

# **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 50,000,000 1.873 per cent. Callable Fixed Rate Notes 2017
due 24 November 2047
(the "Notes")

Series No.: 1310

# FINAL TERMS

The date of these Final Terms is 22 November 2017.



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 [Manager/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, <a href="https://www.bngbank.com/funding/issuance-programmes">https://www.bngbank.com/funding/issuance-programmes</a>, 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: 1310

3. Specified Currency or Currencies: EUR ("EUR")

4. Aggregate Nominal Amount: EUR 50,000,000

5. Issue Price: 100 per cent. of the Aggregate Nominal Amount

6. (i) Specified EUR 2,000,000 Denomination(s):

(ii) Calculation Amount: EUR 2,000,000

7. (i) Issue Date: 24 November 2017

(ii) Interest Commencement Issue Date

Date:

8. Maturity Date: 24 November 2047

9. Interest Basis: 1.873 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: Issuer Call Option

(further particulars specified below)

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

12. **Fixed Rate Note Provisions** Applicable

(i) Fixed Rate(s) of Interest: 1.873 per cent. per annum payable annually in arrear

(ii) Interest Payment 24 November in each year up to and including the

Date(s): Maturity Date, subject to adjustment for payment purposes only in accordance with Modified Following

Business Day Convention

No Adjustment

(iii) Fixed Coupon Amount(s): EUR 37,460 per Calculation Amount

(v) Broken Amount(s): Not Applicable

(vi) Day Count Fraction: 30/360

(vii) Regular Date(s): 23 November in each year



13.	Floating Rate Note Provisions	Not Applicable
14.	Zero Coupon Note Provisions	Not Applicable
1 5	Dual Commence Tutomost Note	Nick Auglicalia

**Dual Currency Interest Note Provisions** 

Not Applicable

16. **Reverse Floater Interest Note** Not Applicable **Provisions** 

17. **Step-Down Interest Note** Not Applicable **Provisions** 

**Step-Up Interest Note** 18. Not Applicable **Provisions** 

19. **Dual Currency Redemption** Not Applicable **Note Provisions** 

### PROVISIONS RELATING TO REDEMPTION

20. Issuer Call Option: **Applicable** 

> (i) Optional Redemption 24 November 2024 Date(s):

Optional Redemption EUR 2,000,000 per Calculation Amount (ii) Amount(s) of each Note:

(iii) If redeemable in part:

> Not Applicable Minimum Redemption Amount:

Maximum Redemption Amount:

Not Applicable

(iv) Notice Period: Not less than ten Business Days

Investor Put Option: 21. Not Applicable

22. Final Redemption Amount: EUR 2,000,000 per Calculation Amount

23. Early Redemption Amount(s) EUR 2,000,000 per Calculation Amount 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):

# **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24. Form of Notes: **Bearer Notes** 

25. Temporary Global Note Not Applicable exchangeable for Definitive Notes:



BANK

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 "Temporary Global Note") 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 "Permanent Global Note"), 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 (girodepot) with Euroclear Netherlands shall only be exchangeable within the limited circumstances as described in the Netherlands Securities Giro Act (Wet giraal effectenverkeer) 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:

London and New York (in addition to 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:

nent 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:

Bv:



### **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

(ii) Estimate of total expenses relating to

EUR 6,600

#### 2. RATINGS

The Notes are expected to be rated:

admission to trading:

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: 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 50,000,00

(iii) Estimated total expenses: Not Applicable

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

1.873 per cent. per annum

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

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

Not Applicable



PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF 7. **EFFECT ON VALUE OF INVESTMENT (Dual Currency Interest Notes, Dual Currency Redemption Notes and Variable Interest Rate Notes** only)

Not Applicable

#### **OPERATIONAL INFORMATION** 8.

For Regulation S Notes:

ISIN Code:

XS1724639163

Common Code:

172463916

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 per 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 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 Eurosystem eligibility criteria have been met.

#### 9. **DISTRIBUTION**

Method of distribution: (i)

Non-syndicated

If syndicated, names and (ii) addresses of Dealers:

Not Applicable

(iii) Date of Subscription Agreement:

Not Applicable

Stabilising Manager(s) (if (iv) any):

Not Applicable

If non-syndicated, name (v)

Deutsche Bank AG, London Branch



and address of Dealer:

Winchester House

1 Great Winchester Street

London EC2N 2DB United Kingdom

(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

## 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.