



TERMS SHEET

13 February 2015

To: **J.P. Morgan Australia Limited**
 (ABN 52 002 888 011)
 Level 18
 J.P. Morgan House
 85 Castlereagh Street
 Sydney NSW 2000
 Australia

N.V. BANK NEDERLANDSE GEMEENTEN - MTN PROGRAMME

We hereby confirm the following agreement for the issue to J.P. Morgan Australia Limited of MTNs, each having the terms and conditions set out below, and otherwise in accordance with the terms and conditions of the Deed of Terms and Conditions dated 14 September 1999 (as amended and restated on 6 March 2002, 13 April 2007 and 6 September 2007) made by the Issuer, the Manager and the Registrar. Terms not defined herein have the meanings given to them in the Deed of Terms and Conditions.

Overall MTN Details

Issuer:		N.V. Bank Nederlandse Gemeenten
EEA selling restrictions:		MTNs may only be offered, sold, transferred or delivered within the European Economic Area, subject to condition 6(d) on page 16 of the Information Memorandum.
Principal Amount (face amount) on the Issue Date of each MTN:		A\$1,000 (Note: Subject to minimum consideration payable within Australia of A\$500,000 disregarding moneys lent by the offeror or its associates or the MTNs are otherwise offered and transferred in a manner that does not require disclosure under Part 6D.2 of the Corporations Act 2001 of Australia and, in all cases, all offers, sales and transfers comply with the Conditions)
Number of MTNs to be issued:		50,000
Aggregate Principal Amount of MTNs to be issued:		A\$50,000,000
Total Principal Amount of the Series:		A\$300,000,000
Type of MTNs:	<input type="checkbox"/>	Amortised Notes
	<input checked="" type="checkbox"/>	Fixed Rate Notes
	<input type="checkbox"/>	Floating Rate Notes
	<input type="checkbox"/>	Indexed Notes
	<input type="checkbox"/>	Structured Notes
	<input type="checkbox"/>	Zero Coupon Notes
	<input type="checkbox"/>	Other (specify) _____
Australian Notes/ New Zealand Notes:		Australian Notes
Maturity Date:		15 July 2025
Issued at:	<input type="checkbox"/>	Par
	<input checked="" type="checkbox"/>	Discount
	<input type="checkbox"/>	Premium



Purchase Price:	99.709% of the Aggregate Principal Amount of A\$50,000,000 (plus accrued interest payable for the period from (and including) 15 January 2015 to (but excluding) 17 February 2015 of 33 days in the amount of A\$148,000)
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In the event the Tenor of the MTN consists of a number of days which is not evenly divisible by the number of whole months in the Interest Period, the Purchase Price of the MTN will take into account the interest owed for days not in the Tenor of the MTN (in the event the number of months is rounded up) or interest not owed for days in the Tenor of the MTN (in the event the number of months is rounded down).

Issue Date:	17 February 2015
Lead Manager:	J.P. Morgan Australia Limited

Interest Calculation and Payment, Repayment

(a) Amortised Notes	N/A
(b) Fixed Rate Notes	
Fixed Interest Rate:	3.25 per cent. per annum payable semi-annually in arrear
Interest Payment Dates:	15 January and 15 July in each year from, and including, 15 July 2015 to, and including the Maturity Date (subject to adjustment in accordance with clause 8.6 of the Deed of Terms and Conditions).
Redemption Amount:	A\$1,000 per MTN (100 per cent. of the Principal Amount (face amount) of each MTN)
Fixed Coupon Amount:	A\$16.25 per MTN (or A\$812,500 for all MTNs to be issued) on each Interest Payment Date
Business Day Convention:	Following Business Day, Unadjusted
Day Count Fraction:	RBA Bond Basis where: "RBA Bond Basis" means one divided by the number of Interest Payment Dates in a year (or, in respect of the calculation of interest for any period of time ("Calculation Period") which does not constitute an Interest Period, the actual number of days in the Calculation Period divided by 365 (or, if any portion of the Calculation Period falls in a leap year, the sum of: (i) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366; and (ii) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365)).
Business Days:	Sydney, London and TARGET Business Day. "TARGET Business Day" means a day in which the Trans European Automated Real Time Gross Settlement Express Transfer (TARGET2) System is open.

(c) Floating Rate Notes		N/A
Floating Rate Basis:	<input type="checkbox"/>	Bank Bill Rate
	<input type="checkbox"/>	Other (specify and detail source and procedures if not available)
Margin(s) to Floating Rate Basis:		N/A
Interest Payment Dates:		N/A
Redemption Amount:		N/A
Business Days:		N/A
(d) Indexed Notes		N/A
Index:		N/A
Specify method of calculation of Variable Indexed Amount:		N/A
Details to include:		
• Source for index:		N/A
• Person responsible for calculations:		N/A
• Provision for calculation on early redemption, where reference to Index or formula is impossible or impracticable etc:		N/A
Base Index Figure:		N/A
Interest Payment Dates:		N/A
Redemption Amount:		N/A
(e) Structured Notes		N/A
Describe characteristics:		N/A
(f) Zero Coupon Notes		N/A
Redemption Price:		N/A
Amortisation Rate for Early Redemption:		N/A
(g) Other Options		N/A

Other Issue Details

Clearing System(s):		Austraclear System
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On admission to the Austraclear System, interests in the Notes may be held through Euroclear Bank S.A./N.V. as operator of the Euroclear System ("Euroclear") or Clearstream Banking, société anonyme ("Clearstream, Luxembourg"). In these circumstances, entitlements in respect of holdings of interests in the Notes in Euroclear would be held in the Austraclear System by HSBC Custody Nominees (Australia) Limited as a nominee of Euroclear while entitlements in respect of holdings of interests in the Notes in Clearstream, Luxembourg would be held in the Austraclear System by a nominee of JPMorgan Chase Bank, N.A. as custodian for Clearstream, Luxembourg.

**BANK**

The rights of a holder of interests in Notes held through Euroclear or Clearstream, Luxembourg are subject to the respective rules and regulations for accountholders of Euroclear and Clearstream, Luxembourg, the terms and conditions of agreements between Euroclear and Clearstream, Luxembourg and their respective nominee and the rules and regulations of the Austraclear System.

Special Issuance Instructions:		N/A
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Other Special Conditions including, as appropriate:

Events Affecting Maturity:		N/A
Call Option (early redemption at the option of the Issuer) (give details):		N/A
Put Option (early redemption at the option of the Noteholders) (give details):		N/A
Maturity Extension Option (option of the Noteholder to extend maturity, at the offer of the Issuer) (give details):		N/A
Other:		N/A

The above details are confirmed by the Issuer, in respect of:

ISIN:		AU3CB0226637
Common Code:		116602407

N.V. BANK NEDERLANDSE GEMEENTEN

By: Mrs. B. Ydema-de Brabander
 Authorised Officer of Issuer

Date: 13 February 2015