

BASE PROSPECTUS SUPPLEMENT



COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A. (RABOBANK STRUCTURED PRODUCTS)

(a cooperative (coöperatie) formed under the laws of the Netherlands with its statutory seat in Amsterdam)

EUR 15,000,000,000

Structured Medium-Term Note Programme Due from seven days to perpetuity

This Base Prospectus supplement (the '**Base Prospectus Supplement**') constitutes a base prospectus supplement for the purposes of Directive 2003/71/EC (the '**Prospectus Directive**') and the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and regulations thereunder (together, '**Dutch securities laws**') and is prepared in connection with the Structured Medium-Term Note Programme (the '**Programme**') under which Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Structured Products) ('**Rabobank Structured Products**', the '**Bank**' or the '**Issuer**'), may, subject to compliance with all relevant laws, regulations and directives, from time to time issue Structured Medium-Term Notes (the '**Notes**').

This Base Prospectus Supplement is supplemental to, and should be read in conjunction with, the base prospectus dated 22 June 2012 and the base prospectus supplement dated 23 August 2012 (the '**First Base Prospectus Supplement**' and together with the base prospectus dated 22 June 2012 the '**Base Prospectus**'). Capitalised terms used but not otherwise defined in this Base Prospectus Supplement shall have the meanings ascribed thereto in the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) will prevail.

Save as disclosed in this Base Prospectus Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the First Base Prospectus Supplement.

This Base Prospectus Supplement has been submitted to and approved by the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*) in its capacity as competent authority under the Prospectus Directive and Dutch securities laws.

In accordance with Article 5:23(6) of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*), investors who have agreed to purchase or subscribe for Notes issued under the Programme before the Base Prospectus Supplement is published have the right, exercisable before the end of the period of two business days beginning with the business day after the date on which this Base Prospectus Supplement was published, to withdraw their acceptances.

The date of this Base Prospectus Supplement is 19 November 2012.

IMPORTANT INFORMATION

Rabobank Structured Products, having taken all reasonable care to ensure that such is the case, confirms that, to the best of its knowledge, the information contained in this Base Prospectus Supplement with respect to itself as well as with respect to itself and its members, subsidiaries and affiliates taken as a whole (the ‘**Group**’ or the ‘**Rabobank Group**’) and the Notes or otherwise is in accordance with the facts and does not omit anything likely to affect the import of such information. Rabobank Structured Products accepts responsibility accordingly.

No person has been authorised to give any information or to make any representation other than those contained in this Base Prospectus Supplement and the Base Prospectus in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or the Arranger. Neither the delivery of this Base Prospectus Supplement or the Base Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof or the date upon which the Base Prospectus has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer since the date hereof or the date upon which the Base Prospectus has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

Neither this Base Prospectus Supplement nor the Base Prospectus constitute an offer of, or an invitation by or on behalf of the Issuer or the Dealers to subscribe for, or purchase, any Notes.

Neither this Base Prospectus Supplement or the Base Prospectus nor any financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer or the Dealers that any recipient of this Base Prospectus Supplement or the Base Prospectus or any financial statements should purchase the Notes. Prospective investors should have regard to the factors described under the section headed ‘Risk Factors’ in the Base Prospectus. This Base Prospectus Supplement and the Base Prospectus do not describe all of the risks of an investment in the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Base Prospectus Supplement and the Base Prospectus and its purchase of Notes should be based upon such investigation as it deems necessary.

The Base Prospectus shall be amended as follows. References to page numbers are to page numbers of the base prospectus dated 22 June 2012.

On page 2 in the ninth paragraph

The sentence:

“Senior Notes are expected to be rated Aa2 by Moody's Investors Service Ltd. (“Moody’s”) and are expected to be rated AA by Standard & Poor’s Credit Market Services Europe Limited (“Standard & Poor’s”).”

shall be replaced with the sentence:

“Senior Notes are expected to be rated Aa2 by Moody's Investors Service Ltd. (“Moody’s”) and are expected to be rated AA- by Standard & Poor’s Credit Market Services Europe Limited (“Standard & Poor’s”).”

On page 372 under ‘Ratings’ at the end of the sub-section entitled ‘Recent Developments’ of the chapter ‘Description of Business of the Rabobank Group’

The following sentence shall be inserted at the end of the final paragraph in such sub-section:

“On 16 November 2012, Standard & Poor’s lowered the long-term counterparty credit rating of Rabobank Nederland to ‘AA-’ from ‘AA’ but altered the outlook to stable.”