

31 July 2012

**Nederlandse Waterschapsbank N.V.**

*(incorporated under the laws of the Netherlands with limited liability and having its corporate seat in The Hague)*

**Issue of GBP 10,800,000 Fixed to Floating Rate Notes due August 2017  
under the € 50,000,000,000 Debt Issuance Program**

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<sup>th</sup> May 2012 which constitutes a base prospectus for the purposes of 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 in which the Notes are issued (each, a 'Relevant Member State')). 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 offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the registered office of the Issuer at Rooseveltplantsoen 3, 2517 KR The Hague, the Netherlands and copies may be obtained from Citibank N.A., 14<sup>th</sup> floor, Citigroup Centre Canada Square, Canary Wharf, London E14 5LB, United Kingdom and, only with respect to Tranches of Notes which are solely offered and sold by the Issuer and/or the Dealers in bearer form or registered form outside the United States to non-U.S. persons in reliance on Regulation S, Banque Internationale à Luxembourg SA, 69, route d'Esch, 2953 Luxembourg, Grand Duchy of Luxembourg.

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|----|-----------------------------------|--|
| 1. | Issuer:                           | Nederlandse Waterschapsbank N.V.                   |
| 2. | (a) Series Number:                | 1281   |
|    | (b) Tranche Number:               | 1  |
| 3. | Specified Currency or Currencies: | Pounds Sterling ("GBP")                            |
| 4. | Aggregate Principal amount:       |  |
|    | • Tranche:                        | GBP 10,800,000                                     |
|    | • Series:                         | GBP 10,800,000                                     |
| 5. | (a) Issue Price of Tranche:       | 100.00 per cent. of the Aggregate Principal amount |
|    | (b) Net proceeds:                 | GBP 10,800,000                                     |

6. (a) Specified Denominations: GBP 100,000
- (b) Calculation Amount: (Applicable to Notes in definitive form) GBP 100,000
7. (a) Issue Date: 2<sup>nd</sup> August 2012
- (b) Interest Commencement Date: 2<sup>nd</sup> August 2012
8. Maturity Date: Interest Payment Date falling on or nearest to 2 August 2017
9. Interest Basis: Fixed to Floating Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis: 2.65 per cent. Fixed Rate from and including the Interest Commencement Date to but excluding 2<sup>nd</sup> August 2013 (further particulars specified in paragraph 17)
- 3 month GBP LIBOR + 0.30 per cent. Floating Rate from and including 2<sup>nd</sup> August 2013 to but excluding 2<sup>nd</sup> August 2017 (further particulars specified in paragraph 18)
12. Put/Call Options: Not Applicable
13. Status of the Notes: Senior
14. Listing and admission to trading:
- (a) Listing and admission to trading: Not Applicable

15. Offer solely outside the United States in Reliance on Regulations S: Applicable
- The Notes will be in bearer form and in substantially the form set forth in schedule 3 to the agency agreement entered into between the Issuer and the Non-U.S. Paying Agent dated 10<sup>th</sup> May 2012.
- Non-U.S. Paying Agent: Banque Internationale à Luxembourg SA.
16. Method of distribution: Non-syndicated

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

17. **Fixed Rate Note Provisions:** Applicable
- (a) Fixed Rate(s) of Interest: 2.65 per cent. per annum
- (b) Interest Payment Date(s): 2<sup>nd</sup> August 2013, subject to adjustment in accordance with the Modified Following Business Day Convention
- (c) Fixed Coupon Amount(s): GBP 2,650 per Calculation Amount  
*(Applicable to Notes in definitive form)*
- (d) Broken Amount(s): Not Applicable  
*(Applicable to Notes in definitive form)*
- (e) Fixed Day Count Fraction: Actual/Actual (ICMA), 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:** Applicable
- (a) Specified Period(s)/Specified Interest Payment Dates: 2<sup>nd</sup> February, 2<sup>nd</sup> May, 2<sup>nd</sup> August and 2<sup>nd</sup> November in each year from and including 2<sup>nd</sup> November 2013 to and including the Maturity Date with each such date subject

		to adjustment in accordance with the Business Day Convention specified below in item 18(b)
(b)	Business Day Convention:	Modified Following Business Day Convention
(c)	Additional Business Centre(s):	TARGET in addition to London
(d)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(e)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Non-U.S. Paying Agent
(f)	Screen Rate Determination:	Yes
	• Reference Rate:	3 month GBP LIBOR
	• Interest Determination Date(s):	First London and TARGET business day of each Interest Period
	• Relevant Screen Page:	Reuters Screen LIBOR01 Page
(g)	ISDA Determination:	No
(h)	Margin(s):	+ 0.30 per cent. per annum
(i)	Minimum Rate of Interest:	Not Applicable
(j)	Maximum Rate of Interest:	Not Applicable
(k)	Floating Day Count Fraction:	Actual/365 (Fixed), adjusted
(l)	Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
19.	<b>Zero Coupon Note Provisions:</b>	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: GBP 100,000 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): GBP 100,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. Form of Notes: Bearer Notes
- (a) Form: Temporary Bearer Global Note exchangeable 40 days after the Issue Date, upon certification as to non-U.S. beneficial ownership if Bearer Notes issued pursuant to the TEFRA D Rules, for interests in a Permanent Global Note which is exchangeable for Definitive Bearer Notes only upon the occurrence of an Exchange Event
- (b) New Global Note: No
- (c) New Safekeeping Structure: No
- (d) Form of Definitive Bearer Notes: Standard Euromarket
28. Additional Financial Centre(s) or other special provisions relating to Payment Dates: TARGET in addition to London

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|-----|--|---|
| 29. | Talons for future Coupons or Receipts to be attached to Definitive 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 Instalment Notes; amount of each instalment, date on which each payment is to be made:   | Not Applicable  |
| 32. | Redenomination:  | 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:   | Any notice given to Euroclear, Clearstream, Luxembourg or any other clearing system in accordance with Condition 13 shall be deemed to have been given to the Noteholders on the day on which that notice is given to Euroclear, Clearstream, Luxembourg or such other clearing system, and Condition 13 shall be modified accordingly. |

## **DISTRIBUTION**

- |     |                                       |                          |
|-----|---------------------------------------|--------------------------|
| 35. | (a) If syndicated, names of Managers: | Not Applicable           |
|     | (b) Date of Subscription Agreement:   | Not Applicable           |
|     | (c) Stabilising Manager(s) (if any):  | Not Applicable           |
| 36. | If non-syndicated, name of Dealer:    | Mizuho International plc |
| 37. | Non-exempt Offer:                     | Not Applicable           |
| 38. | Eligibility                           | Reg S only               |

- |     |                                  |                                       |
|-----|----------------------------------|---------------------------------------|
| 39. | U.S. Selling Restrictions:       | Reg. S Compliance Category 2; TEFRA D |
| 40. | Additional Selling Restrictions: | Not Applicable                        |

**OPERATIONAL INFORMATION**

- |     |  |   |
|-----|--|---|
| 41. | Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V./ and Clearstream Banking, société Anonyme and the relevant Identification numbers: | Not Applicable  |
| 42. | Delivery:  | Delivery against payment                                  |
| 43. | Additional Paying Agent(s) (if any):   | Not Applicable  |
| 44. | Offer Period   | Not Applicable  |
| 45. | Intended to be held in a manner which would allow Eurosystem eligibility:  | No  |
| 46. | For the purpose of Condition 13, notices to be published in the Financial Times:<br>ISIN:<br>Common Code:<br>Any other relevant code:              | No<br>XS0811777910<br>081177791<br>Not Applicable         |
| 47. | Ratings:   | The Program has been rated:<br>S & P: AAA<br>Moody's: Aaa |

Each of Standard & Poor's Credit Market Services Europe Limited and Moody's Investors Service Limited is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended. As such, each of Standard & Poor's Credit Market Services Europe Limited and Moody's Investors Service Limited is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

48. 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.
49. Reasons for the offer, estimated net proceeds and total expenses:
- (a) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus
- (b) Estimated net proceeds: GBP 10,800,000
- (c) Estimated total expenses: Not Applicable
50. Indication of yield (Fixed Rate Notes only) Not Applicable
51. Historic Interest Rates (*Floating Rate Notes only*)
- Details of historic and future LIBOR rates can be obtained from Reuters.
- The Issuer does not intend to provide post-issuance information.
52. Performance of index/formula, explanation of effect on value of investment and associated risks and other information concerning the underlying (*Index-Linked Notes only*)
- Not Applicable
53. Performance of rate[s] of exchange and explanation of effect on value of investment (*Dual Currency Notes only*)
- Not Applicable

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue 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:  
Duly authorised

  
**Ron Walkier**  
*Chairman of the Managing Board*

