

FINAL TERMS

7 August 2012

Nederlandse Waterschapsbank N.V.

Issue of CHF 100,000,000 1.25 per cent. Notes due 9 August 2024 (the "Notes") under the €50,000,000,000 Debt Issuance Program

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 Directive 2003/71/EC (the "**Prospectus Directive**" which term includes Directive 2010/73/EU (the "**2010 PD Amending Directive**" to the extent implemented in a relevant member state of the European Economic Area to which is referred (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 authorized, nor do they authorize, the making of any offer of Notes in any other circumstances.

This document constitutes the Final Terms relating to the Issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 10 May 2012 which constitutes a base prospectus for the purposes of the Prospectus Directive which term includes the 2010 PD Amending Directive to the extent implemented in a Relevant Member State in which the Notes are issued. 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 and the Swiss listing prospectus dated 7 August 2012 prepared for the listing of the Notes on the SIX Swiss Exchange Ltd (the "**Listing Prospectus**"). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and the Listing Prospectus. These documents are available for viewing at, and copies may be obtained from, Zurich Cantonalbank, IHKT / Capital Markets, Josefstrasse 222, P.O. Box, 8010 Zurich, Switzerland.

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| 1. | Issuer | Nederlandse Waterschapsbank N.V. |
| 2. | (a) Series Number: | 1274 |
| | (b) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Swiss Francs (" CHF "). |
| 4. | Aggregate Principal Amount: | |
| | • Tranche: | CHF 100,000,000. |
| | • Series: | CHF 100,000,000. |
| 5. | (a) Issue Price of Tranche: | 100.695 per cent. of the Aggregate Principal Amount. |
| | (b) Net proceeds: | CHF 99,570,000. |

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| 6. | (a) | Specified Denominations: | CHF 5,000 and multiples thereof. |
| | (b) | Calculation Amount: | CHF 5,000. |
| 7. | (a) | Issue Date | 9 August 2012. |
| | (b) | Interest Commencement Date: | 9 August 2012. |
| 8. | | Maturity Date: | 9 August 2024. |
| 9. | | Interest Basis: | 1.25 per cent. Fixed Rate
(further particulars specified below). |
| 10. | | Redemption/Payment Basis: | Redemption at par. |
| 11. | | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable. |
| 12. | | Put/Call Options: | Not Applicable. |
| 13. | | Status of the Notes: | Senior. |
| 14. | | Listing and admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to provisional trading on SIX Swiss Exchange Ltd with effect from 7 August 2012. |
| 15. | | Offer solely outside the United States in Reliance on Regulation S: | Applicable.

The Notes will be represented by a Permanent Global Note in substantially the form set forth in Annex 1 to the supplemental agency agreement entered into between the Issuer, the Swiss Paying Agents and the other parties named therein dated 7 August 2012. |
| 16. | | Method of distribution: | Syndicated. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 17. | | Fixed Rate Note Provisions | Applicable. |
| | (a) | Fixed Rate(s) of Interest: | 1.25 per cent. per annum, payable annually in arrear. |
| | (b) | Interest Payment Date(s): | 9 August in each year up to and including the Maturity Date, for the first time on 9 August 2013. |
| | (c) | Fixed Coupon Amount(s): | CHF 62.50 per Calculation Amount. |
| | (d) | Broken Amount(s): | Not Applicable |
| | (e) | Day Count Fraction: | 30/360 (following, unadjusted). |
| | (f) | Determination Date(s): | Not Applicable. |

(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable.
18.	Floating Rate Note Provisions	Not Applicable.
19.	Zero Coupon Note Provisions	Not Applicable.
20.	Index Linked Interest Note Provisions	Not Applicable.
21.	Dual Currency Note Provisions	Not Applicable.

PROVISIONS RELATING TO REDEMPTION

22.	Issuer Call:	Not Applicable.
23.	Investor Put:	Not Applicable.
24.	Condition 6.2 (redemption for taxation reasons):	Applicable.
25.	Final Redemption Amount:	CHF 5,000 per Calculation Amount.
26.	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6.5):	CHF 5,000 per Calculation Amount, together with any interest accrued to (but excluding) the date of redemption.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27.	Form of Notes:	Bearer Notes, represented by a Permanent Global Note (as defined below).
	(a) Form:	<p>Condition 1 of the Conditions shall be amended and supplemented (for the purposes of this Series of Notes only) as follows:</p> <p>"The Aggregate Principal Amount of the Notes of CHF 100,000,000 is divided into Notes with denominations of CHF 5,000 (five thousand Swiss francs) per Note and integral multiples thereof.</p> <p>The Notes and all rights in connection therewith are documented in the form of a permanent global note (the "Permanent Global Note") which shall be deposited by the Principal Swiss Paying Agent (as defined below) with SIX SIS Ltd or any other intermediary in Switzerland recognized for such purposes by SIX Swiss Exchange Ltd (SIX SIS Ltd or any such other intermediary, the "Intermediary"). Once</p>

the Permanent Global Note is deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (*Bucheffekten*) ("**Intermediated Securities**") in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*).

Each Holder (as defined below) shall have a quotal co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Note to the extent of his claim against the Issuer, provided that for so long as the Permanent Global Note remains deposited with the Intermediary, the co-ownership interest shall be suspended and the Notes may only be transferred or otherwise disposed of in accordance with the provisions of the Swiss Federal Intermediated Securities Act, i.e., by the entry of the transferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes (the "**Holders**") will be the persons holding the Notes in a securities account in their own name and for their own account.

Neither the Issuer nor the Holders shall at any time have the right to effect or demand the conversion of the Permanent Global Note into, or the delivery of, uncertificated securities (*Wertrechte*) or Definitive Notes (*Wertpapiere*).

No physical delivery of the Notes shall be made unless and until Definitive Notes are printed in bearer form at the expense of the Issuer. Notes may only be printed, in whole, but not in part, if the Principal Swiss Paying Agent (i) determines that the presentation of Definitive Notes is required by Swiss or other applicable laws and regulations in connection with the enforcement of rights or (ii) deems the printing and delivery of Definitive Notes to be useful or necessary for any other reason. Should the Principal Swiss Paying Agent so determine, it shall provide for the printing of Definitive Notes without cost to the Holders. Upon delivery of the Definitive Notes, the Permanent Global Note will immediately be cancelled by the Principal Swiss Paying Agent and the Definitive Notes shall be delivered to the Holders against cancellation of the Notes in the Holders' securities accounts."

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| (b) | New Global Note | No. |
| (c) | New Safekeeping Structure: | No. |
| (d) | Form of Definitive Bearer Notes: | Not Applicable. |

28. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Zurich, Switzerland and London.
29. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature): No.
30. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any), of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable.
31. Details relating to Installment Notes; amount of each installment, date on which each payment is to be made: Not Applicable.
32. Redenomination: Not Applicable.
33. Whether Condition 7(a) of the Notes applies (in which case Condition 6.2 of the Notes will not apply) or whether Condition 7(b) and Condition 6.2 of the Notes applies: Condition 7(b) and Condition 6.2 apply.
34. Other terms or special conditions: **The following shall (for the purpose of this Series of Notes only) be added to the opening lines of the Terms and Conditions of the Notes:**
- "For the purpose of the Notes the Issuer has, together with Zurich Cantonalbank (the "**Principal Swiss Paying Agent**") and the other parties named therein, entered into a supplemental agency agreement dated 7 August 2012 (the "**Supplemental Agency Agreement**").
- For the purpose of the Notes, any reference in the Terms and Conditions of the Notes to the "Paying Agent", the "Agent" or the "Calculation Agent" shall, so far as the context permits, be construed as reference to the Principal Swiss Paying Agent.
- In relation to the Notes, the address of the Principal Swiss Paying Agent is Zurich Cantonalbank, IHKT / Capital Markets, Josefstrasse 222, P.O. Box, 8010 Zurich, Switzerland."

For the purpose of this Series only, Condition 5 shall be supplemented as follows:

"Payments of principal and interest in respect of Notes denominated in Swiss francs will, except to the extent required by law, be made irrespective of any present or future transfer restrictions and without regard to any bilateral or multilateral payment or clearing agreement which may be applicable at the time of such payments in freely disposable Swiss francs without collection costs in Switzerland and without any restrictions and irrespective of nationality, domicile or residence of a Noteholder or Couponholder and without requiring any certification, affidavit or the fulfilment of any other formality.

The receipt by the Principal Swiss Paying Agent (as defined above) of the due and punctual payment of the funds in Swiss francs in Zurich, in the manner provided by the Conditions in the Final Terms, releases the Issuer from its obligation under the Notes and Coupons for the payment of interest and principal due on the respective Interest Payment Dates and on the Maturity Date to the extent of such payment."

Condition 5 shall be construed accordingly.

For the purpose of this Series only, Condition 11 of the Terms and Conditions of the Notes shall be amended and supplemented as follows and Condition 11 shall be construed accordingly:

"In respect of the Notes, the Issuer will at all times maintain a Paying Agent having a specified office in Switzerland and (in respect of the Notes only) will at no time maintain a Paying Agent having a specified office outside of Switzerland, unless permitted by applicable law. The Supplemental Agency Agreement (as defined above) will also contain certain other modifications to the Agency Agreement, necessary as a consequence of the issue of Notes denominated in Swiss Francs and listed on the SIX Swiss Exchange Ltd."

For the purpose of this Series only, the following provisions shall be inserted immediately following Condition 13 of the Terms and Conditions:

"So long as the Notes are listed on the SIX Swiss Exchange Ltd and so long as the rules of the SIX Swiss Exchange Ltd so require, all notices in respect of the Notes will be validly given through the Principal Swiss Paying Agent (i) by means of electronic publication on the internet website of the SIX Swiss Exchange Ltd (www.six-swiss-exchange.com/marketpulse/news/official_notices_en.html),

or (ii) otherwise in accordance with the regulations of the SIX Swiss Exchange Ltd."

DISTRIBUTION

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| 35. | (a) If syndicated, names and addresses of Managers and underwriting commitments: | <p>Zurich Cantonalbank
 Attn. IHKT / Capital Markets
 Josefstrasse 222
 P.O. Box
 8010 Zurich
 Switzerland</p> <p>The Royal Bank of Scotland plc, Edinburgh, Zurich Branch
 Attn. Katrin Aberegg
 Lerchenstrasse 24
 P.O. Box
 8022 Zurich
 Switzerland
 (together the "Joint-Lead Managers")</p> <p>Commitments:
 Zurich Cantonalbank: CHF 50,000,000
 The Royal Bank of Scotland plc,
 Edinburgh, Zurich Branch: CHF 50,000,000</p> |
| | (b) Date of Syndication Agreement: | 7 August 2012 |
| | (c) Stabilising Manager(s) (if any): | Not Applicable. |
| 36. | If non-syndicated, name and address of Dealer: | Not Applicable. |
| 37. | Total commission and concession: | 1.00 per cent. of the Aggregate Principal Amount. |
| 38. | Eligibility: | Reg S only. |
| 39. | U.S. Selling Restrictions: | Reg S Compliance Category; TEFRA D rules are applicable in accordance with usual Swiss practice. |
| 40. | Non-exempt offer: | Not Applicable. |
| 41. | Additional Selling Restrictions: | Not Applicable. |

OPERATIONAL INFORMATION

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| 42. | Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V./ and Clearstream Banking, société anonyme and the relevant identification numbers: | SIX SIS Ltd, the Swiss Securities Services Corporation in Olten, Switzerland. |
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43. Delivery: Delivery against payment.
44. Additional Paying Agent(s) (if any): For the purpose of this Series of Notes, the following institutions have been appointed as Swiss Paying Agents in Switzerland:
- Zurich Cantonalbank
(the "**Principal Swiss Paying Agent**")
- The Royal Bank of Scotland plc, Edinburgh, Zurich Branch
(the "**Swiss Paying Agent**", and together with the Principal Swiss Paying Agent, the "**Swiss Paying Agents**")
45. Offer Period: Not Applicable.
46. Reduction of subscriptions: Not Applicable.
47. Maximum and minimum subscription amount: Not Applicable.
48. Intended to be held in a manner which would allow Eurosystem eligibility: No.
49. For the purpose of Condition 13, notices to be published in the Financial Times: No.
- ISIN: CH0190361029
- Common Code: 080771541
- Swiss Security No.: 19.036.102
50. Ratings: The Notes to be issued have been rated:
- S & P: "AAA".
- Moody's: "Aaa".
51. Interests of natural and legal persons involved in the Issue: Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.
52. Reasons for the offer, estimated net proceeds and total expenses:
- (a) Reasons for the offer: The net proceeds of the issue of the Notes will be used by the Issuer for its general corporate purposes (which include profit making). The Joint-Lead Managers shall have no responsibility for, or be obliged to concern themselves with, the use of such net proceeds.
- (b) Estimated net proceeds: CHF 99,570,000.

- (c) Estimated total expenses: CHF 125,000.
53. Indication of yield (Fixed Rate Notes only) 1.1875 per cent. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to listing and trading on the SIX Swiss Exchange Ltd of the Notes described herein pursuant to the €50,000,000,000 Debt Issuance Program of Nederlandse Waterschapsbank N.V.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of the Issuer:



By: **Ron Walkier**
Chairman of the Managing Board
Duly authorized