



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.: 1053

Issue of
CAD 125,000,000 2.375 per cent. Notes 2012 due 24 July 2017

FINAL TERMS

The date of these Final Terms is 20 July 2012.



The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, 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:

- (i) 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; or
- (ii) in those Public Offer Jurisdictions mentioned in Paragraph 45 of Part A below, provided such person is one of the persons mentioned in Paragraph 45 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

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 13 June 2012 (the "**Base Prospectus**") issued in relation to the Euro 90,000,000,000 debt issuance programme of N.V. Bank Nederlandse Gemeenten.

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.

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.

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.

The Notes will not be qualified for sale under the securities laws of any province or territory of Canada. Each Manager will be required to represent and agree that it has not offered, sold or distributed and will not offer, sell or distribute the Notes, directly or indirectly, in Canada or to or for the benefit of any resident of Canada, other than in compliance with applicable securities laws. Each Manager will also be required to represent and agree that it has not and will not distribute or deliver the Base Prospectus, the Final Terms or any other offering material in connection with any offering of the Notes, in Canada other than in compliance with applicable securities laws.

Each Manager agrees that it will not offer or sell or distribute any offering material in any country or jurisdiction except under circumstances that will, to the best of its knowledge and belief, result in compliance with any applicable laws and regulations thereof.



PART A – CONTRACTUAL TERMS

The terms of the Notes are as follows:

1. Issuer: N.V. Bank Nederlandse Gemeenten
2. Series Number: 1053
3. Specified Currency: Canadian Dollar ("CAD")
4. Aggregate Nominal Amount: CAD 125,000,000
5. Issue Price: 101.453 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: CAD 1,000
(ii) Calculation Amount: CAD 1,000
7. (i) Issue Date: 24 July 2012
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 24 July 2017
9. Interest Basis: 2.375 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: 9 July 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: 2.375 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): 24 July in each year commencing on 24 July 2013 and ending on the Maturity Date; unadjusted
 - (iii) Fixed Coupon Amount: CAD 23.75 per Calculation Amount
 - (iv) Broken Amount(s): Not Applicable
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Dates: Not applicable
 - (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
16. **Floating Rate Note Provisions (Condition 5B)** Not Applicable



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| 17. | Zero Coupon Note Provisions | Not Applicable |
| 18. | Index-Linked Interest Note/other variable-linked interest Note Provisions (Condition 5B) | Not Applicable |
| 19. | Dual Currency Note Provisions (Condition 5C) | Not Applicable |
| 20. | Swap Related Note Provisions (Condition 5D) | |
| | Relevant swap terms: | Not Applicable |
| 21. | Provisions for other Notes (Condition 5E) | |
| | 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. | Call Option | Not Applicable |
| 23. | Put Option | Not Applicable |
| 24. | Final Redemption Amount of each Note | CAD 1,000 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. | Early Redemption Amount | |
| | 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): | CAD 1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|---|---|
| 29. | Form of Notes: | Bearer Notes: |
| 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 " 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**").

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| 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: | London, Toronto and TARGET2 |
| 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:

Joint Lead Managers:

Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank International)

Croeselaan 18
3521 CB, Utrecht,
The Netherlands
CAD 50,500,000

The Toronto-Dominion Bank

60 Threadneedle Street
London EC2R 8AP
United Kingdom
CAD 50,500,000

Co-Lead Managers:

Bank of Montreal, London Branch

95 Queen Victoria Street
London EC4V 4HG



United Kingdom
CAD 2,000,000

Bank Vontobel AG Zürich

Gotthardstrasse 43
CH-8001 Zürich
Switzerland
CAD 2,000,000

CIBC World Markets plc

150 Cheapside
London EC2V 6ET
United Kingdom
CAD 2,000,000

Daiwa Capital Markets Europe Limited

5 King William Street
London EC4N 7AX
United Kingdom
CAD 2,000,000

Danske Bank A/S

Holmens Kanal 2-12
DK-1092 Copenhagen K
Denmark
CAD 2,000,000

Deutsche Bank AG, London Branch

Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom
CAD 2,000,000

HSBC Bank plc

8 Canada Square
London E14 5HQ
United Kingdom
CAD 2,000,000

KBC Bank NV

Havenlaan 12
B-1080 Brussels
Belgium
CAD 2,000,000



**NBF Securities UK, the United Kingdom
Branch of National Bank Financial Inc.**

71 Fenchurch Street
London EC3M 4HD
United Kingdom
CAD 2,000,000

RBC Europe Limited

Riverbank House
2 Swan Lane
London EC4R 3BF
United Kingdom
CAD 2,000,000

Scotiabank Europe plc

201 Bishopsgate
London EC2M 3NS
United Kingdom
CAD 2,000,000

Zurich Cantonalbank

Josefstrasse 222
CH-8005 Zurich
Switzerland
CAD 2,000,000

- (ii) Date of Subscription Agreement: 20 July 2012
- (iii) Stabilizing Manager(s) (if any): Not Applicable
- 42. If non-syndicated, name and address of Dealer: Not Applicable
- 43. Total commission and concession 1.875 per cent. of the Aggregate Nominal Amount
- 44. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- 45. Non-exempt Offer: An offer of the Notes may be made by the Managers other than pursuant to Article 3(2) of the Prospectus Directive in Belgium, Germany, Ireland, Luxembourg, The Netherlands and the United Kingdom (the "**Public Offer Jurisdictions**") during the period from the date of the publication of these Final Terms until 30 days thereafter (the "**Offer Period**").
- 46. Additional selling restrictions: **Canada**
The Notes will not be qualified for sale under the securities laws of any province or territory of Canada. Each Manager will be required to represent and agree that it has not offered, sold or distributed and will not offer, sell or distribute the Notes, directly or indirectly, in



Canada or to or for the benefit of any resident of Canada, other than in compliance with applicable securities laws. Each Manager will also be required to represent and agree that it has not and will not distribute or deliver the Base Prospectus, the Final Terms or any other offering material in connection with any offering of the Notes, in Canada other than in compliance with applicable securities laws.

Each Manager agrees that it will not offer or sell or distribute any offering material in any country or jurisdiction except under circumstances that will, to the best of its knowledge and belief, result in compliance with any applicable laws and regulations thereof.

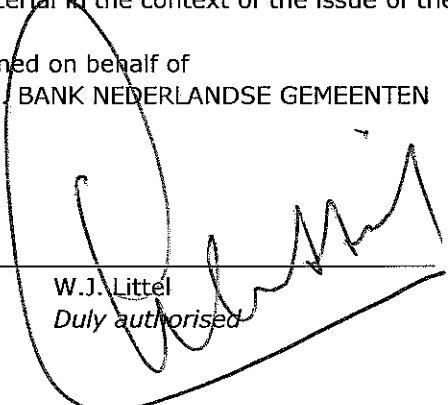
PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and public offer in the Public Offer Jurisdictions and admission to trading on the regulated market of the 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

By: 
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 admitted to trading on NYSE Euronext in Amsterdam, the regulated market of Euronext Amsterdam N.V. with effect from 24 July 2012.

2. RATINGS

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

Standard & Poor's Ratings Services, a division of the McGraw-Hill Companies Inc.: AAA (an Issuer rated 'AAA' has extremely strong capacity to meet its financial commitments. 'AAA' is the highest issuer credit rating)

Moody's Investors Service Limited: Aaa (obligations rated Aaa are judged to be of the highest quality, with minimal credit risk)

Fitch Ratings Limited: AAA (this rating denotes the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events)

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, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(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: CAD 124,432,500
- (iii) Estimated total expenses: CAD 40,000

5. **YIELD**

Indication of yield: 2.066 per cent. per annum

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: XS0804642311

Common Code: 080464231

Valor: CH19009102

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: Issue Price

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 of subscription rights not exercised: Not Applicable

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: None