



TERMS SHEET

BANK

4 November 2019

To: **The Toronto-Dominion Bank**

1 Temasek Avenue
#15-02 Millenia Tower
Singapore 039192

BNG Bank N.V.

Back Office – Dealing Room
Koninginnegracht 2
2514 AA The Hague
The Netherlands

BNG BANK N.V. - MTN PROGRAMME

MiFID II product governance / Professional investors and ECPs only target market –

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the MTNs has led to the conclusion that: (i) the target market for the MTNs is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the MTNs to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the MTNs (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the MTNs (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

We hereby confirm the following agreement for the issue to The Toronto-Dominion Bank 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 28 August 2018) 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:	BNG Bank N.V.
Dutch Bail-in Power:	As set out more fully in clause 5.2 ("Dutch Bail-in Power") of the Deed of Terms and Conditions, by subscribing or otherwise acquiring the MTNs, the Noteholders shall be bound by the exercise of any Dutch Bail-in Power by the Resolution Authority. See also the sections of the Information Memorandum dated 28 August 2018 entitled "Programme Summary – Bail-in" on pages 6 and 7 and "Dutch Bail-in Power" on pages 10 and 11.
EEA selling restrictions:	MTNs may only be offered, sold, transferred or delivered within the European Economic Area, subject to the European Economic Area selling restriction on pages 15 and 16 of the Information Memorandum dated 28 August 2018.
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:		130,000 (to be consolidated and form a single Series with the Issuer's existing A\$230,000,000 3.30 per cent. Fixed Rate Notes 2018 due 26 April 2029 issued on 26 October 2018, A\$50,000,000 3.30 per cent. Fixed Rate Notes 2018 due 26 April 2029 issued on 16 November 2018, A\$30,000,000 3.30 per cent. Fixed Rate Notes 2018 due 26 April 2029 issued on 7 December 2018, A\$30,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 7 February 2019, A\$25,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 15 February 2019, A\$20,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 26 April 2019, A\$30,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 15 May 2019, A\$15,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 21 May 2019, A\$25,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 28 May 2019, A\$25,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 17 June 2019, A\$75,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 25 June 2019, A\$25,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 11 July 2019, A\$75,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 19 July 2019, A\$25,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 26 July 2019, A\$30,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 31 July 2019, A\$15,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 7 August 2019, A\$25,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 13 August 2019, A\$30,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 19 August 2019, A\$25,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 22 August 2019, A\$40,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 30 August 2019 and A\$50,000,000 3.30 per cent. Fixed Rate Notes 2019 due 26 April 2029 issued on 28 October 2019)
Aggregate Principal Amount of MTNs to be issued:		A\$130,000,000
Total Principal Amount of the Series:		A\$1,025,000,000
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:		26 April 2029



Issued at:	<input type="checkbox"/>	Par
	<input type="checkbox"/>	Discount
	<input checked="" type="checkbox"/>	Premium
Purchase Price:		(i) 114.081% of A\$100,000,000 in the Aggregate Principal Amount of A\$130,000,000; and (ii) 113.917% of A\$30,000,000 in the Aggregate Principal Amount of A\$130,000,000, plus accrued interest payable for the period from and including 26 October 2019 to but excluding 6 November 2019 of 11 days in the amount of A\$128,700

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:		6 November 2019
Lead Manager:		The Toronto-Dominion Bank

Interest Calculation and Payment, Repayment

(a) Amortised Notes		N/A
(b) Fixed Rate Notes		
Fixed Interest Rate:		3.30 per cent. per annum payable semi-annually in arrear
Interest Payment Dates:		26 April and 26 October in each year from, and including, 26 April 2020 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\$16.50 per MTN (or A\$2,145,000 for all MTNs to be issued in this tranche) on each Interest Payment Date
Business Day Convention:		Following Business Day, Unadjusted
Day Count Fraction:		RBA Bond Basis
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"/>	BBSW 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 S.A. ("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.

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

