call Option</b>	Not Applicable
23.	<b>Put Option</b>	Not Applicable
24.	<b>Final Redemption Amount of each Note</b>	NOK 10,000 per Calculation Amount
25.	In the case of non-interest bearing Notes, redemption amount on event of default:	Not Applicable
26.	Special tax consequences (if any):	Not Applicable
27.	Modification of definition of "Relevant Financial Centre" (if applicable):	Not Applicable
28.	<b>Early Redemption Amount</b>	Not Applicable
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|--|
| 29. <b>Form of Notes:</b>   | <b>Bearer Notes:</b>   |
| 30. Temporary Global Note exchangeable for Definitive Notes:  | No.  |
| 31. Temporary Global Note exchangeable for a Permanent Global Note:   | Yes. The Notes will initially be represented upon issue by a temporary global note (the " <b>Temporary Global Note</b> ") in bearer form without interest coupons attached, which will be exchangeable upon certification as to non-U.S. beneficial ownership 40 days after the Issue Date in accordance with the terms thereof, for interests in a permanent global note (the " <b>Permanent Global Note</b> "). The Permanent Global Note will be exchangeable for definitive notes (" <b>Definitive Notes</b> ") but only as set out in Condition 1(e)(i) and 1(e)(ii) except that in each case a Permanent Global Note which forms part of a securities deposit ( <i>girodepot</i> ) with Euroclear Netherlands shall only be exchangeable within the limited circumstances as described in the Netherlands Securities Giro Act ( <i>Wet giraal effectenverkeer</i> ) and such exchange will be made in accordance therewith, the Euroclear Netherlands' terms and conditions and operational documents. |
| 32. Permanent Global Note exchangeable for Definitive Notes:  | Yes, but only as set out in Condition 1(e)(i) and (ii), except that in each case a Permanent Global Note which forms part of a securities deposit ( <i>girodepot</i> ) with Euroclear Netherlands shall only be exchangeable within the limited circumstances as described in the Netherlands Securities Giro Act ( <i>Wet giraal effectenverkeer</i> ) and such exchange will be made in accordance therewith, the Euroclear Netherlands' terms and conditions and operational documents.   |
| 33. Registered Notes:   | Not Applicable   |
| 34. New Global Note:  | No   |
| 35. New Safekeeping Structure:  | No   |
| 36. Additional Financial Centre(s) or other special provisions relating to payment dates:                             | TARGET 2 Business Day in addition to Oslo  |
| 37. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No   |
| 38. Alternative means of effective communication (if any):  | Not Applicable   |
| 39. Redenomination, renominalisation and reconventioning provisions:  | Not Applicable   |
| 40. Other final terms :   | Not Applicable   |
| <b>DISTRIBUTION</b>   |  |
| 41. (i) If syndicated, names and addresses of Managers and underwriting commitments:                                  | Not Applicable   |



- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilizing Manager(s) (if any): Not Applicable
- 42. If non-syndicated, name and address of Dealer: The Royal Bank of Scotland plc  
135 Bishopsgate  
London EC2M 3UR  
United Kingdom
- 43. U.S. Selling Restrictions: Reg. S Compliance Category; TEFRA D
- 44. Non-exempt Offer: Not Applicable
- 45. Additional selling restrictions: **Kingdom of Norway**  
The Notes have not been nor will they be approved by the Oslo Stock Exchange. Accordingly, each Manager has represented and agreed that it has not offered or sold and will not offer or sell any Notes, directly or indirectly, in the Kingdom of Norway or to residents of the Kingdom of Norway and that it has not distributed and will not distribute the Base Prospectus or any other offering material relating to the Notes in or from the Kingdom of Norway.

**PURPOSE OF FINAL TERMS**

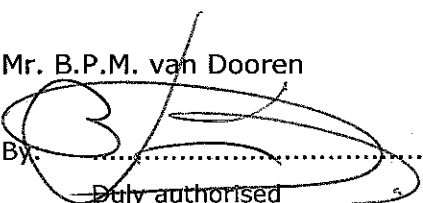
These Final Terms comprise the final terms required for issue and admission to trading on NYSE Euronext in Amsterdam, the regulated market of Euronext Amsterdam N.V. of the Notes described herein pursuant to the Euro 90,000,000,000 Debt Issuance Programme of the Issuer.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms which, when read together with the Base Prospectus referred to above, contains all information that is material in the context of the issue of the Notes.

Signed on behalf of  
N.V. BANK NEDERLANDSE GEMEENTEN:

Mr. B.P.M. van Dooren

By:   
.....  
Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING

- |      |  |   |
|------|--|---|
| (i)  | Admission to trading   | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on NYSE Euronext in Amsterdam, the regulated market of Euronext Amsterdam N.V. with effect from 20 September 2011. |
| (ii) | Estimate of total expenses relating to admission to trading: | EUR 2,270   |

### 2. RATINGS

- |          |   |
|----------|---|
| Ratings: | The Notes to be issued have been rated: |
| S & P    | AAA                                     |
| Moody's: | Aaa                                     |
| Fitch:   | AAA                                     |

*The ratings mentioned above have been issued by Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies Inc., Fitch Ratings Limited and Moody's Investors Service Limited, each of which is established in the European Union and has applied for registration under Regulation (EC) No 1060/2009 (the "CRA Regulation"), although as of the date of these Final Terms notification of the corresponding registration decision has not yet been provided by the relevant competent authority.*

*In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration has not been refused.*

*A rating is not a recommendation to buy, sell or hold Notes and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.*

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Except for the commissions payable to the Managers, described in the first paragraph under "Plan of Distribution" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- |      |                         |   |
|------|-------------------------|---|
| (i)  | Reasons for the offer   | See "Use of Proceeds" wording in Prospectus |
| (ii) | Estimated net proceeds: | NOK 249,986,338.80                          |

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(iii) Estimated total expenses: NOK 4,080,019

5. **Fixed Rate Notes only – YIELD**

Indication of yield: 3.102 per cent.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

CUSIP Number: Not Applicable

ISIN Code: Until the Notes are consolidated and become fungible and form a single Series with the Series No. 989 Notes and with the Series No. 1001 Notes, the Notes shall have the temporary ISIN Code: XS0728769034; after that, the Notes will have the same ISIN Code as the Series No. 989 Notes and the Series No. 1001 Notes, being XS0679929389

Common Code: Until the Notes are consolidated and become fungible and form a single Series with the Series No. 989 Notes and with the Series No. 1001 Notes, the Notes shall have the temporary Common Code: 072876903; after that, the Notes will have the same Common Code as the Series No. 989 Notes and the Series No. 1001 Notes, being 067992938

Valor: Not Applicable

Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): As set out in the Base Prospectus

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No

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