

FINAL TERMS

6 May 2015

NEDERLANDSE WATERSCHAPSBANK N.V.

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

Issue of US\$600,000,000 1.25% Notes due 18 September 2017 (the ‘Notes’) (to be consolidated with and form a single series with the currently outstanding issue of US\$2,000,000,000 1.25% Notes due 18 September 2017 of which US\$1,500,000,000 was issued on 18 September 2014 and US\$500,000,000 was issued on 3 October 2014 (the ‘Existing Notes’)) under the €60,000,000,000 Debt Issuance Program

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the ‘**Conditions**’) set forth in the base prospectus dated 28 April 2014 and the supplements to it dated 3 June 2014, 25 August 2014, 8 September 2014 and 19 March 2015 which are incorporated by reference in the Base Prospectus dated 28 April 2015. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the ‘**Prospectus Directive**’) and must be read in conjunction with the Base Prospectus dated 28 April 2015, which constitutes a base prospectus for the purposes of the Prospectus Directive (the ‘**Base Prospectus**’), save in respect of the Conditions which are extracted from the base prospectus dated 28 April 2014 and the supplements to it dated 3 June 2014, 25 August 2014, 8 September 2014 and 19 March 2015. 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 has been published on <https://www.nwbbank.com/funding-programmes.html> and is available for viewing at the registered office of the Issuer at Rooseveltplantsoen 3, 2517 KR The Hague, the Netherlands. In addition, copies may be obtained from Citibank N.A., Citigroup Centre Canada Square, Canary Wharf, London E14 5LB, United Kingdom (the ‘**Principal Paying Agent**’) and, only with respect to Tranches of Notes which are solely offered and sold by the Issuer and/or the Dealers in bearer form outside the United States to non-U.S. persons in reliance on Regulation S, from Banque Internationale à Luxembourg, 69, route d’Esch, 2953 Luxembourg, Grand Duchy of Luxembourg (the ‘**Non-U.S. Paying Agent**’).

1.	Issuer:	Nederlandse Waterschapsbank N.V.
2.	(i) Series Number:	1397
	(ii) Tranche Number:	3
	(iii) Date on which the Notes become fungible:	The Rule 144A Notes shall immediately be consolidated, form a single series and be interchangeable for trading purposes with the Existing Notes. The Reg S Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the Existing Notes 40 days after the Issue Date.
3.	Specified Currency or Currencies:	USD
4.	Aggregate principal amount:	
	(i) Series:	USD 2,600,000,000
	(ii) Tranche:	USD 600,000,000
5.	Issue Price of Tranche:	100.579 per cent. of the aggregate principal amount <i>plus</i> accrued interest from and including 18 March 2015 to, but excluding, the Issue Date amounting to USD 1,041,666.67

6.	(i)	Specified Denominations:	USD 200,000 and integral multiples of USD 1,000 in excess thereof
	(ii)	Calculation Amount:	USD 1,000
7.	(i)	Issue Date:	8 May 2015
	(ii)	Interest Commencement Date:	18 March 2015
8.		Maturity Date:	18 September 2017
9.		Interest Basis:	1.25 per cent. Fixed Rate
10.		Redemption/Payment Basis:	Redemption at par
11.		Change of Interest Basis:	Not Applicable
12.		Put/Issuer Call Options:	Not Applicable
13.		Status of the Notes:	Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.		Fixed Rate Note Provisions:	Applicable
	(i)	Fixed Rate(s) of Interest:	1.25 per cent. per annum payable semi-annually in arrear
	(ii)	Interest Payment Date(s):	18 March and 18 September in each year up to and including the Maturity Date, commencing on 18 September 2015
	(iii)	Fixed Coupon Amount:	USD 6.25 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	30/360, unadjusted
	(vi)	Interest Determination Date(s):	Not Applicable
15.		Floating Rate Note Provisions:	Not Applicable
16.		Zero Coupon Note Provisions:	Not Applicable
17.		FX Linked Interest Note Provisions:	Not Applicable
18.		Inflation Linked Note Provisions:	Not Applicable
19.		CMS Linked Note Provisions	Not Applicable
20.		Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21.		Issuer Call Option:	Not Applicable
22.		Investor Put Option:	Not Applicable
23.		Early Redemption:	Applicable
	(i)	Early Redemption Amount(s) payable on redemption:	USD 1,000 per Calculation Amount

	(ii) Redemption for tax reasons (Condition 7.2) permitted any time:	Applicable
	(iii) Redemption for tax reasons (Condition 7.2) permitted on Interest Payment Dates only:	Applicable
	(iv) Unmatured Coupons to become void upon early redemption:	Applicable
	(v) Early Redemption Unwind Costs:	Not Applicable
24.	Whether Condition 8(a) of the Notes applies (in which case Condition 7.2 (Redemption for tax reasons) of the Notes will not apply) or whether Condition 8(b) of the Notes applies (in which case Condition 7.2 (Redemption for tax reasons) may be specified as being Applicable):	Condition 8(b) applies and Condition 7.2 applies.
25.	Final Redemption Amount:	USD 1,000 per Calculation Amount
26.	FX Linked Redemption Note Provisions:	Not Applicable
27.	Automatic Early Redemption Provisions:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28.	Form of Notes:	Registered Notes Regulation S Global Note (USD 278,000,000 principal amount) registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg. Rule 144A Global Note (USD 322,000,000 principal amount) registered in the name of a nominee for DTC.
29.	New Global Note:	No
30.	New Safekeeping Structure:	Applicable; but only as to Regulation S Global Note
31.	Form of Definitive Bearer Notes:	Not Applicable
32.	Financial Centre(s) or other special provisions relating to Payment Dates:	New York, London and TARGET2
33.	Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature):	Not Applicable
34.	Details relating to Partly Paid Notes:	Not Applicable
35.	Details relating to Installment Notes:	Not Applicable
36.	Redenomination:	Not Applicable

PURPOSE OF FINAL TERMS

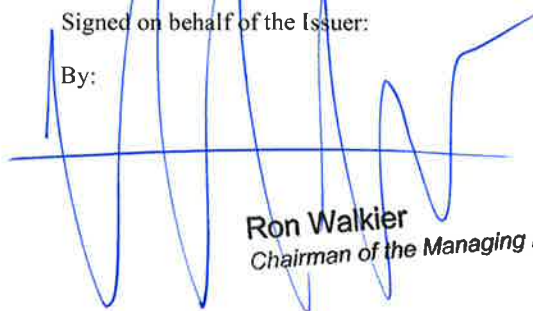
These Final Terms comprise the final terms required for issue and admission to listing and trading on the Luxembourg Stock Exchange of the Notes described herein pursuant to the €60,000,000,000 Debt Issuance Program of Nederlandse Waterschapsbank N.V.

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

PART B - OTHER INFORMATION

1. LISTING AND ADMISSTION TO TRADING

(i) Admission to trading:

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to listing and trading on the Luxembourg Stock Exchange with effect from 8 May 2015.

The Existing Notes are already admitted to trading on the Luxembourg Stock Exchange.

(ii) Estimate of total expenses related to admission to trading: EUR 1,420

2. RATINGS

Ratings:

The Program has been rated:

S&P: AA+ (stable outlook)

Moody's: Aaa (stable outlook)

Each of Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies Inc., 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 Ratings Services, a division of The McGraw-Hill Companies Inc., 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.

A rating is not a recommendation to buy, sell or hold Notes and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers 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/Use of Proceeds:

The net proceeds will be applied by the Issuer for its general corporate purposes (which include profit making).

(ii) Estimated net proceeds:

USD 604,377,666.67

(iii) Estimated total expenses:

EUR 1,420

5. YIELD

Indication of yield 1.001 per cent. (semi-annual basis)

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

6. OPERATIONAL INFORMATION

ISIN: Regulation S Tranche: XS1229124349 (temporary)
XS1109821352 (permanent)
Rule 144A Tranche: US63983TAW53

CUSIP: Rule 144A Tranche: 63983TAW5

Common Code: Regulation S Tranche: 122912434 (temporary)
110982135 (permanent)
Rule 144A Tranche: 110982577

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

Delivery: Delivery against payment

Paying Agent(s): Principal Paying Agent

Name, address and contact details of Calculation Agent: Principal Paying Agent

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 one of the International Central Securities Depositories ('ICSDs') as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the new safekeeping structure as designated by the European Central Bank, and does not necessarily mean that the Notes will be recognized 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 that the Eurosystem eligibility criteria have been met.

For the purpose of Condition 14, notices to be published in the Financial Times: No

7. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated, names of Managers: Applicable

(A) Names and addresses of Managers and underwriting commitments/quotas:	Citigroup Global Markets Inc. 388 Greenwich Street New York, NY 10013 United States USD 200,000,000
	Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom USD 200,000,000
	Scotiabank Europe plc 201 Bishopsgate 6th Floor London EC2M 3NS United Kingdom USD 200,000,000
(B) Date of Syndication Agreement:	Applicable 30 April 2015
(C) Stabilizing Manager(s) (if any):	Not Applicable
(iii) If non-syndicated, name and address of Dealer:	Not Applicable
(iv) Eligibility:	Rule 144A and Reg. S
(v) U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA not applicable
(vi) Offer Period:	Not Applicable
(vii) Reduction of subscriptions:	Not Applicable
(viii) Maximum and minimum subscription amount:	Not Applicable
(ix) Names of Financial Intermediaries:	Not Applicable

8. HISTORIC INTEREST RATES

Not Applicable

9. Performance of index, explanation of effect on value of investment and associated risks and other information concerning the underlying

Not Applicable

10. Performance of rates of exchange and explanation of effect on value of investment

Not Applicable

11. TERMS AND CONDITIONS OF THE OFFER

Conditions to which the offer is subject:	Not Applicable
Description of the application process:	Not Applicable
Details of the method and time limits for paying up and delivering the Notes:	Not Applicable

Categories of potential investors to which the Notes are offered and whether Tranche(s) have been reserved for certain countries: Not Applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: None