



**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.: 1037

Issue of  
TRY 700,000,000 0.50 per cent. Notes 2012 due 12 June 2017

(consisting of TRY 75,000,000 representing Series no. 1037 (i), TRY 75,000,000 representing Series no. 1037 (ii), TRY 100,000,000 representing Series no. 1037 (iii), TRY 100,000,000 representing Series no. 1037 (iv), TRY 100,000,000 representing Series no. 1037 (v), TRY 100,000,000 representing Series no. 1037 (vi), TRY 50,000,000 representing Series no. 1037 (vii) and TRY 100,000,000 representing Series no. 1037 (viii))

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FINAL TERMS

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The date of these Final Terms is 8 June 2012.



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 and the Supplements 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. 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.

Please note the additional selling restrictions mentioned in item 45 of these Final Terms.



## PART A – CONTRACTUAL TERMS

The terms of the Notes are as follows:

- |   |   |
|---|---|
| 1. Issuer:  | N.V. Bank Nederlandse Gemeenten   |
| 2. Series Number:                                       | 1037  |
| Tranche Number:   | Consisting of TRY 75,000,000<br>Consisting of TRY 75,000,000<br>Consisting of TRY 100,000,000<br>Consisting of TRY 100,000,000<br>Consisting of TRY 100,000,000<br>Consisting of TRY 100,000,000<br>Consisting of TRY 50,000,000<br>Consisting of TRY 100,000,000 |
| 3. Specified Currency or Currencies:                    | Turkish Lira ("TRY")  |
| 4. Aggregate Nominal Amount:                            | TRY 700,000,000   |
| 5. Issue Price:   | 73.20 per cent. of the Aggregate Nominal Amount   |
| 6. Specified Denominations:                             | TRY 100,000   |
| Calculation Amount:                                     | TRY 100,000   |
| 7. Issue Date:  | 12 June 2012  |
| Interest Commencement Date:                             | Issue Date  |
| 8. Maturity Date:                                       | 12 June 2017  |
| 9. Interest Basis:                                      | 0.50 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: | 11 May 2012 (Tranche (i))<br>16 May 2012 (Tranche (ii))<br>18 May 2012 (Tranche (iii))<br>24 May 2012 (Tranche (iv))<br>25 May 2012 (Tranche (v))<br>29 May 2012 (Tranche (vi))<br>30 May 2012 (Tranche (vii))<br>6 June 2012 (Tranche (viii))                    |
| 14. Method of distribution:                             | Non-syndicated  |

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

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|--|---|
| 15. <b>Fixed Rate Note Provisions (Condition 5A)</b> | Applicable  |
| Rate of Interest:                                    | 0.50 per cent. per annum payable semi-annually in arrear on each Interest Payment Date  |
| Interest Payment Date(s):                            | 12 June and 12 December of each year commencing on 12 December 2012 up to (and including) the Maturity Date, Modified Following Business Day Convention, not adjusted |



Fixed Coupon Amount(s):	TRY 250.00 per Calculation Amount
Broken Amount(s):	Not Applicable
Day Count Fraction:	30/360
Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16. Floating Rate Note Provisions (Condition 5B)</b>	Not Applicable
<b>17. Zero Coupon Note Provisions</b>	Not Applicable
<b>18. Index-Linked Interest Note/other variable-linked interest Note Provisions (Condition 5B)</b>	Not Applicable
<b>19. Dual Currency Note Provisions (Condition 5C)</b>	Not Applicable
<b>20. Swap Related Note Provisions (Condition 5D)</b>	
Relevant swap terms:	Not Applicable
<b>21. 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>	
<b>22. Call Option</b>	Not Applicable
<b>23. Put Option</b>	Not Applicable
<b>24. Final Redemption Amount of each Note</b>	TRY 100,000 per Calculation Amount
<b>25. In the case of non-interest bearing Notes, redemption amount on event of default:</b>	Not Applicable
<b>26. Special tax consequences (if any):</b>	Not Applicable
<b>27. Modification of definition of "Relevant Financial Centre" (if applicable):</b>	TARGET Business Day in addition to Istanbul
<b>28. Early Redemption Amount</b>	
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):	If any Notes become due and payable prior to the Maturity Date in accordance with Condition 6(b) or Condition 7, the Early Redemption Amount of such Notes will be the Amortized Face Amount of such Notes calculated as provided below plus any interest accrued in accordance with paragraph 15 above.
	(a) Subject to sub-paragraph (b) below, an amortized face amount (the " <b>Amortized Face Amount</b> ") of any such Notes shall be the scheduled Final Redemption Amount of such Notes on the Maturity Date discounted at a rate per annum equal to an amortization yield (the " <b>Amortization Yield</b> ") compounded semi-annually, where the



Amortization Yield is 6.33784 per cent.

(b) If the Early Redemption Amount payable in respect of any such Notes upon their redemption pursuant to Condition 6(b) or upon it becoming due and payable as provided in Condition 7 is not paid when due, the Early Redemption Amount due and payable in respect of such Notes shall be the Amortized Face Amount of such Notes as defined in sub-paragraph(a) above, except that such sub-paragraph shall have effect as though the date on which the Notes become due and payable were the Relevant Date (as defined in Condition 8(b)). The calculation of the Amortized Face Amount in accordance with this sub-paragraph shall continue to be made (both before and after judgement) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Final Redemption Amount of such Notes on the Maturity Date together with any interest calculated on the same basis as that referred to in Condition 5A.

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 29. **Form of Notes:** Bearer Notes
- 30. Temporary Global Note exchangeable for Definitive Notes: No
- 31. Temporary Global Note exchangeable for Permanent Global Note: Yes. The Notes will initially be represented upon issue by a temporary global note (the "**Temporary Global Note**") 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 "**Permanent Global Note**"). The Permanent Global Note will be exchangeable for definitive notes ("**Definitive Notes**") 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 (*girodepot*) with Euroclear Netherlands shall only be exchangeable within the limited circumstances as described in the Netherlands Securities Giro Act (*Wet giraal effectenverkeer*) 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 Business Day in addition to Istanbul  Notwithstanding Condition 9(c), if the due date for payment of any amount due (whether in respect of principal, interest or otherwise) in respect of any Note is not a Payment Business Day, then the Holder thereof will not be entitled to payment until the next following such Payment Business Day unless such day falls in the next calendar month in which case such date will be the first preceding day that is a Payment Business Day.
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
<b>DISTRIBUTION</b>	
41. If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
(ii) Date of Subscription Agreement:	Not Applicable
Stabilising Manager(s) (if any):	Not Applicable
42. If non-syndicated, name and address of Dealer:	Nomura International plc 1 Angel Lane London EC4R 3AB United Kingdom
43. U.S. Selling Restrictions:	Reg. S Compliance Category; TEFRA D
44. Non-exempt Offer:	Not Applicable
45. Additional selling	The following paragraphs shall be deemed to be set out under "Selling Restrictions Addressing Additional Securities Laws" in the section entitled

restrictions: "Plan of Distribution" in the Base Prospectus:

"REPUBLIC OF TURKEY

The Dealer has acknowledged and understands that the Notes have not been, and will not be, registered with the Turkish Capital Markets Board ("CMB") under the provisions of Law No. 2499 of the Republic of Turkey relating to capital markets. The Dealer has represented, warranted and agreed that neither the Base Prospectus nor any other material related to the offering of Notes will be utilized in connection with any general offering to the public within the Republic of Turkey for the purpose of the sale of the Notes (or beneficial interests therein) without the prior approval of the CMB.

In addition, the Dealer has represented, warranted and agreed that it has not sold or caused to be sold, and will not sell or cause to be sold, outside Turkey the Notes (or beneficial interests therein) to residents of Turkey, unless such sale is authorized pursuant to Article 15(d)(ii) of Decree No.32 (as amended from time to time) and applicable CMB regulations."

**PURPOSE OF FINAL TERMS**

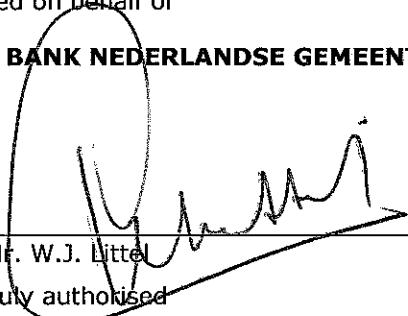
These Final Terms comprise the final terms required for issue and admission to trading on the Luxembourg Stock Exchange of the Notes described herein pursuant to the Euro 90,000,000,000 Debt Issuance Programme of the Issuer.

**RESPONSIBILITY**

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

Signed on behalf of

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

By:  M. W.J. Littel

Duly authorised



**PART B – OTHER INFORMATION**

1. **LISTING**

Admission to trading Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 12 June 2012

Estimate of total expenses relating to admission to trading: Euro 3,575

2. **RATINGS**

Ratings: The Programme under which the Notes are to be issued has been rated:

S & P: AAA  
Moody's: Aaa  
Fitch: AAA

The ratings mentioned above have been issued by Standard & Poor's Credit Market Services Europe Limited, 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.

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.

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

Save as discussed in "*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**

Reasons for the offer: As set out in the "*Use of Proceeds*" section of the Base Prospectus.

Estimated net proceeds: TRY 512,400,000

Estimated total expenses: Not Applicable





5. **YIELD**

Indication of yield:	6.934 per cent. per annum compounded semi-annually, based on the Issue Price. 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.
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6. **OPERATIONAL INFORMATION**

CUSIP Number:	Not Applicable
ISIN Code:	XS0784021643
Common Code:	078402164
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
<b>Intended to be held in a manner which would allow Eurosystem eligibility:</b>	No