



**EXECUTION VERSION**

**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.: 1096

Issue of MXN 500,000,000 4.50 per cent. Notes 2013 due 22 January 2018

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**FINAL TERMS**

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The date of these Final Terms is 18 January 2013.



The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that 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 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 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, as supplemented by the supplements to the base prospectus dated 29 August 2012 and 20 September 2012 (together, the "**Base Prospectus**") issued in relation to the Euro 90,000,000,000 debt issuance programme of N.V. Bank Nederlandse Gemeenten. 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.

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.

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:   | 1096  |
| 3.  | Specified Currency or Currencies:  | Mexican Peso ("MXN")  |
| 4.  | Aggregate Nominal Amount:  | MXN 500,000,000   |
| 5.  | Issue Price:   | 101.525 per cent. of the Aggregate Nominal Amount   |
| 6.  | (i) Specified Denominations:   | MXN 10,000  |
|   | (ii) Calculation Amount:   | MXN 10,000  |
| 7.  | (i) Issue Date:  | 22 January 2013   |
|   | (ii) Interest Commencement Date:   | Issue Date  |
| 8.  | Maturity Date:   | 22 January 2018   |
| 9.  | Interest Basis:  | 4.50 per cent. Fixed Rate<br>(further particulars specified below)  |
| 10.   | Redemption/Payment Basis:  | Redemption at par   |
| 11.   | Change of Interest or Redemption/<br>Payment Basis:  | Not Applicable  |
| 12.   | Put/Call Options:  | Not Applicable  |
| 13.   | Date Board approval for issuance of Notes<br>obtained:                                       | 14 January 2013   |
| 14.   | Method of distribution:  | Non-syndicated  |
| <b>PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE</b> |  |   |
| 15.   | <b>Fixed Rate Note Provisions<br/>(Condition 5A)</b>   | Applicable  |
|   | (i) Rate of Interest:  | 4.50 per cent. per annum payable annually<br>in arrear  |
|   | (ii) Interest Payment Date(s):   | 22 January in each year from (and<br>including) 22 January 2014 to (and<br>including) the Maturity Date, not adjusted |
|   | (iii) Fixed Coupon Amount:   | MXN 450.00 per Calculation Amount   |
|   | (iv) Broken Amount(s):   | Not Applicable  |
|   | (v) Day Count Fraction:  | Actual/Actual (ICMA)  |
|   | (vi) Determination Dates:  | 22 January in each year   |
|   | (vii) Other terms relating to the method<br>of calculating interest for Fixed<br>Rate Notes: | Not Applicable  |
| 16.   | <b>Floating Rate Note Provisions<br/>(Condition 5B)</b>                                      | Not Applicable  |
| 17.   | <b>Zero Coupon Note Provisions</b>   | Not Applicable  |



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| 18.   | <b>Index-Linked Interest Note/other variable-linked interest Note Provisions (Condition 5B)</b>  | Not Applicable  |
| 19.   | <b>Dual Currency Note Provisions (Condition 5C)</b>  | Not Applicable  |
| 20.   | <b>Swap Related Note Provisions (Condition 5D)</b>   |   |
|   | Relevant swap terms:   | Not Applicable  |
| 21.   | <b>Provisions for other Notes (Condition 5E)</b>   |   |
|   | Relevant interest provisions (including determination of dates and periods, calculation of rates and amounts (e.g. EURIBOR determination), maximum/minimum rates etc.):  | Not Applicable  |
| <b>PROVISIONS RELATING TO REDEMPTION</b>          |  |   |
| 22.   | <b>Call Option</b>   | Not Applicable  |
| 23.   | <b>Put Option</b>  | Not Applicable  |
| 24.   | <b>Final Redemption Amount of each Note</b>  | MXN 10,000 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):   | Mexico City, TARGET Business Day and London   |
| 28.   | <b>Early Redemption Amount</b>   |   |
|   | 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): | MXN 10,000 per Calculation Amount   |
| <b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b> |  |   |
| 29.   | <b>Form of Notes:</b>  | <b>Bearer Notes:</b>  |
| 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 " <b>Temporary Global Note</b> ") 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 |



|                     |   |   |
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|                     |   | <p>global note (the "<b>Permanent Global Note</b>").</p> <p>Where a Global Note is to be cleared through Euroclear, Clearstream Luxembourg or any other relevant clearing system and is exchangeable for Definitive Notes at any time or where Definitive Notes will definitely be issued, the Notes may only be issued in such denominations as Euroclear, Clearstream Luxembourg or any such other relevant clearing system will permit at that time. In particular, the Notes may not have denominations that include integral multiples of an amount if such amount is not divisible by the minimum denomination of such Notes.</p> |
| 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:   | No  |
| 34.                 | New Global Note:  | No  |
| 35.                 | New Safekeeping Structure:  | No  |
| 36.                 | Additional Financial Centre(s) or other special provisions relating to payment dates:                             | Mexico City, TARGET Business Day and London   |
| 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  |
| <b>DISTRIBUTION</b> |   |   |
| 41.                 | (i) If syndicated, names and addresses of Managers and underwriting commitments:                                  | Not Applicable  |
|                     | (ii) Date of Subscription Agreement:  | Not Applicable  |

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|     | (iii) Stabilizing Manager(s) (if any):         | Not Applicable  |
| 42. | If non-syndicated, name and address of Dealer: | J.P. Morgan Securities plc<br>25 Bank Street<br>Canary Wharf<br>London<br>E14 5JP |
| 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:                              | Not Applicable  |
| 46. | Additional selling restrictions:               | Not Applicable  |

### PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Luxembourg Stock Exchange 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


 A large, stylized handwritten signature in black ink, appearing to be 'B.C.M. Ydema-de Brabander'.

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



### PART B – OTHER INFORMATION

|    |   |   |
|----|---|---|
| 1. | <b>LISTING</b>  |   |
|    | 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 Luxembourg Stock Exchange with effect from the Issue Date. |
| 2. | <b>RATINGS</b>  |   |
|    | The Programme under which the Notes are to be issued has been rated:  |   |
|    | Standard & Poor's Credit Market Services Europe Limited:  | AAA (negative outlook)  |
|    | Fitch Ratings Limited:  | AAA (stable outlook)  |
|    | Moody's Investors Service Limited:  | Aaa (negative outlook)  |
|    | <p>Each of Standard &amp; Poor's Credit Market Services Europe Limited, Fitch Ratings Limited and Moody's Investors Service Limited is established in the European Union and registered under Regulation (EC) No. 1060/2009, as amended (the "<b>CRA Regulation</b>").</p> <p>In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation unless (1) the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration has not been refused, (2) the rating is provided by a credit rating agency not established in the European Union but is endorsed by a credit rating agency established in the European Union and registered under the CRA Regulation or (3) the rating is provided by a credit rating agency not established in the European Union, but which is certified under the CRA Regulation.</p> <p>The European Securities and Markets Authority ("<b>ESMA</b>") is obliged to maintain on its website, <a href="http://www.esma.europa.eu">www.esma.europa.eu</a>, a list of credit rating agencies registered and certified in accordance with the CRA Regulation. This list must be updated within five working days of ESMA's adoption of any decision to withdraw the registration of a credit rating agency under the CRA Regulation. Therefore, such list is not conclusive evidence of the status of the relevant rating agency as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.</p> |   |
| 3. | <b>INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER</b>   |   |
|    | Except for the commissions payable to the Managers, described in the first paragraph under " <i>Plan of Distribution</i> " 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. | <b>REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES</b>   |   |
|    | (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:  | MXN 498,250,000   |
| 5. | <b>YIELD</b>  |   |
|    | Indication of yield:  | 4.156 per cent. per annum<br>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.        |



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|-----------|---|-----------------------------------|
| <b>6.</b> | <b>OPERATIONAL INFORMATION</b>  |                                   |
|           | CUSIP Number:   | Not Applicable                    |
|           | ISIN Code:  | XS0877250497                      |
|           | Common Code:  | 087725049                         |
|           | Valor:  | Not Applicable                    |
|           | 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                    |