



8 March 2018

**NOTICE OF AMENDED FINAL TERMS****N.V. BANK NEDERLANDSE GEMEENTEN**

**Issue of EUR 30,000,000 1.41 per cent. Notes 2018 due 15 January 2038  
(ISIN Code: XS1750275486)  
(the "Notes")**

**as Series No. 1324 under its  
EUR 100,000,000,000 Debt Issuance Programme**

This notice (the "**Notice**") relates to the final terms dated 16 February 2018 in respect of the Notes (the "**Final Terms**"). Terms defined in the Final Terms have the same meaning when used in this Notice.

With effect from the date of this Notice, for the purpose of correcting a manifest error, the Final Terms shall be amended as follows:

Part A – item 12 (iii), Fixed Coupon Amount(s):

(iii) Fixed Coupon Amount(s):	EUR 9.87 per Calculation Amount
-------------------------------	---------------------------------

Should be read as follows:

(iii) Fixed Coupon Amount(s):	EUR 1,410 per Calculation Amount
-------------------------------	----------------------------------

Part B – item 9 (v), If non-syndicated, name and address of Dealer

v) If non-syndicated, name and address of Dealer:	Not applicable
---	----------------

Should be read as follows:

v) If non-syndicated, name and address of Dealer:	DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main Platz der Republik 60325 Frankfurt am Main Federal Republic of Germany
---	--

Save as modified by this Notice, all terms of the Final Terms shall continue in full force and effect.

This Notice and the Final Terms shall be read and construed as one document and the Final Terms must be read in conjunction with this Notice. To the extent that there is any inconsistency between any statement in this Notice and the Final Terms, the former shall prevail. The form of the Final Terms as amended by this Notice is scheduled hereto.

The Issuer accepts responsibility for the information contained in this Notice hereto.



**SCHEDULE – AMENDED AND RESTATED FINAL TERMS**



**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 100,000,000,000  
Debt Issuance Programme

Issue of EUR 30,000,000 1.41 per cent. Notes 2018 due 15 January 2038  
(the "**Notes**")

Series No.: 1324

---

**FINAL TERMS**

---

The Notes will be consolidated and become fungible and form a single series with the EUR 70,000,000 1.41 per cent. Notes 2018 due 15 January 2038 issued by the Issuer on 15 January 2018 as Series No. 1315, which Notes formed the subject matter of a Final Terms dated 11 January 2018.

The date of these Final Terms is 16 February 2018



The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that 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 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 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 (the "**Terms and Conditions**") set forth on pages 62 to 97 of the base prospectus dated 24 May 2017, as supplemented by the supplemental prospectus dated 28 August 2017 (the "**Base Prospectus**") issued in relation to the Euro 100,000,000,000 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 is available for viewing at the investor relations section of the Issuer's website, <https://www.bngbank.com/funding/issuance-programmes>, and at the offices of the Paying Agents in Amsterdam, Luxembourg and London specified in the Base Prospectus. Copies may, upon oral or written request, also be obtained from the Paying Agents.

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: 1324  

The Notes will be consolidated, become fungible and form a single Series with the existing EUR 70,000,000 1.41 per cent. Notes 2018 due 15 January 2038 issued on 15 January 2018 as Series No. 1315 (the "**Original Notes**").
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount: EUR 30,000,000  

After the Notes are consolidated and become fungible with the Original Notes, the Aggregate Nominal Amount of the Series will be EUR 100,000,000, consisting of the Aggregate Nominal Amount of the Notes, being EUR 30,000,000 and the Aggregate Principal Amount of the Original Notes being EUR 70,000,000.
5. Issue Price: 96.70 per cent. of the Aggregate Nominal Amount plus accrued interest from and including 15 January 2018 to, but excluding, the Issue Date
6. (i) Specified Denomination(s): EUR 100,000  
(ii) Calculation Amount: EUR 100,000
7. (i) Issue Date: 20 February 2018  
(ii) Interest Commencement Date: 15 January 2018
8. Maturity Date: 15 January 2038
9. Interest Basis: 1.41 per cent. Fixed Rate  

(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: Not Applicable  
(further particulars specified below)

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

12. **Fixed Rate Note Provisions** Applicable
- (i) Fixed Rate(s) of Interest: 1.41 per cent. per annum payable annually in arrear
  - (ii) Interest Payment Date(s): 15 January in each year up to and including the Maturity Date, subject to adjustment for payment purposes only in accordance with the Following Business Day Convention with TARGET as an Additional Business Centre
  - (iii) Fixed Coupon Amount(s): EUR 1,410 per Calculation Amount
  - (v) Broken Amount(s): Not Applicable
  - (vi) Day Count Fraction: Actual/Actual (ICMA)
  - (vii) Regular Date(s): 15 January in each year
13. **Floating Rate Note Provisions** Not Applicable
14. **Zero Coupon Note Provisions** Not Applicable
15. **Dual Currency Interest Note Provisions** Not Applicable
16. **Reverse Floater Interest Note Provisions** Not Applicable
17. **Step-Down Interest Note Provisions** Not Applicable
18. **Step-Up Interest Note Provisions** Not Applicable
19. **Dual Currency Redemption Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20. Issuer Call Option: Not Applicable
21. Investor Put Option: Not Applicable
22. Final Redemption Amount: EUR 100,000 per Calculation Amount
23. Early Redemption Amount(s) payable per Calculation Amount: EUR 100,000 per Calculation Amount



on redemption (a) for taxation reasons (Condition 6(b)) or (b) on the occurrence of an event of default (Condition 7):

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |   |  |
|---|--|
| 24. Form of Notes:  | Bearer   |
| 25. Temporary Global Note exchangeable for Definitive Notes:  | Not Applicable   |
| 26. 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.           |
| 27. 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 |
| 28. Registered Notes:   | Not Applicable   |
| 29. New Global Note:  | Applicable   |
| 30. New Safekeeping Structure:  | Not Applicable   |
| 31. Additional Financial Centre(s) or other special provisions relating to payment dates:                             | TARGET   |
| 32. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | Not Applicable   |
| 33. Details relating to Installment Notes:  | Not Applicable   |



34. 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 100,000,000,000 Debt Issuance Programme of the Issuer.

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

A handwritten signature in black ink, appearing to be 'M.V. Ketting', written over a horizontal line.

By: Mrs. M.V. Ketting  
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 the Issue Date.

The Original Notes have been admitted to trading on the regulated market of the Luxembourg Stock Exchange.

(ii) Estimate of total expenses relating to admission to trading: EUR 600

### **2. RATINGS**

The Notes are expected to be rated:

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

Fitch Ratings Limited: AA+ (stable)

Moody's Investors Service Limited: Aaa (stable)

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

Except for the commissions payable to the Dealers, 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 Dealers and their 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: Not Applicable
- (ii) Estimated net proceeds: EUR 29,051,720.55
- (iii) Estimated total expenses: Not Applicable

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

1.605 per cent. annual

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.



**8. OPERATIONAL INFORMATION**

ISIN Code:	XS1750275486
Common Code:	175027548
CUSIP Number:	Not Applicable
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):	As set out in the Base Prospectus
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 registered in the name of a nominee of Euroclear or Clearstream, Luxembourg acting 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	DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main



- |        |                                  |  |
|--------|----------------------------------|--|
|        | and address of Dealer:           | Platz der Republik<br>60325 Frankfurt am Main<br>Federal Republic of Germany |
| (vi)   | Total commission and concession: | Not Applicable   |
| (vii)  | U.S. Selling Restrictions:       | 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

14. **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.

15. **THIRD PARTY INFORMATION**

Not Applicable