



**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

Issue of  
EUR 15,000,000 Step-Up Single Callable Notes 2016 due 12 February 2031  
(the "**Notes**")  
(consisting of EUR 5,000,000 representing Series 1238(i) and  
EUR 10,000,000 representing Series 1238(ii))

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**FINAL TERMS**

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The date of these Final Terms is 10 February 2016.



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 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 any amendments thereto, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions ("**Terms and Conditions**") set forth on pages 61 to 96 of the base prospectus dated 27 May 2015, as supplemented by the supplemental prospectus dated 31 August 2015 (the "**Base Prospectus**") issued in relation to the Euro 90,000,000,000 debt issuance programme of N.V. Bank Nederlandse Gemeenten which together 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 the Base Prospectus. Full information on the Issuer and the offer of the Notes described herein is only available on the basis of a combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on <http://www.bngbank.nl/investors> and is available for viewing, upon the oral or written request of any persons, at the specified offices of the Paying Agent and at the investor relation section of the website of BNG Bank, <http://www.bng.nl/investors>. Copies may be obtained at the specified offices of the Paying Agent. A summary of the Notes is attached to these Final Terms.

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: The Notes will be issued in two Tranches as follows:
  - (a) EUR 5,000,000 Step-Up Single Callable Notes 2016 due 12 February 2031 as Series 1238(i) (the "**Series 1238(i) Notes**"); and
  - (b) EUR 10,000,000 Step-Up Single Callable Notes 2016 due 12 February 2031 as Series 1238(ii) (the "**Series 1238(ii) Notes**").

The Series 1238(i) Notes and the Series 1238(ii) Notes will, on the Issue Date, be consolidated and become fungible with each other and form part of a single Series.
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount: EUR 5,000,000 in respect of the Series 1238(i) Notes and EUR 10,000,000 in respect of the Series 1238(ii) Notes.
 

Once the Notes are consolidated and form part of a single Series, the Aggregate Nominal Amount of such Series will be EUR 15,000,000.
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denomination(s): EUR 100,000
  - (ii) Calculation Amount: EUR 100,000
7. (i) Issue Date: 12 February 2016
  - (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 12 February 2031
9. Interest Basis: Step-Up Interest
 

(further particulars specified below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
 

(further particulars specified below)
11. Put/Call Options: Issuer Call Option
 

(further particulars specified below)
12. Date Board approval for issuance of Notes obtained: 2 February 2016 in respect of the Series 1238(i) Notes and  
5 February 2016 in respect of the Series 1238(ii) Notes

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

13. **Fixed Rate Note Provisions** Not Applicable



14.	<b>Floating Rate Note Provisions</b>	Not Applicable	
15.	<b>Zero Coupon Note Provisions</b>	Not Applicable	
16.	<b>Dual Currency Interest Note Provisions</b>	Not Applicable	
17.	<b>Reverse Floater Interest Note Provisions</b>	Not Applicable	
18.	<b>Step-Down Interest Note Provisions</b>	Not Applicable	
19.	<b>Step-Up Interest Note Provisions</b>	Applicable	
	(i) Additional Business Centre(s):	Frankfurt am Main and TARGET	
	(ii) Business Day Convention:	Following Business Day Convention, Unadjusted	
	(iii) Day Count Fraction:	Actual/Actual (ICMA)	
	(iv) Fixed Rate Period:	Not Applicable	
	(v) Interest Payment Dates:	12 February in each year, from and including 12 February 2017 up to and including the Maturity Date, subject to adjustment for payment purposes only in accordance with the Business Day Convention	
	(vi) Party responsible for calculating the Rate of Interest and Interest(s) Amount:	Calculation Agent is not applicable (a) Year 1-10, EUR 1,150 per Calculation Amount (b) Year 11-15, EUR 1,450 per Calculation Amount	
	(vii) Rate of Interest(Fixed) Schedule:	<b>Interest Period(t) (ending on (but excluding) Interest Payment Date(t))</b>	<b>Rate of Interest(Fixed)(t)</b>
		(a) Year 1-10	1.15 per cent. p.a.
		(b) Year 11-15	1.45 per cent. p.a.
	(viii) Step-Up Schedule:	<b>Interest Period(t) (ending on (but excluding) Interest Payment Date(t))</b>	<b>Step-Up(t)</b>
		Not Applicable	Not Applicable
	(ix) Other terms relating to the method of calculating interest on Step-Up Interest Notes:	None	
20.	<b>Dual Currency Redemption Note Provisions</b>	Not Applicable	

#### PROVISIONS RELATING TO REDEMPTION

21.	Issuer Call Option:	Applicable	
	(i) Optional Redemption Date(s):	12 February 2026, subject to adjustment for payment purposes only in accordance with the Following	



		Business Day Convention
(ii)	Optional Redemption Amount(s) of each Note:	EUR 100,000 per Calculation Amount
(iii)	If redeemable in part:	
	- Minimum Redemption Amount:	Not Applicable
	- Maximum Redemption Amount:	Not Applicable
(iv)	Notice Period:	At least five (5) Business Days prior to the Optional Redemption Date
22.	Investor Put Option:	Not Applicable
23.	Final Redemption Amount:	EUR 100,000 per Calculation Amount
24.	Early Redemption Amount(s) payable per Calculation Amount on redemption (a) for taxation reasons (Condition 6(b)) or (b) on the occurrence of an event of default (Condition 7):	EUR 100,000 per Calculation Amount

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

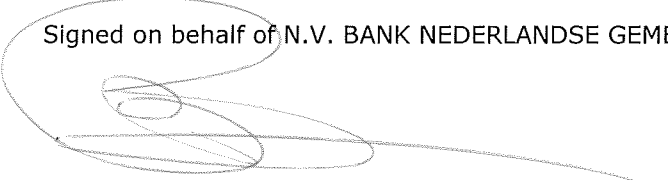
25.	Form of Notes:	Bearer
26.	Temporary Global Note exchangeable for Definitive Notes:	Not Applicable
27.	Temporary Global Note exchangeable for a Permanent Global Note:	Applicable. The Notes will initially be represented upon issue by a temporary global note (the " <b>Temporary Global Note</b> ") in bearer form without interest coupons attached, which will be exchangeable on or after the date falling 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> "), upon certification as to non-U.S. beneficial ownership as provided therein.
28.	Permanent Global Note exchangeable for Definitive Notes:	Applicable, but only as set out in Condition 1(e), 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
29.	Registered Notes:	Not Applicable
30.	New Global Note:	Applicable
31.	New Safekeeping Structure:	Not Applicable

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|-----|---|------------------------------|
| 32. | Additional Financial Centre(s) or other special provisions relating to payment dates:                             | Frankfurt am Main und TARGET |
| 33. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable               |
| 34. | Details relating to Installment Notes   | Not Applicable               |
| 35. | Redenomination:   | Not Applicable               |

**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.

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



By: Mrs. B.C.M. Ydema-de Brabander  
Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Admission to trading: Application is expected to be 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 12 February 2016.
- (ii) Estimate of total expenses relating to admission to trading: EUR 5,125

### 2. RATINGS

The Notes are expected to be rated:

Standard & Poor's Credit Market Services Europe Limited: AAA  
(stable outlook)

Fitch Ratings Limited: AA+  
(stable outlook)

Moody's Investors Service Limited: Aaa  
(stable outlook)

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

Except for the commissions payable to the Dealer, 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. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

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

- (i) Reasons for the offer: The net proceeds of the issue of each Tranche of Notes will be used by the Issuer for general corporate purposes
- (ii) Estimated net proceeds: EUR 15,000,000 (being the total of EUR 5,000,000 in respect of the Series 1238(i) Notes and EUR 10,000,000 in respect of the Series 1238(ii) Notes)
- (iii) Estimated total expenses: Not Applicable

### 5. INDICATION OF YIELD (Fixed Rate Notes only)

Not Applicable

### 6. HISTORIC INTEREST RATES (Floating Rate Notes only)

Not Applicable

### 7. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (Dual Currency Interest Notes, Dual Currency



**Redemption Notes and Variable Interest Rate Notes only)**

Not Applicable

**8. OPERATIONAL INFORMATION**

CUSIP Number:	Not Applicable
ISIN Code:	XS1361293258
Common Code:	136129325
Valor:	Not Applicable
Clearing System:	Euroclear. Euroclear's offices are situated at 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium  Clearstream, Luxembourg. Clearstream, Luxembourg's offices are situated at 42 Avenue J.F. Kennedy, 1855 Luxembourg.
Delivery:	Delivery against payment
Names and addresses of Paying Agent(s):	Deutsche Bank AG, London Branch, Winchester House 1 Great Winchester Street, London EC2N 2DB England
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

**9. DISTRIBUTION**

(i) Method of distribution:	Non-syndicated
(ii) If syndicated, names and addresses of Dealers:	Not Applicable
(iii) Date of Subscription Agreement:	Not Applicable
(iv) Stabilising Manager(s) (if any):	Not Applicable
(v) If non-syndicated, name and address of Dealer:	DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main  Platz der Republik  60265 Frankfurt am Main  Federal Republic of Germany
(vi) Total commission and concession:	Not Applicable
(vii) U.S. Selling Restrictions:	Regulation S only: Regulation S Category 2; TEFRA D Rules applicable





- (viii) Non-exempt Offer: Not Applicable
- (ix) General Consent: Not Applicable
- (x) Other conditions to consent: Not Applicable

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

Not Applicable

11. **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.

12. **THIRD PARTY INFORMATION**

Not Applicable