



**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.: 1018

Issue of USD 2,500,000,000 1.375 per cent. Notes 2012 due 23 March 2015

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**FINAL TERMS**

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The date of these Final Terms is 16 March 2012.



The Base Prospectus referred to below (as supplemented by the Supplements referred to below and 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 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 the supplements to the Base Prospectus dated 5 September 2011, 1 November 2011 and 6 March 2012 (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 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.



## PART A – CONTRACTUAL TERMS

The terms of the Notes are as follows:

1. Issuer: N.V. Bank Nederlandse Gemeenten
2. Series Number: 1018
3. Specified Currency: United States Dollars ("USD")
4. Aggregate Nominal Amount: USD 2,500,000,000
5. Issue Price: 99.643 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: USD 2,000  
(ii) Calculation Amount: USD 2,000
7. (i) Issue Date: 23 March 2012  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 23 March 2015
9. Interest Basis: 1.375 per cent. Fixed Rate  
(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: 14 March 2012
14. Method of distribution: Syndicated

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Note Provisions (Condition 5A)** Applicable
  - (i) Rate of Interest: 1.375 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
  - (ii) Interest Payment Date(s): 23 March and 23 September in each year from (and including) 23 September 2012 to (and including) the Maturity Date
  - (iii) Fixed Coupon Amount: USD 13.75 per Calculation Amount
  - (iv) Broken Amount(s): Not Applicable
  - (v) Day Count Fraction: 30/360
  - (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable



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|-----|---|----------------|
| 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>  | Not Applicable |
|     | Relevant swap terms:  | Not Applicable |
| 21. | <b>Provisions for other Notes (Condition 5E)</b>  | Not Applicable |
|     | Relevant interest provisions (including determination of dates and periods, calculation of rates and amounts (e.g. EURIBOR determination), maximum/minimum rates etc.): | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

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|-----|--|----------------|
| 22. | <b>Call Option</b>   | Not Applicable |
| 23. | <b>Put Option</b>  | Not Applicable |
| 24. | <b>Final Redemption Amount of each Note</b>  | Not Applicable |
| 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): | Not Applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|--|--------------------------|
| 29. | <b>Form of Notes:</b>                                    | <b>Registered Notes:</b> |
| 30. | Temporary Global Note exchangeable for Definitive Notes: | No                       |
| 31. | Temporary Global Note exchangeable                       | No                       |



for a Permanent Global Note:

32. Permanent Global Note exchangeable for Definitive Notes: No
33. Registered Notes: (a) Unrestricted Global Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg and exchangeable for unrestricted Individual Note Certificates in the limited circumstances described in Condition 1(l)(iii); and  
(b) Restricted Global Note Certificate registered in the name of a nominee for The Depository Trust Company ("DTC") and exchangeable for restricted Individual Note Certificates in the limited circumstances described in Condition 1(l)(iii)
34. New Global Note: No
35. New Safekeeping Structure: No
36. Additional Financial Centre(s) or other special provisions relating to payment dates: For the purposes of the Notes only, the definition of "Payment Business Day" in Condition 9(m)(iv) shall be deemed to be deleted and replaced with the following:  
**"Payment Business Day"** means a TARGET Business Day and a day on which dealings in foreign currencies may be carried on in London and New York City.
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, renominatisation and reconventioning provisions: Not Applicable
40. Other final terms : Not Applicable

#### DISTRIBUTION

41. (i) If syndicated, names and addresses of Managers and underwriting commitments:
- Barclays Bank PLC**  
5 The North Colonnade  
Canary Wharf  
London E14 4BB  
England  
USD 625,000,000
- Citigroup Global Markets Inc.**  
388 Greenwich Street  
New York  
New York 10013



United States of America

USD 625,000,000

**Merrill Lynch, Pierce, Fenner & Smith  
Incorporated**

One Bryant Park  
New York, NY 10036  
United States of America

USD 625,000,000

**RBC Capital Markets, LLC**  
Three World Financial Center  
200 Vesey Street  
New York, NY 10281  
United States of America

USD 625,000,000

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|--|---|
| (ii) Date of Subscription Agreement:               | 16 March 2012   |
| (iii) Stabilizing Manager(s) (if any):             | Not Applicable  |
| 42. If non-syndicated, name and address of Dealer: | Not Applicable  |
| 43. U.S. Selling Restrictions:                     | Reg. S Compliance Category 1 and Rule 144A eligible; TEFRA not applicable |
| 44. Non-exempt Offer:                              | Not Applicable  |
| 45. Additional selling restrictions:               | Not Applicable  |

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for the issue and admission to trading on the regulated market of the Luxembourg Stock Exchange 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, as supplemented by the Supplements, contains all information that is material in the context of the issue of the Notes.

Signed on behalf of

**N.V. BANK NEDERLANDSE GEMEENTEN:**

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

By: Mrs. B.C.M. Ydema-de Brabander  
*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 the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses EUR 2,010 relating to admission to trading:

### 2. RATINGS

Ratings: The Programme under which the Notes are to be issued has been assigned the following credit ratings:

Standard & Poor's Ratings Services, AAA  
a division of the McGraw-Hill  
Companies Inc.:

Moody's Investors Service Limited: Aaa

Fitch Ratings Limited: 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 is registered under Regulation (EC) No 1060/2009, as amended.

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 AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used by the Issuer for general corporate purposes
- (ii) Estimated net proceeds: USD 2,488,575,000

### 5. YIELD

Indication of yield: 1.497 per cent. semi-annually

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: 62944B AH7

Reg S ISIN Code: XS0760314103



Reg S Common Code:	076031410
Reg S WKN:	A1G2N1
144A ISIN Code:	US62944BAH78
144A Common Code:	076129134
144A WKN:	A1G2N2
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:	Not Applicable

**7. TERMS AND CONDITIONS OF THE OFFER**

Offer Price, and any expenses and taxes (if any) specifically charged to the subscriber or purchaser:	Not Applicable
Conditions to which the offer is subject:	Not Applicable
Description of the application process, including offer period, including any possible amendments, during which the offer will be open:	Not Applicable
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	Not Applicable
Details of the method and time limits for paying up and delivering the Notes:	Not Applicable
Manner in and date on which results of the offer are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment	Not Applicable





of subscription rights not exercised:

Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: Not Applicable

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not Applicable

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Not Applicable