



## Coöperatieve Rabobank U.A. (RABOBANK STRUCTURED PRODUCTS)

*Coöperatieve Rabobank U.A.*

*(a cooperative (coöperatie) with limited liability established under the laws of the Netherlands  
with its statutory seat in Amsterdam, the Netherlands)*

**Series 8365**

**EUR 70,000,000 Notes due 2028**

**linked to the EURO STOXX 50® Index**

This series prospectus (this “**Series Prospectus**”) relates to the issuance of EUR 70,000,000 Notes due 2028 (the “**Notes**”) linked to the EURO STOXX 50® Index (the “**Index**”) by Coöperatieve Rabobank U.A. (the “**Issuer**”) under its EUR 15,000,000,000 Structured Medium-Term Note Programme (the “**Programme**”).

**An investment in the Notes involves certain risks. For a discussion of these risks see “Risk Factors” on pages 8 to 29.**

This Series Prospectus is a prospectus for the purposes of Article 5(3) of Directive 2003/71/EC, as amended, to the extent that such amendments have been implemented in the Relevant Member State (the “**Prospectus Directive**”).

Application has been made to the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten* or the “**AFM**”) in its capacity as competent authority under Dutch securities laws to approve this Series Prospectus in connection with the issue by the Issuer of Notes. Application has also been made to the Luxembourg Stock Exchange for the Notes to be admitted to the official list of the Luxembourg Stock Exchange (the “**Official List**”) and to be admitted to trading on the Luxembourg Stock Exchange’s regulated market (the “**Regulated Market**”). References in this Series Prospectus to the Notes being “listed” (and all related references) shall mean that the Notes have been admitted to the Official List and admitted to trading on the Regulated Market. The Regulated Market is a regulated market for the purposes of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, “**MiFID II**”).

The Notes have been issued into and transferred through accounts at Euroclear Bank S.A./N.V. (“**Euroclear**”) and Clearstream, Luxembourg Banking, *société anonyme* (“**Clearstream**”) and the Notes were, on issue, constituted by a Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances set out in the Permanent Global Note, which were deposited with the common depository for Euroclear and Clearstream, Luxembourg.

Distribution of this Series Prospectus and the offering, sale or delivery of the Notes may be restricted in certain jurisdictions by law (see “*Subscription and Sale*”). Persons into whose possession this Series Prospectus comes are required by the Issuer and the Dealer to inform themselves about and to observe any such restriction.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any U.S. state securities laws, and may not be offered, sold, pledged or otherwise transferred in the United States or to, or for the account or the benefit of, U.S. Persons (as such term is defined in Regulation S of the Securities Act (“**Regulation S**”)) unless the Notes are registered under the Securities Act or an exemption from

the registration requirements of the Securities Act is available and in accordance with all applicable securities laws of any state of the United States and any other jurisdiction.

The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Notes or the accuracy or adequacy of this Series Prospectus. Any representation to the contrary is a criminal offence in the United States.

**IMPORTANT – EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (b) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (c) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPS Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

Unless the context otherwise requires, references in this Series Prospectus to “**Rabobank Group**”, “**Rabobank**” or the “**Group**” are to Coöperatieve Rabobank U.A. and its members, subsidiaries and affiliates. Rabobank is a trading name of Coöperatieve Rabobank U.A. For the purposes of this Series Prospectus, references to “**Coöperatieve Rabobank U.A. (Rabobank Structured Products)**” or “**Rabobank Structured Products**” are to Coöperatieve Rabobank U.A. as Issuer.

*Dealer*

***SOCIÉTÉ GÉNÉRALE***

The date of this Series Prospectus is 29 March 2018.

## **IMPORTANT INFORMATION**

The Issuer (the “**Responsible Person**”) accepts responsibility for the information contained in this Series Prospectus. To the best of the knowledge and belief of the Responsible Person (which has taken all reasonable care to ensure that such is the case), the information contained in this Series Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Where information has been sourced from a third party, this information has been accurately reproduced and, as far as the Responsible Person is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

The only persons authorised to use this Series Prospectus in connection with the offer of the Notes are the Issuer and the Dealer.

This Series Prospectus is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see “*Documents Incorporated by Reference*”) and read and construed on the basis that such documents are incorporated by reference in and form part of this Series Prospectus.

No person is or has been authorised to give any information or to make any representation other than those contained in this Series 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 the Dealer. Neither the delivery of this Series Prospectus nor any sale made in connection herewith shall, under any circumstances, create an implication that there has been no change in the affairs of the Issuer since the date hereof or the date upon which this Series 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 this Series Prospectus has been most recently amended or supplemented or that any information supplied in connection with the Notes 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 Series Prospectus nor any other information supplied in connection with the Notes should be considered as a recommendation by the Issuer or the Dealer that any recipient of this Series Prospectus or any other information supplied in connection with the Notes should purchase the Notes. Each investor contemplating purchasing the Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and of the terms of such Notes (see “*Risk Factors*”).

Neither this Series Prospectus nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer or the Dealer to any person to subscribe for or to purchase the Notes.

This Series Prospectus does not constitute an offer to sell or the solicitation of an offer to buy the Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. Neither the Issuer nor the Dealer represents that this Series Prospectus may be lawfully distributed, or that any of the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Dealer which would permit a public offering of any of the Notes or distribution of this document in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Series Prospectus nor any advertisement or other offering material may be distributed or published in any such jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Series Prospectus comes are

required by the Issuer and Dealer to inform themselves about, and observe, any such restrictions on the distribution of this Series Prospectus and the offering and sale of the Notes (see “*Subscription and Sale*”).

### **Presentation of financial information**

The audited consolidated financial statements of Rabobank Group for the years ended 31 December 2016 and 31 December 2017 incorporated by reference in this Series Prospectus have been prepared in accordance with International Financial Reporting Standards as adopted by the EU pursuant to EU Regulation No 1606/2002 (IFRS) and comply with Part 9 of Book 2 of the Dutch Civil Code. The corresponding summary figures incorporated by reference in this Series Prospectus have been derived from the audited consolidated financial statements for the year ended 31 December 2017.

### **Change in accounting policies and presentation**

Changes in accounting policies and presentation which apply to Rabobank Group are described in the Rabobank Group consolidated financial statements 2016 and 2017, under note 2.1 “Other changes in accounting principles and presentation”.

### **Key performance indicators and non-IFRS measures**

This Series Prospectus incorporates by reference certain financial measures that are not measures defined under IFRS, including operating results. These non-IFRS financial measures are not measures of financial performance under IFRS and should not be considered as a replacement for any IFRS financial measure. In addition, such measures, as defined by Rabobank Group, may not be comparable to other similarly titled measures used by other companies, because the above-mentioned non-IFRS financial measures are not defined under IFRS, other companies may calculate them in a different manner than Rabobank Group which limits their usefulness as comparative measures. Rabobank Group believes that these non-IFRS measures are important to understand Rabobank Group’s performance and capital position.

This Series Prospectus also incorporates by reference certain financial measures that are not measures defined under EU IFRS, including regulatory capital, risk-weighted assets and underlying results. As of 2014, capital metrics and risk exposures are reported under the Basel III framework.

### **Rounding and negative amounts**

Certain figures incorporated by reference in this Series Prospectus, including financial information, have been rounded. Accordingly, in certain instances the sum of the numbers in the text or a column or a row in tables incorporated by reference in this Series Prospectus may not conform exactly to the total figure given for that column or row.

In tables, negative amounts are shown between brackets. Otherwise, negative amounts are shown by “-” or “negative” before the amount.

### **Forward-looking statements**

This Series Prospectus includes “forward-looking statements” within the meaning of section 27A of the US Securities Act of 1933 and section 21E of the US Exchange Act of 1934. All statements other than statements of historical facts included in this Series Prospectus, including, without limitation, those regarding the Issuer’s financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to the Issuer’s products), are forward-looking statements.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking

statements. Such forward-looking statements are based on numerous assumptions regarding the Issuer's present and future business strategies and the environment in which the Issuer will operate in the future.

Important factors that could cause the Issuer's actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, changes or downturns in the Dutch economy or the economies in other countries in which the Issuer conducts business, the impact of fluctuations in foreign exchange rates and interest rates and the impact of future regulatory requirements. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under "Risk Factors".

These forward-looking statements speak only as of the date of this Series Prospectus. Other than as required by law or the rules and regulations of the relevant stock exchange, the Issuer expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in the Issuer's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

All references in this document to "€", "euro" and "EUR" are to the lawful currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community, as amended by the Treaty on the European Union (the "EC Member States"). All references to the "U.S." and the "United States" are to the United States of America.

From time to time the credit rating agencies may revise outlooks on their ratings of the Issuer or the Issuer's securities. Unless required by applicable law, the Issuer might not prepare a supplement to this in the event that one or more of these credit rating agencies revise their ratings outlook on the Issuer or the Issuer's securities.

### **Special considerations**

A prospective purchaser may not rely on the Issuer, the Dealer or any of their respective affiliates in connection with its determination as to the legality of its acquisition of the Notes or as to the other matters referred to above and none of the Issuer or the Dealer or any of their respective affiliates has or assumes responsibility for the lawfulness of the acquisition of the Notes by a prospective purchaser of the Notes, whether under the laws of the jurisdiction of its incorporation or the jurisdiction in which it operates (if different), or for compliance by that prospective purchaser with any law, regulation or regulatory policy applicable to it.

The Index is calculated by a third party independent from the Issuer and, therefore, neither the Issuer nor the Dealer will accept any liability for any act or failure to act by STOXX Limited (the "Index Sponsor") or any of its agents in connection with, among other things, the calculation, adjustment, maintenance or cancellation of the Index.

The Index Sponsor and its licensors (the "Licensors") have no relationship with the Issuer, other than the licensing of the Index and the related trademarks for use in connection with the Notes, or with the Dealer. The Index Sponsor and its Licensors do not (A) sponsor, endorse, sell or promote the Notes, (B) recommend that any person invest in the Notes or any other securities, (C) have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes, (D) have any responsibility or liability for the administration, management or marketing of the Notes, or (E) consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the Index or have any obligation to do so.

**The Index Sponsor and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the Notes or their performance. The Index Sponsor does not assume any contractual relationship with the purchasers of the Notes or any other third parties. Specifically:**

- **the Index Sponsor and its Licensors, research partners or data providers do not give any warranty, express or implied, and exclude any liability about:**
  - **the results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the Index and the data included in the Index;**
  - **the accuracy, timeliness and completeness of the Index and its data;**
  - **the merchantability and the fitness for a particular purpose or use of the Index and its data;**
- **the Index Sponsor and its Licensors, research partners or data providers give no warranty and exclude any liability for any errors, omissions or interruptions in the Index or its data; and**
- **under no circumstances will the Index Sponsor or its Licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the Index or its data or generally in relation to the Notes, even in circumstances where the Index Sponsor or their licensors, research partners or data providers are aware that such loss or damage may occur.**

**The licensing agreement between the Issuer and the Index Sponsor is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.**

## TABLE OF CONTENTS

	<b>Page</b>
IMPORTANT INFORMATION.....	3
RISK FACTORS .....	8
DOCUMENTS INCORPORATED BY REFERENCE.....	30
TERMS AND CONDITIONS OF THE NOTES .....	32
USE OF PROCEEDS .....	43
CLEARING AND SETTLEMENT.....	44
SUBSCRIPTION AND SALE .....	45
GENERAL INFORMATION .....	46

## RISK FACTORS

*The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Notes. Most of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.*

*In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are also described below.*

*The Issuer believes that the factors described below represent the principal risks inherent in investing in the Notes, but the Issuer may be unable to pay settlement amounts or other amounts on, or in connection with, any of the Notes for other reasons and the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive, provided that any risks that are not described below are either considered by the Issuer to be non-material or are currently unknown to the Issuer. Prospective investors should also read the detailed information set out elsewhere in this Series Prospectus (including any documents deemed to be incorporated by reference herein) and reach their own views prior to making any investment decision.*

### **Factors that may affect the Issuer's ability to fulfil its obligations under the Notes**

#### ***Business and general economic conditions***

The profitability of Rabobank Group could be adversely affected by a worsening of general economic conditions in the Netherlands or globally. Banks are still facing persistent turmoil in financial markets following the European sovereign debt crisis that arose in the first half of 2010 and has continued since then. In 2017, the Dutch economy showed further recovery. The gross domestic product of the Netherlands grew. Contributions were made not just by exports but also by household consumption and investments in housing. Factors such as interest rates, exchange rates, inflation, deflation, investor sentiment, the availability and cost of credit, the liquidity of the global financial markets and the level and volatility of equity prices can significantly affect the activity level of customers and the profitability of Rabobank Group. In addition, the elections in several European countries and developments like Brexit could adversely affect the general economic conditions and thereby the profitability of Rabobank Group. Persistent low interest rates have negatively affected and continue to negatively affect the net interest income of Rabobank Group. Also, a prolonged economic downturn, or significantly higher interest rates for customers, could adversely affect the credit quality of Rabobank Group's assets by increasing the risk that a greater number of its customers would be unable to meet their obligations. Moreover, a market downturn and worsening of the Dutch and global economy could reduce the value of Rabobank Group's assets and could cause Rabobank Group to incur further mark-to-market losses in its trading portfolios or could reduce the fees Rabobank Group earns for managing assets or the levels of assets under management. In addition, a market downturn and increased competition for savings in the Netherlands could lead to a decline in the volume of customer transactions that Rabobank Group executes and, therefore, a decline in customer deposits and the income it receives from commissions and interest. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations* *Material factors affecting results of operations* *General market conditions*" beginning on page 282 of the Base Prospectus. Continuing volatility in the financial markets or a protracted economic downturn in Rabobank Group's major markets or Rabobank Group's inability to accurately predict or respond to such developments could have a material adverse effect on Rabobank Group's prospects, business, financial condition and results of operations.



**Credit risk**

Credit risk is defined as the risk that a bank will suffer economic losses because a counterparty cannot fulfil its financial or other contractual obligations arising from a credit contract. A “credit” is each legal relationship on the basis of which Rabobank Group, in its role as financial services provider, can or will obtain a claim on a debtor by providing a product. In addition to loans and facilities (with or without commitment), credit as a generic term also includes, among other things, guarantees, letters of credit and derivatives.

An economic downturn may result in an increase in credit risk and, consequently, loan impairments that are above Rabobank Group’s long-term average, which could have a material adverse effect on Rabobank Group’s business, financial condition and results of operations.

**Country risk**

With respect to country risk, a distinction can be made between transfer risk and collective debtor risk. Transfer risk relates to the possibility of foreign governments placing restrictions on funds transfers from debtors in that country to creditors abroad. Collective debtor risk relates to the situation in which a large number of debtors in a country cannot meet their commitments for the same reason (e.g. war, political and social unrest or natural disasters, but also government policy that does not succeed in creating macro-economic and financial stability).

Unpredictable and unexpected events which increase transfer risk or collective debtor risk could have a material adverse effect on Rabobank Group’s business, financial condition and results of operations.

Rabobank performs a number of operations in the UK for its customers, including products and services for international clients in the field of corporate banking, commercial financing and operations relating to global financial markets. The extent and process by which the United Kingdom (or any other country) will exit the European Union (“**Brexit**”), and the longer term economic, legal, political and social framework to be put in place by the United Kingdom and the European Union are unclear at this stage and are likely to lead to ongoing political and economic uncertainty and periods of exacerbated volatility in the United Kingdom, wider European markets or other markets in which Rabobank Group operates. Any of these factors or the terms of the outcome and the result of Brexit could have a material adverse effect on Rabobank Group’s results of operations and the value of the Notes.

**Interest rate and inflation risk**

Interest rate risk is the risk, outside the trading environment, of deviations in net interest income and/or the economic value of equity as a result of changes in market interest rates. Interest rate risk results mainly from mismatches between the periods for which interest rates are fixed for loans and funds entrusted. If interest rates increase, the rate for Rabobank Group’s liabilities, such as savings, may need to be adjusted immediately. At the same time, the rates on the majority of Rabobank Group’s assets, such as mortgages, which have longer interest rate fixation periods, will not change before the end of the fixed rate period. As a result, rising interest rates may have an adverse impact on Rabobank's earnings, although this impact should be mitigated to some extent by higher interest revenues on assets that are funded by non- and low-interest-bearing liabilities (reserves, balances on payment accounts and current accounts). Sudden and substantial changes in interest rates or very low or negative interest rates could have a material adverse effect on Rabobank Group’s results of operations. Inflation and expected inflation can influence interest rates. An increase in inflation may: (i) decrease the value of certain fixed income instruments which Rabobank Group holds; (ii) result in surrenders (*afkoop*) of certain savings products with fixed rates below market rates by banking customers of Rabobank Group; (iii) require Rabobank Group to pay higher interest rates on the securities that it issues; and (iv) cause a general decline in financial markets.

### ***Funding and liquidity risk***

Liquidity risk is the risk that the bank will not be able to meet all of its payment obligations on time, as well as the risk that the bank will not be able to fund increases in assets at a reasonable price. This could happen if, for instance, customers or professional counterparties suddenly withdraw more funds than expected which cannot be absorbed by the bank's cash resources, by selling or pledging assets in the market or by borrowing funds from third parties. Maintaining a comfortable liquidity position and retaining the confidence of both professional market parties and retail customers have proved crucial, ensuring unimpeded access to the public money and capital markets for Rabobank.

### ***Market risk***

The value of Rabobank Group's trading portfolio is affected by changes in market prices, such as interest rates, equity prices, credit spreads, currencies and commodity prices. Any future worsening of the situation in the financial markets could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

### ***Currency risk***

Rabobank engages in activities that exposes it to Currency Exchange Rate risk ("**FX Risk**"). This risk may originate from trading and non-trading activities, domestically or internationally and consequences will be reflected in the profit and loss statement or in the equity account (through changes in revaluation reserve/translation reserve account). FX Risk is the (dynamic) risk that exchange rates movements could lead to volatility in the bank's cash flows, assets and liabilities, net profits and/or equity.

### ***Operational risk***

Operational risk is defined by Rabobank Group as "the risk of losses resulting from inadequate or failed internal processes, people or systems or by external events". Rabobank Group operates within the current regulatory framework with measuring and managing operational risk, including holding capital for this risk. Events in modern international banking have shown that operational risks can lead to substantial losses. Examples of operational risk incidents are highly diverse: fraud or other illegal conduct, failure of an institution to have policies and procedures and controls in place to prevent, detect and report incidents of non-compliance with applicable laws or regulations, inadequate control processes to manage risks, ineffective implementation of internal controls, claims relating to inadequate products, inadequate documentation, losses due to poor occupational health and safety conditions, errors in transaction processing, system failures and cyber security. Furthermore, organisational change may result in an increased risk profile; Rabobank Group is currently undergoing major changes such as large projects, reorganisations, and is undergoing a restructuring in respect of its control system with the implementation of the Risk Control Framework. As these changes unfold, the number of Rabobank Group's employees is declining. The combination of change in the company and workforce may temporarily have a negative impact on existing work routines and projects and may consequently timely lead to an increased risk profile. The occurrence of any possible increased number of operational risk incidents or additional cost of complying with new regulation could have a material adverse effect on Rabobank Group's reputation and could have a material adverse effect on Rabobank Group's business, financial condition and results of operations. Operational risk includes all non-financial risk types including legal risk and tax risk.

### ***Legal risk***

Rabobank Group is subject to a comprehensive range of legal obligations in all countries in which it operates. As a result, Rabobank Group is exposed to many forms of legal risk, which may arise in a number of ways. Rabobank Group faces risk where legal and arbitration proceedings whether private litigation or regulatory enforcement action, are brought against it. The outcome of such proceedings is inherently uncertain and could result in financial loss. Defending or responding to such proceedings can be expensive and time-consuming

and there is no guarantee that all costs incurred will be recovered even if Rabobank Group is successful. Failure to manage these risks could have a negative impact on Rabobank Group's reputation and could have a material adverse effect on Rabobank Group's results of operations. In addition, banking entities generally, including Rabobank Group, are subject to comprehensive regulatory oversight and scrutiny, which may lead to additional regulatory investigations or enforcement actions. These and other regulatory initiatives may result in judgements, settlements, fines or penalties, or cause Rabobank Group to restructure its operations and activities, any of which could have a negative impact on Rabobank Group's reputation or impose additional operational costs, and could have a material adverse effect on Rabobank Group's results of operations.

A negative outcome of potentially significant claims (including proceedings, collective-actions and settlements), action taken by supervisory authorities or other authorities, legislation, sector-wide measures, and other arrangements for the benefit of clients and third parties could have a negative impact on Rabobank Group's reputation or impose additional operational costs, and could have a material adverse effect on Rabobank Group's prospects, business, financial condition and results of operations. For further information, see "*Description of Business of Rabobank Group – Legal and arbitration proceedings*" on pages 276 to 277 of the Base Prospectus. For relevant specific proceedings, reference is made to pages 204 to 207 of Rabobank Group's audited consolidated financial statements, including the notes thereto, for year ended 31 December 2017, incorporated by reference in this Series Prospectus.

#### ***Tax risk***

Rabobank Group is subject to the tax laws of all countries in which it operates. Tax risk is the risk associated with changes in tax law or in the interpretation of tax law. It also includes the risk of changes in tax rates and the risk of failure to comply with procedures required by tax authorities. Failure to manage tax risks could lead to an additional tax charge. It could also lead to a financial penalty for failure to comply with required tax procedures or other aspects of tax law. If, as a result of a particular tax risk materialising, the tax costs associated with particular transactions are greater than anticipated, it could affect the profitability of those transactions, which could have a material adverse effect on Rabobank Group's business, financial condition and results of operations or lead to regulatory enforcement action or may have a negative impact on Rabobank Group's reputation.

#### ***Systemic risk***

Rabobank Group could be negatively affected by the weakness or the perceived weakness of other financial institutions, which could result in significant systemic liquidity problems, losses or defaults by other financial institutions and counterparties. Financial services institutions that deal with each other are interrelated as a result of trading, investment, clearing, counterparty and other relationships. This risk is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with whom Rabobank Group interacts on a daily basis. Concerns about the creditworthiness of sovereigns and financial institutions in Europe and the United States remain. The large sovereign debts or fiscal deficits of a number of European countries and the United States go hand in hand with concerns regarding the financial condition of financial institutions. Any of the above-mentioned consequences of systemic risk could have an adverse effect on Rabobank Group's ability to raise new funding, its business, financial condition and results of operations.

#### ***Effect of governmental policy and regulation***

Rabobank Group's businesses and earnings can be affected by the fiscal or other policies and other actions of various governmental and regulatory authorities in the Netherlands, the European Union (also known as the "EU"), the United States and elsewhere. Areas where changes could have an impact include, but are not limited to: consumer protection regulation, the monetary, interest rate, crisis management, asset quality

review, recovery and resolution and other policies of central banks and regulatory authorities, changes in government or regulatory policy that may significantly influence investor decisions in particular markets in which Rabobank Group operates, increased capital requirements and changes relating to capital treatment, changes and rules in competition and pricing environments, developments in the financial reporting environment, stress-testing exercises to which financial institutions are subject, implementation of conflicting or incompatible regulatory requirements in different jurisdictions relating to the same products or transactions, or unfavourable developments producing social instability or legal uncertainty which, in turn, may affect demand for Rabobank Group's products and services. Regulatory compliance risk arises from a failure or inability to comply fully with the laws, regulations or codes applicable specifically to the financial services industry. Non-compliance could lead to fines, public reprimands, damage to reputation, enforced suspension of operations or, in extreme cases, withdrawal of authorisations to operate.

In 2012, the Dutch government introduced a bank tax for all entities that are authorised to conduct banking activities in the Netherlands. The tax is based on the amount of the total liabilities on the balance sheet of the relevant bank as of the end of such bank's preceding financial year, with exemptions for equity, deposits that are covered by a guarantee scheme and for certain liabilities relating to insurance business. The levy on short-term funding liabilities is twice as high as the levy on long-term funding liabilities. Rabobank Group was charged a total of €170 million in bank tax and bank levies in 2016 compared to €172 million in 2015 and €167 million in 2014.

Since 2015, Rabobank Group has been required to make yearly contributions to the resolution funds which were established to ensure the efficient application of resolution tools and the exercise of the resolution powers conferred to the SRB (as defined below) by the Regulation (EU) No 806/2014 (the "**SRM Regulation**"). In 2015, the contribution to the Dutch National Resolution Fund (the "**DNRF**") amounted to €172 million. In 2016, the contribution to the Single Resolution Fund, which in large part replaces the DNRF, amounted to €180 million. There can be no assurance that additional taxes or levies will not be imposed, which could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

In November 2015, a new way of financing the Dutch deposit guarantee scheme (the "**Dutch Deposit Guarantee Scheme**"), a pre-funded system that protects bank depositors from losses caused by a bank's inability to pay its debts when due, came into force. As of 2016, banks were required to pay a premium on a quarterly basis. The target size of the scheme is 0.8 per cent. of total guaranteed deposits of all banks in the Netherlands. In 2016, Rabobank Group's contribution to the Dutch Deposit Guarantee Scheme amounted to €133 million. Furthermore, the SRM (as defined below) (see the risk factor titled "*Bank recovery and resolution regimes*" on page 27 below) and other new European rules on deposit guarantee schemes will have an impact on Rabobank Group in the years to come. All these factors could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

In February 2013, the European Commission issued a proposal for a financial transactions tax. If the proposal is implemented in its current form, the financial transactions tax would generally be levied, in certain circumstances, on transactions involving certain financial instruments where at least one party is a financial institution and at least one party is established in a participating member state. These participating member states are Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovakia, Slovenia and Spain (however, Estonia has since stated that it will not participate). If the proposal is implemented, Rabobank Group may be required to pay the financial transactions tax on certain transactions in financial instruments. The proposal requires further approval by the Council of the European Union, and will require consultation with other European Union institutions before it may be implemented by the participating member states. Currently the proposal is still under discussion, given broad opposition in a number of countries as well as outstanding legal issues. The Dutch Parliament has not adopted the proposal, but may do so in the future. The

financial transactions tax, if implemented, could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

Since 1 January 2013, the tax deductibility of mortgage loan interest payments for Dutch homeowners has been restricted; interest payments on new mortgage loans can only be deducted if the loan amortises within 30 years on a linear or annuity basis. Moreover, the maximum permissible amount of the value of the property of a residential mortgage has been reduced from 104 per cent. in 2014, to 103 per cent. in 2015, to 102 per cent. in 2016 and to 101 per cent. in 2017. This maximum will be further reduced to 100 per cent. in 2018. In addition to these changes, further restrictions on tax deductibility of mortgage loan interest payments entered into force as of 1 January 2014. The tax rate against which the mortgage interest payments may be deducted is being gradually reduced beginning 1 January 2014. For taxpayers previously deducting mortgage interest at the highest income tax rate (52 per cent.), the interest deductibility will decrease annually at a rate of 0.5 percentage points, from 52 per cent. to 38 per cent. in 2042. The maximum personal mortgage loan eligible for guarantee by the Dutch Homeownership Guarantee Fund (*Stichting Waarborgfonds Eigen Woningen*), an institution that was founded by the Dutch government in 1993, through the National Mortgage Guarantee Scheme (*Nationale Hypotheek Garantie*) was reduced to €265,000 in 2014 and to €245,000 in 2015, and remained unchanged in 2016. Changes in governmental policy or regulation with respect to the Dutch housing market could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

On 21 July 2010, the United States enacted the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**"), which provides a broad framework for significant regulatory changes that extend to almost every area of U.S. financial regulation. Implementation of the Dodd-Frank Act requires detailed rulemaking by different U.S. regulators, including the Department of the Treasury, the Board of Governors of the Federal Reserve System (the "**Federal Reserve**"), the SEC, the Federal Deposit Insurance Corporation (the "**FDIC**"), the Office of the Comptroller of the Currency (the "**OCC**"), the Commodity Futures Trading Commission (the "**CFTC**") and the Financial Stability Oversight Council ("**FSOC**"). The Dodd-Frank Act and other post-financial crisis regulatory reforms in the United States have increased costs, imposed limitations on activities and resulted in an increased intensity in regulatory enforcement.

The Dodd-Frank Act provides for new or enhanced regulations regarding, among other things: (i) systemic risk oversight, (ii) bank capital and prudential standards, (iii) the resolution of failing systemically significant financial institutions, (iv) over-the-counter ("**OTC**") derivatives, (v) the ability of banking entities and their affiliates to engage as principal in proprietary trading activities or to sponsor or invest in or engage in certain transactions with hedge, private equity and other similar funds (the so-called "**Volcker Rule**") and (vi) consumer and investor protection. Implementation of the Dodd-Frank Act and related final regulations is ongoing and has resulted in significant costs and potential limitations on Rabobank Group's businesses and could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

On 10 December 2013, five U.S. federal financial regulatory agencies adopted final regulations to implement the Volcker Rule. The regulations impose limitations and significant costs across all of Rabobank Group's subsidiaries and affiliates and their activities in scope for the Volcker Rule. While the regulations contain a number of exceptions and exemptions that may permit Rabobank Group to maintain certain of its trading and fund businesses and operations, particularly those outside of the United States, aspects of those businesses have been modified to comply with the Volcker Rule. Further, Rabobank Group has spent significant resources to develop a Volcker Rule compliance program mandated by the final regulations, and may continue to spend resources as it deems necessary or appropriate, which may be significant, to develop or further develop the Volcker Rule compliance program. The conformance period for the Volcker Rule generally ended on 21 July 2015 for all proprietary trading activities and for all investments in and relationships with "covered

funds” (as defined in the Volcker Rule) that were not in place prior to 31 December 2013. For certain investments in and relationships with “covered funds” that were in place prior to 31 December 2013 (“**legacy funds**”), the Volcker Rule conformance period was extended by the Federal Reserve to 21 July 2017. With respect to the activities subject to the conformance period that ended on 21 July 2015, Rabobank Group has put in place processes under the relevant Volcker Rule compliance program reasonably designed to conform such activities to the Volcker Rule. With respect to any legacy fund activities subject to the extended conformance period, Rabobank Group must conform any such activities to the Volcker Rule and implement the related compliance program by the end of such conformance period.

The Federal Reserve issued a final rule on 18 February 2014 imposing “enhanced prudential standards” with respect to foreign banking organisations (“**FBOs**”) such as Rabobank Group. The rule imposes, among other things, new liquidity, stress testing, risk management and reporting requirements on Rabobank Group’s U.S. operations, which could result in significant costs to the Group. The final rule became effective with respect to Rabobank Group on 1 July 2016.

In addition, as part of the implementation of the enhanced prudential standards requirement under the Dodd-Frank Act, the Federal Reserve proposed a rule on 4 March 2016 that would implement single counterparty credit limits for large bank holding companies, large intermediate holding companies, and large FBOs with respect to their combined U.S. operations. The proposed rule would apply to the combined U.S. operations of Rabobank Group. The Federal Reserve has not finalised (but continues to consider) requirements relating to an “early remediation” framework under which the Federal Reserve would implement prescribed restrictions on and penalties against an FBO and its U.S. operations, if the FBO or its U.S. operations do not meet certain requirements.

In the United Kingdom, the Banking Reform Act 2013 received Royal Assent on 18 December 2013. It is a key part of the UK Government’s plan to create a banking system that supports the economy, consumers and small businesses. It implements the recommendations of the Independent Commission on Banking, set up by the Government in 2010 to consider structural reform of the UK banking sector. Measures contained in the Banking Reform Act 2013 include the structural separation of the retail banking activities of banks in the United Kingdom from wholesale banking and investment banking activities by the use of a “ring fence”. A similar recommendation was made at EU level in the final report (the “**Liikanen Report**”), published on 2 October 2012, of the High-level Expert Group on reforming the structure of the EU banking sector under the chair of Mr. Erkki Liikanen.

Pursuant to Regulation EU 1024/2013 conferring specific tasks on the European Central Bank (“**ECB**”) for the prudential supervision of credit institutions, the ECB assumed direct responsibility from national regulators for specific aspects of the supervision of approximately 120 major European credit institutions, including the Rabobank Group, with effect from 4 November 2014. Under this “Single Supervisory Mechanism”, the ECB now has, in respect of the relevant banks, all the powers available to competent authorities under the CRD IV (as defined below) including (but not limited to) powers of early intervention if a bank breaches its regulatory requirements and powers to require a bank to increase its capital or to implement changes to its legal or corporate structures. All other tasks related to resolution remain with the relevant national authorities or the SRM (as defined below), as applicable (see “*Bank recovery and resolution regimes*” on page 27 below). The ECB may also carry out supervisory stress tests to support the supervisory review. Such stress tests do not replace the stress tests carried out by the European Banking Authority (the “**EBA**”) with a view to assessing the soundness of the banking sector in the European Union as a whole.

The impact of future regulatory requirements, including the Basel III Reforms (as defined below), sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**” and such sections of the Code and the regulations thereunder, the Banking Reform Act and the Dodd-Frank Act will have far-reaching implications and require implementation of new business processes and models and could have a

material adverse effect on Rabobank Group's business, financial condition and results of operations. Compliance with the rules and regulations places ever greater demands on Rabobank Group's management, employees and information technology.

### ***Risks relating to IFRS 9***

Rabobank Group's prospects, business, financial condition and results of operations could be affected by the new accounting standard IFRS 9 on financial instruments. Under the new standard, the loan impairment allowance is expected to increase due to the IFRS 9 expected loss concept. However, the internal ratings-based expected loss shortfall (a common equity tier 1 deduction item) is expected to decrease which is expected to partly offset the impact of the increase in loan impairment allowance. The impact of IFRS 9 on the common equity tier 1 ratio ("**CET1 Ratio**") depends on, amongst other things, the time of application, the interest levels at that time and the point in time of the economic cycle. Therefore, IFRS 9 could have a material adverse effect on Rabobank Group's prospects, business, financial condition and results of operations.

### ***Minimum requirement for own funds and eligible liabilities under the BRRD***

In order to ensure the effectiveness of bail-in and other resolution tools introduced by Directive 2014/59/EU for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and investment firms (the "**BRRD**"), the BRRD requires that with effect from 1 January 2016, all institutions must meet a minimum requirement for own funds and eligible liabilities ("**MREL**"), expressed as a percentage of total liabilities and own funds and set by the relevant resolution authorities. On 23 May 2016, the European Commission adopted regulatory technical standards ("**MREL RTS**") on the criteria for determining the MREL under the BRRD. The MREL RTS were published in the EU Official Journal on 3 September 2016. The MREL RTS provide for resolution authorities to allow institutions an appropriate transitional period to reach the applicable MREL requirements.

Unlike the Financial Stability Board's ("**FSB**") total loss-absorbing capacity ("**TLAC**") principles, the MREL RTS does not set a minimum EU-wide level of MREL, and the MREL requirement applies to all credit institutions, not just to those identified as being of a particular size or of systemic importance. Each resolution authority is required to make a separate determination of the appropriate MREL requirement for each institution within its jurisdiction.

The MREL requirement for each institution will be determined based on a number of key elements, including a loss absorption amount (which will generally as a minimum equate to the institution's capital requirements under CRD IV (as defined below), including applicable buffers), and, in the case of larger institutions, a recapitalisation amount, the amount of recapitalisation needed to implement the preferred resolution strategy identified in the resolution planning process (including to sustain sufficient market confidence in the institution). Other factors to be taken into consideration by resolution authorities when setting the MREL requirement include the extent to which an institution's liabilities are, or are reasonably likely to be, excluded from contributing to loss absorption or recapitalisation; the risk profile and systemic importance of the institution; and the contribution to any resolution that may be made by deposit guarantee schemes and resolution financing arrangements.

Items eligible for inclusion in MREL include an institution's Tier 1 and Tier 2 capital (within the meaning of the CRR), along with certain eligible liabilities, meaning liabilities which, *inter alia*, are issued and fully paid up, have a maturity of at least one year (or do not give the investor a right to repayment within one year), do not arise from derivatives, and are not excluded from bail-in.

Whilst there are a number of similarities between the MREL requirements and the FSB's TLAC principles, there are also certain differences, including the express requirement that TLAC-eligible instruments should be subordinated to liabilities excluded from counting as TLAC including, among other things, insured deposits

(which is not necessarily the case for all MREL eligible liabilities), and the timescales for implementation. In its final draft for the MREL RTS, the EBA stated that it expects the MREL RTS to be “broadly compatible” with the FSB’s TLAC principles. While acknowledging some differences, the EBA considered “these differences do not prevent resolution authorities from implementing the MREL for global systemically important banks (“**G-SIBs**”) consistently with the international framework”. Further convergence in the detailed requirements of the two regimes is expected, as also proposed by the EBA in its final report on the implementation and design of the MREL framework of 14 December 2016 and by the European Commission in its EC Capital Proposals (as defined below). However, it is still uncertain to what extent the regimes will converge and what the final requirements will look like.

The required level of MREL for Rabobank Group has yet to be set by the SRB (as defined below). On the basis of the MREL RTS, it is possible that Rabobank Group may have to issue a significant amount of additional MREL eligible liabilities in order to meet the new requirements within the required timeframes. Moreover, the MREL framework may be subject to substantial change over the coming years, as a result of, amongst other things, the changes envisaged in the EC Capital Proposals (as defined below). As a result, it is not possible to give any assurances as to the ultimate scope, nature, timing, disclosure and consequences of breach of any resulting obligations, or the impact that they will have on Rabobank once implemented. If Rabobank Group were to experience difficulties in raising MREL eligible liabilities, it may have to reduce its lending or investments in other operations which would have a material adverse effect on Rabobank Group’s business, financial position and results of operations. The above requirements and the market’s perception of Rabobank Group’s ability to satisfy them may adversely affect the market value of the Notes. See also “—*Bank recovery and resolution regimes*”.

#### ***Risks relating to the FSB’s proposals regarding TLAC***

On 9 November 2015, the FSB published its final principles regarding the TLAC of G-SIBs. In order to minimise any impact on financial stability, ensure the continuity of critical functions and avoid exposing taxpayers to loss, resolution authorities may subject a failing bank to a resolution regime and may apply certain resolution tools. These resolution tools include the bail-in tool: the power to write down and/or convert into equity a bank’s capital instruments or liabilities for the purpose of absorbing the bank’s losses and recapitalising the bank. Application of the bail-in tool requires the availability of sufficient loss absorbing capacity: capital instruments and liabilities eligible for write-down and/or conversion into equity. The FSB’s TLAC principles seek to ensure that G-SIBs will have sufficient loss absorbing capacity and include a specific term sheet for TLAC which attempts to define an internationally agreed standard.

The FSB’s TLAC principles require all G-SIBs to maintain a minimum (Pillar 1) level of TLAC-eligible instruments of at least 16 per cent. of the resolution group’s risk-weighted assets with effect from 1 January 2019 and at least 18 per cent. with effect from 1 January 2022. Minimum TLAC must also be at least 6 per cent. of the Basel III leverage ratio exposures with effect from 1 January 2019, and at least 6.75 per cent. with effect from 1 January 2022. The principles also require G-SIBs to pre-position such loss-absorbing capacity amongst material subsidiaries on an intra-group basis. The term sheet also provides the possibility for resolution authorities to impose an additional bank-specific (Pillar 2) TLAC requirement over and above the common (Pillar 1) minimum. Capital instruments counting towards the capital requirements pursuant to the Regulation 575/2013 of the European Parliament and the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms (the “**CRR**”) may also count towards the TLAC requirement. However, the FSB term sheet does not allow the double-counting of capital towards both the TLAC requirement and the CRD IV (as defined below) capital buffers, *i.e.*, it requires that the TLAC requirement should be satisfied before any surplus common equity tier 1 capital (“**Common Equity Tier 1 Capital**”) is available to satisfy CRD IV capital buffers.



The TLAC principles provide that TLAC may comprise Tier 1 and Tier 2 capital (within the meaning of the CRR) along with other TLAC-eligible liabilities which can be effectively written down or converted into equity during the resolution of the G-SIB. All TLAC is in principle required to be subordinated to “excluded liabilities”, which includes insured deposits and any other liabilities that cannot be effectively written down or converted into equity by the relevant resolution authority.

Work is currently ongoing in the EU to implement the TLAC standard into EU legislation. In particular, the European Commission has proposed to incorporate TLAC into the capital requirements framework, as an extension to the own funds requirements and as part of the EC Capital Proposals, as discussed and defined below (see “— *Minimum regulatory capital and liquidity requirements*” below).

Based on the most recently updated FSB list of G-SIBs published in November 2016, Rabobank is not a G-SIB. However, there can be no assurance that relevant EU or Dutch regulators may not in the future impose comparable requirements on Rabobank or apply the requirements for MREL (see “—*Minimum requirement for own funds and eligible liabilities under the BRRD*” above) in a manner which is consistent with the TLAC requirements applicable for G-SIBs, which could have a material adverse effect on Rabobank Group’s business, financial condition and results of operations. Recommendations largely to that effect are included in the EBA’s final report on MREL of 14 December 2016.

#### ***Minimum regulatory capital and liquidity requirements***

Under CRD IV (as defined below), institutions are required to hold a minimum amount of regulatory capital equal to 8 per cent. of the aggregate total risk exposure amount of Rabobank Group (“**Risk-Weighted Assets**”) (of which at least 4.5 per cent. must be Common Equity Tier 1 Capital). In addition to these so-called minimum or “Pillar 1” “own funds” requirements, the CRD IV Directive (for example, at Article 128 and following) also introduces capital buffer requirements that are in addition to the minimum “own funds” requirements and are required to be met with Common Equity Tier 1 Capital. It provides for five capital buffers: (i) the capital conservation buffer, (ii) the institution-specific countercyclical capital buffer, (iii) the global systemically important institutions buffer (the “**G-SII Buffer**”), (iv) the other systemically important institutions buffer (the “**O-SII Buffer**”) and (v) the systemic risk buffer. When an institution is subject to one of the G-SII Buffer or the O-SII Buffer as well as the systemic risk buffer, either (i) the higher of these buffers applies or (ii) these buffers are cumulative, depending on the location of the exposures which the systemic risk buffer addresses. Subject to transitional provisions, the capital conservation buffer (2.5 per cent. when fully phased-in) and systemic risk buffer (3.0 per cent. when fully phased-in) both apply to the Rabobank Group and some or all of the other buffers may be applicable to the Rabobank Group from time to time, as determined by the ECB, the Dutch Central Bank (“**DNB**”) or any other competent authority at such time. Any increase in the capital buffer requirements, including an increase of the systemic risk buffer by DNB, may require the Rabobank Group to increase its CET1 Ratio and also its overall amount of MREL.

In addition to the “Pillar 1” and capital buffer requirements described above, CRD IV (for example, at Article 104(1)(a)) contemplates that competent authorities may require additional “Pillar 2” capital to be maintained by an institution relating to elements of risks which are not fully captured by the minimum “own funds” requirements (“**additional own funds requirements**”) or to address macro-prudential requirements.

The EBA published guidelines on 19 December 2014 addressed to national supervisors on common procedures and methodologies for the supervisory review and evaluation process (“**SREP**”), which contained guidelines proposing a common approach to determining the amount and composition of additional own funds requirements and which were implemented with effect from 1 January 2016. Under these guidelines, national supervisors should set a composition requirement for the additional own funds requirements to cover certain risks of at least 56 per cent. Common Equity Tier 1 Capital and at least 75 per cent. Tier 1 Capital. The guidelines also contemplate that national supervisors should not set additional own funds requirements in

respect of risks which are already covered by capital buffer requirements and/or additional macro-prudential requirements.

The interpretation of Article 104(1)(a) of the CRD IV (as defined below) remains unresolved, in particular as to how any “Pillar 2” additional own funds requirements imposed thereunder should be considered to comprise part of an institution’s additional own funds requirements. Such uncertainty can be expected to subsist while the relevant authorities in the EU and in the Netherlands continue to develop their approach to the application of the relevant rules. In July 2016, the ECB confirmed that SREP will for the first time comprise two elements: Pillar 2 requirements (which are binding and breach of which can have direct legal consequences for banks) (“**P2R**”) and Pillar 2 guidance (with which banks are expected to comply but breach of which does not automatically trigger any legal action) (“**P2G**”). Accordingly, in the capital stack of a bank, the P2G is in addition to (and “sits above”) that bank’s Pillar 1 capital requirement, its P2R and its combined buffer requirement. It follows that if a bank does not meet its P2G, supervisors may specify supervisory measures but it is only if it fails to maintain its combined buffer requirement that the mandatory restrictions on discretionary payments (including payments on its CET1 and additional tier 1 instruments) based on its maximum distributable amount will apply. These changes are also reflected in the EC Capital Proposals. However, there can be no assurance as to the relationship between the “Pillar 2” additional own funds requirements and the restrictions on discretionary payments and as to how and when effect will be given to the EBA’s minimum guidelines and/or the EC Capital Proposals in the Netherlands, including as to the consequences for an institution of its capital levels falling below the minimum, buffer and additional requirements referred to above.

On 2 December 2016, Rabobank published its 2017 ECB capital requirements, determined pursuant to the SREP. The ECB decision requires that Rabobank maintains a total SREP capital requirement of 9.75 per cent. on a consolidated and unconsolidated basis. The requirement consists of an 8 per cent. minimum own funds requirement and a 1.75 per cent. P2R. The total Common Equity Tier 1 Capital minimum requirement is 6.25 per cent., consisting of the minimum Pillar 1 requirement (4.5 per cent.) and the P2R (1.75 per cent.). In addition, Rabobank is required to comply with the phasing in combined buffer requirements consisting of a capital conservation buffer (1.25 per cent.) and a systemic risk buffer imposed by the DNB of 1.5 per cent. in 2017 that needs to be applied on top of these Common Equity Tier 1 Capital requirements. The systemic risk buffer is expected to be phased in up to a level of 3 per cent. on a fully-loaded basis in 2019. This would translate into an aggregate 9 per cent. Common Equity Tier 1 Capital requirement for 2017. At the date of this Base Prospectus, Rabobank Group currently complies with these requirements. See also “*Capital Adequacy*” under the chapter “*Management’s discussion and analysis of financial condition and results of operation*” on page 304 of the Base Prospectus. In the Netherlands, the countercyclical buffer has been set at zero per cent. by the DNB. In respect of exposures outside the Netherlands, local regulators may set the countercyclical buffer at a level other than zero per cent. The ECB decision also requires that Rabobank maintains a CET1 Ratio of 7.5 per cent. on an unconsolidated basis. This 7.5 per cent. capital requirement is comprised of the minimum Pillar 1 requirement (4.5 per cent.), the P2R (1.75 per cent.) and the capital conservation buffer (1.25 per cent.). Rabobank currently intends to maintain an internal management buffer (as described further below) comprising Common Equity Tier 1 Capital over the combined buffer requirement applicable to Rabobank Group. As part of its Strategic Framework 2016-2020, in anticipation of the expected impact of new rules on capital requirements, Rabobank aims to increase its CET1 Ratio to a minimum of 14 per cent., by the end of 2020, but there can be no assurance that this target ratio will be achieved. This target could be revised as a result of (regulatory) developments. As at 31 December 2016, the “phased-in” (meaning the CET1 Ratio under the current stage of phase-in capital requirements under the CRR) CET1 Ratio of Rabobank Group was 14.0 per cent. (the fully loaded CET1 Ratio of Rabobank Group as at 31 December 2016 was 13.5 per cent.). There can be no assurance, however, that Rabobank will continue to maintain such internal management buffer or that any such buffer would be sufficient to protect against a breach of the

combined buffer requirement resulting in restrictions on payments on its Common Equity Tier 1 and additional tier 1 instruments.

Rabobank Group is subject to the risk, inherent in all regulated financial businesses, of having insufficient capital resources to meet its minimum regulatory capital requirements, any additional own funds requirements or any capital buffer requirements. Capital requirements may increase if economic conditions or negative trends in the financial markets worsen. Any failure of Rabobank Group to maintain its “Pillar 1” minimum regulatory capital ratios, any “Pillar 2” additional own funds requirements or any capital buffer requirements could result in administrative actions or sanctions, which in turn could have a material adverse impact on Rabobank Group’s results of operations. A shortage of available capital may restrict Rabobank Group’s opportunities.

Under the Basel III regime (“**Basel III**”), capital and liquidity requirements have increased. On 17 December 2009, the Basel Committee on Banking Supervision (the “**Basel Committee**”) proposed a number of fundamental reforms to the regulatory capital framework in its consultative document titled “Strengthening the resilience of the banking sector”. On 16 December 2010 and on 13 January 2011, the Basel Committee issued its final guidance on a number of fundamental reforms to the regulatory capital framework (such reforms being commonly referred to as the “**Basel III Reforms**”), including new capital requirements, higher capital ratios, more stringent eligibility requirements for capital instruments, a new leverage ratio and liquidity requirements, which are intended to reinforce capital standards and to establish minimum liquidity standards for financial institutions, including building societies.

The Basel III Reforms have been implemented in the European Economic Area (the “**EEA**”) through the CRR and the Directive of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms (the “**CRD IV Directive**”, and together with the CRR, the “**CRD IV**”), which were adopted in June 2013. The CRR entered into force on 1 January 2014 and the CRD IV Directive became effective in the Netherlands on 1 August 2014 when the provisions of the CRD IV were implemented by legislation amending the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) (“**FMSA**”) and subordinate legislation, although particular requirements will be phased in over a period of time, to be fully effective by various dates up to 31 December 2021. The EBA has proposed, and will continue to propose detailed rules through binding technical standards for many areas including, *inter alia*, liquidity requirements and certain aspects of capital requirements.

It is possible that the ECB or the EBA or both may implement the Basel III Reforms and CRD IV in a manner that is different from that which is currently envisaged, or may impose additional capital and liquidity requirements on Dutch banks.

In December 2014, the Basel Committee announced its intention to revisit the system of capital floors for internal models for credit risk. The revised capital floor framework would be relevant for the revised standardised approaches for credit risk, market risk and operational risk. The current floor for internal models (in the EU framework) is required under Article 500 of CRR and is set at 80 per cent. of the requirement of own funds as calculated under the Basel I framework (“**Basel I**”). Thus, the floor does not impact the calculation of risk-weighted assets, but acting as a kind of “adjustment factor”, determines what capital is required to be held, which differs from the Basel I approach.

As a result of the 2014 consultation, the Basel Committee favours a capital floor related to the standardised approaches (which are currently being revised). On 10 December 2015, the Basel Committee issued a second consultation document titled ‘Revisions to the Standardised Approach for Credit Risk’, and in March 2016 the Basel Committee published its proposed revisions to the internal ratings-based approach for credit risk. For some asset classes, like wholesale, there will be limitations to use of the internal ratings-based (advanced)

approach and for retail assets classes Probability of Default and Loss Given Default input floors will be introduced.

On 11 January 2016, the Group of Central Bank Governors and Heads of Supervision (“GHOS”) at the Basel Committee agreed that the GHOS will review the Basel Committee's proposals on the risk-weighted framework and the design and calibration of capital floors at or around the end of 2016. However, more time was required to finalise this work. As a result, a meeting of the GHOS, originally planned for early January 2017, was therefore postponed. Separately, the Basel Committee conducted a comprehensive quantitative impact study in 2016.

On 11 September 2016, the GHOS reaffirmed that the Basel Committee should focus on not significantly increasing overall capital requirements.

On 23 November 2016, the European Commission published legislative proposals for amendments to the CRR, the CRD IV Directive, the BRRD, the SRM Regulation and a proposed new directive to facilitate the creation of a new asset class of “non-preferred” senior debt (the “**EC Capital Proposals**”). The EC Capital Proposals cover multiple areas, including the Pillar 2 framework, the leverage ratio, permission for reducing own funds and eligible liabilities, macroprudential tools, creditor/depositor hierarchy, a new category of “non-preferred” senior debt, the MREL framework and the integration of the TLAC standard into EU legislation as mentioned above. The EC Capital Proposals are to be considered by the European Parliament and the Council of the European Union and therefore remain subject to change; they are expected to enter into force no earlier than 2019 (or 2017 in the case of the proposal for a new asset class of “non-preferred” senior debt). The final new package of legislation may not include all elements of the EC Capital Proposals and new or amended elements may be introduced throughout the course of the legislative process. Until the EC Capital Proposals are in final form, it is uncertain how the EC Capital Proposals will affect Rabobank or holders of the Notes.

Rabobank, N.A. is subject to U.S. capital adequacy standards. Further, under section 171 of the Dodd-Frank Act (the “**Collins Amendment**”) Utrecht-America Holdings, Inc., which holds Rabobank, N.A. and many of Rabobank Group’s U.S. non-bank subsidiaries, became subject to U.S. capital adequacy standards as of 21 July 2015. Those standards require Rabobank Group to maintain capital at the level of Utrecht-America Holdings, Inc. in accordance with U.S. regulatory capital requirements rather than relying on capital maintained at Rabobank Group’s top-level parent company. Compliance with the Collins Amendment limits Rabobank Group’s ability to deploy capital most efficiently in accordance with its subsidiaries’ business needs, and potentially increases the costs of Rabobank Group’s operations and may result in capital deficiencies elsewhere in Rabobank Group.

If the regulatory capital requirements, liquidity restrictions or ratios applied to Rabobank Group are increased in the future (including any amendments arising as a result of the EC Capital Proposals or otherwise), any failure of Rabobank Group to maintain such increased capital and liquidity ratios may result in administrative actions or sanctions, which may have a material adverse effect on Rabobank Group’s business, financial condition and results of operations. For further information regarding the Basel III Reforms and CRD IV, including their implementation in the Netherlands, please see the section titled “*Regulation of Rabobank Group*” beginning on page 335 of the Base Prospectus.

### ***Credit ratings***

Rabobank Group’s access to the unsecured funding markets is dependent on its credit ratings.

A downgrading, an announcement of a potential downgrade in its credit ratings or a withdrawal of its credit rating, as a result of a change in a rating agency’s view of Rabobank Group, industry outlook, sovereign rating, rating methodology or otherwise, could adversely affect Rabobank Group’s access to liquidity alternatives and its competitive position, and could increase the cost of funding or trigger additional collateral

requirements all of which could have a material adverse effect on Rabobank Group's prospects, business, financial condition and results of operations.

### ***Competition***

All aspects of Rabobank Group's business are highly competitive. Rabobank Group's ability to compete effectively depends on many factors, including its ability to maintain its reputation, the quality of its services and advice, its intellectual capital, product innovation, execution ability, pricing, sales efforts and the talent of its employees. Any failure by Rabobank Group to maintain its competitive position could have a material adverse effect on Rabobank Group's prospects, business, financial condition and results of operations.

### ***Geopolitical developments***

Geopolitical developments (such as the United Kingdom's exit from the European Union, upcoming election in France, and tensions relating to North Korea and Iran), social unrest (such as the continuing turmoil in Ukraine which resulted in EU sanctions against Russia, the war in Syria and increasing tension with regard to North Korea), political crises, commodity supply shocks and natural disasters, among other things, can affect the global financial markets. Since the beginning of the 21st century, accounting and corporate governance scandals and financial crises have significantly undermined investor confidence from time to time. The occurrence of any such developments and events could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

### ***Terrorist acts, other acts of war or hostility, civil unrest, geopolitical, pandemic or other such events***

Terrorist acts, other acts of war or hostility, civil unrest, geopolitical, pandemic or other such events and responses to those acts or events may create economic and political uncertainties, which could have a negative impact on Dutch and international economic conditions generally, and more specifically on the business and results of Rabobank Group in ways that cannot necessarily be predicted. The occurrence of any such events could have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

### ***Key employees***

Rabobank Group's success depends to a great extent on the ability and experience of its senior management and other key employees. The loss of the services of certain key employees, particularly to competitors, could have a material adverse effect on Rabobank Group's business, financial condition and results of operations. The failure to attract or retain a sufficient number of appropriate employees could significantly impede Rabobank Group's financial plans, growth and other objectives and have a material adverse effect on Rabobank Group's business, financial condition and results of operations.

## **Factors which are material for the purpose of assessing the market risks associated with the Notes**

### **The Notes may not be a suitable investment for all investors**

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (a) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Series Prospectus or any applicable supplement;
- (b) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;

- (c) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the potential Investor's Currency (as defined in "*Risks related to the market generally Exchange rate risks and exchange controls*" on page 29 below);
- (d) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (e) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Notes are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

#### **No interest may be payable under the Notes**

Potential investors should note that no interest may be paid on the Notes on or prior to their redemption date. An investor in the Notes, in the context of its own financial position, must be capable of holding such Notes to maturity with no income stream in the form of interest payments.

As there may be no periodic payment of interest to the Noteholders, any increase in the value of the Underlying (if any) will not be crystallised until the Notes are redeemed, and the Notes may fall in value at any time prior to redemption.

#### **No claim against the Index**

The Notes will not represent a claim against the Index and, in the event that the amount paid by the Issuer on redemption of the Notes is less than the principal amount of the Notes, a Noteholder will not have recourse under a Note to the Index.

An investment in the Notes may entail significant risks not associated with investments in conventional debt securities, including but not limited to the risks set out in this section. The amount paid by the Issuer on redemption of the Notes may be less than the principal amount of the Notes, together with any accrued interest, and may in certain circumstances be zero.

#### **Contingent Coupon Notes**

The Notes are Contingent Coupon Notes, which bear interest (if any) determined by reference to the Underlying. The Calculation Agent will observe the value of the Underlying on the relevant Coupon Observation Date prior to each Interest Payment Date. The amount of interest (if any) payable in respect of the relevant Interest Period is calculated by reference to such value of the Underlying in accordance with the formulae specified in the Note Conditions (as defined below). Investors in the Notes bear the risk of receiving no interest in the event that certain coupon conditions are not met on any Coupon Observation Date.

The Notes feature a cap Rate, which will limit the amount of interest payable. Investors in the Notes may not obtain the full benefit in any increase in the performance of the Underlying, whilst still being exposed to any decrease in the performance of the Underlying.

### **Equity Index Linked Notes**

The Notes are Equity Index Linked Notes where the amount of principal and/or interest payable is dependent upon the level, or changes in the level, of the Index composed of equity securities (such components, the “**Index Components**”).

Potential investors in the Notes should be aware that (a) they may receive no or a limited amount of interest, (b) payment of principal or interest may occur at a different time from that expected and (c) they may lose all or a substantial portion of their principal investment. In addition, movements in the level of the Index may be subject to significant fluctuations that may not correlate with changes in the prices of the Index Components, and the timing of changes in the level of the Index may affect the actual yield to investors, even if the average level is consistent with their expectations.

The amount of principal and/or interest payable is determined by reference to the performance of the Index. If certain conditions are not fulfilled, investors may not be able to participate in any upside in the performance of the Equity Index and the maximum Final Redemption Amount payable in respect of each Note may accordingly be limited to 100 per cent. of the Calculation Amount.

Many economic and market factors may influence the value of the Notes, including, *inter alia*, general economic, financial, political or regulatory conditions and fluctuations in the market and prices of the Index Components.

A number of events may result in the Calculation Agent making adjustments to the Index, including, *inter alia*:

- (a) the sponsor/owner of the Index announces that it will make a material change in the methodology for determining the level of such index;
- (b) the sponsor/owner of the Index permanently cancels such index and the Calculation Agent determines there is no suitable successor; or
- (c) there is a correction in the level of the Index.

In such cases, the Calculation Agent may have the power to make certain adjustments to the Notes, including making adjustments to the level used in calculating the principal and/or interest under the Notes.

The Notes will not represent a claim against or an investment in the equity securities comprising the Equity Components or in any index sponsor, owner or administrator. The Notes are not in any way sponsored, endorsed or promoted by any index sponsor, owner or administrator, and such companies have no obligation to take into account the consequences of their actions for any Noteholders. Accordingly, such parties may take any actions in respect of the Index without regard to the interests of the purchasers of the Notes, and any of these actions could adversely affect the market value of the Notes.

### **Potential conflicts of interest in relation to hedging**

In the ordinary course of its business including, without limitation, in connection with its market-making activities, the Issuer and/or any of its Affiliates may effect transactions for its own account or for the account of its customers and hold long or short positions in the Underlying or related derivatives. In addition, in connection with the offering of the Notes, the Issuer and/or any of its Affiliates may enter into one or more hedging transactions in respect of the Underlying or related derivatives. In connection with such hedging or market-making activities or in respect of proprietary or other trading activities by the Issuer and/or any of its Affiliates, the Issuer and/or any of its Affiliates may enter into transactions in the Underlying or related derivatives which may affect the market price, liquidity or value of the Notes and which could be adverse to the interests of the relevant Noteholders.

**Other potential conflicts of interest**

The Issuer and the Dealer may, at the date hereof or at any time hereafter, be in possession of information in relation to an Underlying that is or may be material in the context of the Notes and may or may not be publicly available to Noteholders. There is no obligation on the Issuer or the Dealer to disclose to Noteholders any such information.

The Issuer and/or any of its Affiliates may have existing or future business relationships with an issuer of the Underlying (including, but not limited to, lending, depositary, risk management, advisory and banking relationships), and will pursue actions and take steps that they or it deems necessary or appropriate to protect their and/or its interests arising therefrom without regard to the consequences for a Noteholder.

**Modification, waivers and substitution**

The General Conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and/or vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Terms and Conditions may be amended by the Issuer (a) for the purposes of curing any ambiguity or for curing, correcting or supplementing any defective provision contained therein, (b) in any manner which the Issuer may deem necessary or desirable and which shall not materially adversely affect the interests of the holders of the Notes and Coupons (as defined in the “*General Conditions of the Notes*” beginning on page 130 of the Base Prospectus), (c) for the purpose of correcting any manifest error or (d) if the amendment or modification is of a formal, minor or technical nature or is made to comply with mandatory provisions of law, in each case, without the consent of the holders of the Notes and Coupons. The General Conditions of the Notes also provide for the substitution of another company as principal debtor under any Notes in place of the Issuer, in the circumstances described in General Condition 14(c).

**Potential U.S. Foreign Account Tax Compliance Act withholding**

Pursuant to certain provisions of U.S. law, commonly known as FATCA, withholding may be required on, among other things, (i) certain payments made by “foreign financial institutions” (“**foreign passthru payments**”), (ii) dividend equivalent payments (as described below on page 25 in “*Payments on the Notes may be subject to U.S. withholding tax on dividend equivalent payments*”) and (iii) payments of gross proceeds from the disposition of securities that generate dividend equivalent payments, in each case, to persons that fail to meet certain certification, reporting, or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including the Netherlands) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions.

Certain aspects of the application of FATCA to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to foreign passthru payments, are not clear at this time. If withholding is required with respect to foreign passthru payments or payments of gross proceeds from the disposition of Notes that generate dividend equivalent payments pursuant to FATCA or an IGA, such withholding would not apply prior to 1 January 2019. Withholding on dividend equivalent payments made in respect of the Notes pursuant to FATCA generally would not apply prior to 1 July 2017 (at the earliest). Additionally, Notes that are not treated as equity for U.S. federal income tax purposes and that have a defined term generally would be “grandfathered” for purposes of FATCA withholding (i) in respect of foreign passthru payments, if issued on or prior to the date that is six months after the date on which final regulations defining “foreign passthru payments” are filed with the U.S. Federal Register, and (ii) in respect of dividend equivalent payments and payments of gross proceeds on Notes that generate dividend equivalent payments, if issued on or prior to the date that is six months after the date on which such Notes are first



treated as giving rise to dividend equivalent payments, in each case, unless the Note is materially modified after the relevant grandfathering date (including by reason of a substitution of the Issuer). However, if additional notes (pursuant to Condition 16 (*Further Issues*)) that are not distinguishable from grandfathered Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including grandfathered Notes, as subject to withholding under FATCA.

In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes.

**Payments on the Notes may be subject to U.S. withholding tax on dividend equivalent payments**

Under Section 871(m) of the Code and the U.S. Treasury regulations thereunder (“**Section 871(m)**”), a “dividend equivalent” payment is treated as a dividend from sources within the United States and will be subject to U.S. withholding tax at a rate of 30 per cent. when paid to a non-U.S. person (unless a lower treaty rate on dividends is applicable). A “dividend equivalent” payment generally includes a payment (or deemed payment) that is contingent upon, or determined by reference to, the payment of a U.S.-source dividend under certain financial instruments. An instrument whose economic characteristics are sufficiently similar to those of an underlying or referenced U.S. security that pays U.S.-source dividends under tests provided in applicable U.S. Treasury regulations will generally be subject to the Section 871(m) regime (such an instrument, a “**Specified ELI**”). The tests applicable for determining whether an instrument is a Specified ELI will depend on the terms of the relevant instrument and the date on which the instrument is issued, and may be subject to redetermination in connection with certain modifications of the instrument. Similarly, if additional Notes of the same series are issued (or deemed issued for U.S. tax purposes, such as certain sales of Notes out of inventory) after the original issue date, the IRS could treat the issue date for determining whether the existing Notes are Specified ELIs as the date of such subsequent sale or issuance. Pursuant to a U.S. Internal Revenue Service notice and U.S. Treasury regulations issued prior to the date of this Prospectus, Section 871(m) will not apply to certain financial instruments issued prior to 1 January 2018 if such financial instruments are not “delta one” transactions. In addition, the Section 871(m) regulations provide certain broadly applicable exceptions to characterization as Specified ELIs, in particular for certain instruments linked to certain broad-based indices.

Withholding in respect of dividend equivalents will generally be required when cash payments are made under a Specified ELI to a non-U.S. person or upon the date of maturity, lapse or other disposition by the non-U.S. person of the Specified ELI. If the underlying or referenced U.S. security or securities are treated as paying dividends during the term of the Specified ELI, withholding generally will still be required even if the Specified ELI does not provide for payments explicitly linked to such dividends.

As discussed above, FATCA would impose withholding tax at a rate of 30 per cent. on any payments in respect of a Note that are treated as dividend equivalent payments when paid to persons that fail to meet certain certification, reporting, or related requirements. While a payment with respect to a Note could be subject to U.S. withholding under both FATCA and as a result of being treated as a dividend equivalent payment, the maximum rate of U.S. withholding on such payment would not exceed 30 per cent.

Upon the issuance of a series of Notes, the Issuer will state in the Final Terms or on the Bank’s website if it has determined that the Notes are Specified ELIs at the time such Notes are issued, in which case Noteholders should expect to be subject to withholding in respect of any dividend equivalent payments on such Notes. In the event that any withholding would be required pursuant to Section 871(m) with respect to payments on the Notes, no person will be required to pay any additional amounts with respect to amounts so withheld. Additionally, the Issuer may withhold the full 30 per cent. tax on any payment on the Notes in respect of any

dividend equivalent arising with respect to such Notes regardless of any exemption from, or reduction in, such withholding otherwise available under applicable law (including, for the avoidance of doubt, where a Noteholder is eligible for a reduced tax rate under an applicable tax treaty with the United States). A Noteholder may be able to claim a refund of any excess withholding provided the required information is timely furnished to the U.S. Internal Revenue Service. Prospective investors should consult their tax advisers regarding the consequences to them of the potential application of Section 871(m) to the Notes, including their ability to claim reductions in the amount of withholding, or refunds or credits in respect of amounts withheld, under an applicable tax treaty with the United States.

### **Information Reporting Obligations**

Information relating to the Notes, their holders and beneficial owners may be required to be provided to tax authorities in certain circumstances pursuant to domestic or international reporting and transparency regimes. This may include (but is not limited to) information relating to the value of the Notes, amounts paid or credited with respect to the Notes, details of the holders or beneficial owners of the Notes and information and documents in connection with transactions relating to the Notes. In certain circumstances, the information obtained by a tax authority may be provided to tax authorities in other countries. Some jurisdictions operate a withholding system in place of, or in addition to, such provision of information requirements.

### **Statutory loss absorption**

The BRRD was published in the Official Journal of the European Union on 12 June 2014. The BRRD includes provisions (known as the bail-in tool) to give regulators resolution powers, *inter alia*, to write down the debt of a failing bank (or to convert such debt into equity) to strengthen its financial position and allow it to continue as a going concern, subject to appropriate restructuring measures being taken. The BRRD was implemented into Dutch law on 26 November 2015.

Pursuant to the BRRD or other resolution or recovery rules (including the EC Capital Proposals) which may in the future be applicable to the Issuer which could be used in such a way as to result in the Notes absorbing losses (“**Statutory Loss Absorption**”), the Notes could become subject to a determination by the DNB or another relevant authority (each a “**Relevant Authority**”) that all or part of the principal amount of the Notes, including accrued but unpaid interest in respect thereof, must be written off or otherwise converted into Common Equity Tier 1 Capital or otherwise be applied to absorb losses. Such determination shall not constitute an Event of Default and Noteholders will have no further claims in respect of any amount so written off or otherwise as a result of such Statutory Loss Absorption.

Any determination that all or part of the principal amount of the Notes will be subject to Statutory Loss Absorption may be inherently unpredictable and may depend on a number of factors which may be outside the Issuer’s control. Accordingly, trading behaviour in respect of Notes which are subject to Statutory Loss Absorption is not necessarily expected to follow trading behaviour associated with other types of securities. Any indication that Notes will become subject to Statutory Loss Absorption could have an adverse effect on the market price of the relevant Notes. Potential investors should consider the risk that a Noteholder may lose all of its investment in such Notes, including the principal amount plus any accrued but unpaid interest, if those Statutory Loss Absorption measures were to be taken.

It is possible that, pursuant to the exercise of any Statutory Loss Absorption measures, further new powers may be given to the Relevant Authority which could be used in such a way as to result in the Notes absorbing losses.

Potential investors should also refer to the risk factors titled “*Minimum requirement for own funds and eligible liabilities under the BRRD*”, “*Bank recovery and resolution regimes*” and “*Change of law*” on pages 15, 27 and 28 respectively.

**Bank recovery and resolution regimes**

In 2012, the Dutch legislator adopted banking legislation dealing with ailing banks (Special Measures Financial Institutions Act, *Wet bijzondere maatregelen financiële ondernemingen*, the “SMFI”). The SMFI, enacted before the adoption of the BRRD, contains similar legislation to the rules outlined in the BRRD – see the risk factor titled “*Statutory loss absorption*” on page 26 above. Pursuant to the SMFI, substantial powers were granted to the DNB and the Dutch Minister of Finance enabling them to deal with, *inter alia*, ailing Dutch banks prior to insolvency. The SMFI aimed to empower the DNB or the Minister of Finance, as applicable, to commence proceedings leading to: (i) transfer of all or part of the business (including deposits) of the relevant bank to a private sector purchaser; (ii) transfer of all or part of the business of the relevant bank to a “bridge bank”; and (iii) public ownership (nationalisation) of the relevant bank and expropriation of its outstanding debt securities (which may include the Notes). Subject to certain exceptions, as soon as any of these proceedings had been initiated by the DNB or the Minister of Finance, the relevant counterparties of such bank would not be entitled to invoke events of default or set off their claims against the bank.

Within the context of the resolution tools provided in the SMFI, holders of debt securities of a bank (including the Noteholders) subject to resolution could be affected by issuer substitution or replacement, transfer of debt, expropriation, modification of terms and/or suspension or termination of listings.

The SRM Regulation came into force in part on 19 August 2014. The SRM Regulation establishes uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in a framework of a single resolution mechanism and a single bank resolution fund (the “**Single Resolution Mechanism**” or “**SRM**”). The SRM Regulation establishes a single resolution board (consisting of representatives from the ECB, the European Commission and the relevant national authorities) (the “**SRB**”) that will manage the failing of any bank in the Euro area and in other EU member states participating in the European Banking Union (as defined therein). The provisions of the SRM Regulation relating to the cooperation between the SRB and the national resolution authorities for the preparation of the banks’ resolution plans became applicable from 1 January 2015. Under the SRM Regulation, the SRB became fully operational as of 1 January 2015 and as from that date has the powers to collect information and cooperate with the national resolutions authorities for the elaboration of resolution planning. The SRB is also granted the same resolution tools as those set out in the BRRD, including a bail-in tool. The SRM became applicable with effect from 1 January 2016 and the applicable legislation in the Netherlands was implemented on 26 November 2015. In a Dutch context, the DNB is the national resolution authority.

The SMFI was amended following the adoption and implementation of the BRRD and the SRM Regulation, granting to the DNB powers including resolution tools contemplated by the BRRD, although the powers of the Minister of Finance to e.g. expropriate transfer and modify terms of debt securities (including the Notes) have remained.

The EBA’s final guidelines on the circumstances in which an institution shall be deemed as ‘failing or likely to fail’ by supervisors and resolution authorities became applicable with effect from 1 January 2016. The guidelines set out the objective elements and criteria which should apply when supervisors and resolution authorities make such a determination and further provide guidance on the approach to consultation and exchange of information between supervisors and resolution authorities in such scenarios.

It is possible that under the SMFI, the BRRD, the Single Resolution Mechanism, the EBA guidelines mentioned above or any other future similar proposals (including the EC Capital Proposals), any new resolution powers given to the DNB, the SRB or another relevant authority could be used in such a way as to result in debt instruments of the Issuer, such as the Notes, absorbing losses or otherwise affecting the rights of Noteholders either in the course of any resolution of the Issuer or, prior thereto, at the point of non-viability.

The SMFI and BRRD could negatively affect the position of Noteholders and the credit rating attached to the Notes, in particular if and when any of the above proceedings would be commenced against the Issuer, since the application of any such legislation may affect the rights and effective remedies of the Noteholders as well as the market value of the Notes.

In addition, potential investors should refer to the risk factors titled “*Minimum requirement for own funds and eligible liabilities under the BRRD*”, “*Statutory loss absorption*” and “*Change of law*” on pages 15, 26 and 28 respectively.

### **Change of law**

The conditions of the Notes are based on Dutch law in effect as at the date of this Series Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to Dutch, European or any other applicable laws, regulations or administrative practices (including, but not limited to, any such laws, regulations or practices relating to the tax treatment of the Notes) after the date of this Series Prospectus. Such changes in law may include, but are not limited to, the introduction of a variety of statutory resolution and loss-absorption tools which may affect the rights of holders of securities issued by the Issuer, including the Notes. Such tools may include the ability to write off or convert sums otherwise payable on such securities at a time when the Issuer is no longer considered viable by its regulator or upon the occurrence of another trigger (see the risk factors titled “*Minimum requirement for own funds and eligible liabilities under the BRRD*”, “*Statutory loss absorption*” and “*Bank recovery and resolution regimes*” on pages 15, 26 and 27 respectively for further details).

### **Statutory protections for creditors of Rabobank’s branches**

Rabobank may issue Notes under the Programme through Rabobank Structured Products and pursuant to its other funding programmes it may issue other debt securities through its branches in other jurisdictions. Investors in any such Notes or other debt securities issued by Rabobank’s branches may benefit from statutory protections in such jurisdictions, which include the ability of local regulators and authorities to ring fence, or take possession of, Rabobank’s assets located in such jurisdiction for the benefit of the creditors of those branches in circumstances where Rabobank is placed in liquidation or there is reason to doubt Rabobank ability to pay its creditors in full. Accordingly, in any bankruptcy, winding-up or liquidation of Rabobank in the Netherlands, creditors of Notes issued by Rabobank may not have access to any such assets until the claims of the creditors of Rabobank’s branches have been satisfied.

### **The PRIIPs Regulation**

The Notes will not be offered to retail investors as defined in Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (the “**PRIIPs Regulation**”). The Issuer will not prepare a key information document (as described in the PRIIPs Regulation) with respect to any Note; accordingly, the Notes should not be made available to retail investors (as defined in the PRIIPs Regulation). This may reduce the ability of an investor to on-sell the Notes.

### **The secondary market generally**

Notes may have no established trading market when issued and one may never develop. If a market does develop, it may not be very liquid. Therefore, investors may not be able to sell their Notes easily or at all or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for the Notes which are especially sensitive to market risks. As a result, the Notes generally may have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have a severely adverse effect on the market value of the Notes.

If additional Notes are subsequently issued, the supply of such Notes in the market will increase and may cause the price at which the relevant Notes trade in the secondary market to decline significantly.

**Exchange rate risks and exchange controls**

The Issuer will pay principal and interest on the Notes in the Specified Currency (as defined in the Note Conditions). This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (a) the Investor's Currency-equivalent yield on the Notes, (b) the Investor's Currency-equivalent value of the principal payable on the Notes and (c) the Investor's Currency-equivalent market value of the Notes. If the Notes are denominated in a currency other than the currency of the country in which the Noteholder is resident, the Noteholder is exposed to the risk of fluctuations in the exchange rate between the two aforementioned currencies. Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal at all.

**Legal investment considerations may restrict certain investments**

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (a) Notes are legal investments for it, (b) Notes can be used as collateral for various types of borrowing and (c) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

## **DOCUMENTS INCORPORATED BY REFERENCE**

This Series Prospectus is to be read in conjunction with the following documents which (i) have been previously published or are published simultaneously with this Series Prospectus, (ii) have been filed with the AFM and (iii) shall be incorporated by reference in, and form part of, this Series Prospectus:

- (A) the following sections of the base prospectus dated 12 June 2017 (the “**Base Prospectus**”), relating to the Issuer’s EUR 15,000,000,000 Structured Medium-Term Notes Programme (the “**Programme**”):
- (I) the section entitled “General Conditions of the Notes” from pages 130 to 201 inclusive as applicable to Notes (the “**General Conditions**”);
  - (II) the section entitled “Annex III: Equity Index Linked Notes” from pages 229 to 237 inclusive (the “**Equity Index Conditions**”);
  - (III) the section entitled “Description of Business of Rabobank Group” from pages 269 to 277 inclusive;
  - (IV) the section entitled “Structure and Governance of Rabobank Group” from pages 278 to 281 inclusive;
  - (V) the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” from pages 282 to 315 inclusive;
  - (VI) the section entitled “Selected Financial Information” from pages 316 to 319 inclusive;
  - (VII) the section entitled “Risk Management” from pages 320 to 326 inclusive;
  - (VIII) the section entitled “Governance of Rabobank Group” from pages 327 to 334 inclusive;
  - (IX) the section entitled “Regulation of Rabobank Group” from pages 335 to 345 inclusive;
  - (X) the section entitled “Capitalisation and Indebtedness of Rabobank Group” from pages 346 to 348 inclusive;
  - (XI) the section entitled “Taxation” from pages 349 to 375 inclusive; and
  - (XII) the paragraphs under the headings from “Australia” to “United States” in the section entitled “Selling Restrictions” from pages 379 to 386 inclusive as applicable to the Notes;
- (B) the audited consolidated financial statements of Rabobank Group for the years ended 31 December 2016 and 2017 (in each case, together with the independent auditor’s reports thereon and explanatory notes thereto);
- (C) the audited unconsolidated financial statements of Coöperatieve Rabobank U.A. for the years ended 31 December 2016 and 2017 (in each case, together with the independent auditor’s report thereon and explanatory notes thereto);
- (D) the English version articles of association of the Issuer, last amended on 1 January 2018 (the “**Articles of Association**”);
- (E) the press release dated 2 January 2018 titled “California-based Rabobank National Association takes Q4 provision”; and
- (F) the press release of Rabobank Group dated 15 February 2018.

### *Documents Incorporated by Reference*

Any documents themselves incorporated by reference in the documents incorporated by reference in this Series Prospectus shall not form part of this Series Prospectus. Any non-incorporated parts of a document referred to in those documents are deemed not relevant for an investor. Any statement contained in this Series Prospectus or in any of the documents incorporated by reference in, and forming part of, this Series Prospectus shall be modified or superseded for the purpose of this Series Prospectus to the extent that a statement contained in any document which is subsequently incorporated by reference herein by way of a supplement prepared in accordance with Article 16 of the Prospectus Directive modifies or supersedes such statement.

The Issuer will provide, without charge, to each person to whom a copy of this Series Prospectus has been delivered, upon the request of such person, a copy of any or all of the documents incorporated herein by reference. Requests for such documents should be directed to the Issuer at its office set out at the end of this Series Prospectus (E-mail: [ir@rabobank.com](mailto:ir@rabobank.com); Telephone No.: +31 (0)30 712 24 01). In addition, such documents will be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and available, without charge, from the offices of the Paying Agents and the website of the Issuer ([www.rabobank.com/ir](http://www.rabobank.com/ir)). The Issuer will, in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Series Prospectus which is capable of affecting the assessment of any of the Notes, prepare a supplement to this Series Prospectus.

## TERMS AND CONDITIONS OF THE NOTES

The terms and conditions of the Notes shall consist of (A) the General Conditions, (B) the Equity Index Conditions and (C) the terms and conditions set out below (the “**Note Conditions**”). References in the General Conditions and the Equity Index Conditions to “Final Terms” shall be deemed to refer to the Note Conditions.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels. For the purposes of this provision, the expression “**manufacturer**” means each of the Dealer and the Issuer.

### PART A — CONTRACTUAL TERMS

1	Issuer:	Coöperatieve Rabobank U.A. (Rabobank Structured Products)
2	(a) Series Number:	8365
	(b) Tranche Number:	1
	(c) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
4	Aggregate Nominal Amount:	
	(a) Series:	EUR 70,000,000
	(b) Tranche:	EUR 70,000,000
5	Issue Price:	100.00 per cent. of the aggregate nominal amount
6	(a) Specified Denominations:	EUR 200,000
	(b) Calculation Amount:	EUR 200,000
7	(a) Issue Date:	12 March 2018
	(b) Interest Commencement Date:	As set out in General Condition 1.
	(c) Trade Date:	15 February 2018
8	Scheduled Maturity Date:	12 August 2028
9	Interest Basis:	Contingent Coupon Notes Further particulars specified in item 24 below.
10	Change of Interest Basis:	Not Applicable
11	Redemption Basis:	Standard Redemption – Single Underlying Further particulars specified in item 49 below.
12	Settlement Basis:	Cash Settlement Further particulars specified below.
13	Notes linked to Underlyings:	Equity Index Linked Notes Further particulars specified below.



- 14 Redemption Prior to Maturity:
- (a) Call Option/Put Option: Not Applicable
- (b) Automatic Early Redemption: Not Applicable
- 15 (a) Status of the Notes: Senior Notes
- (b) Domestic Note: Not Applicable

**PROVISIONS RELATING TO THE INTEREST BASIS**

- 16 **Fixed Rate Notes:** Not Applicable
- 17 **Floating Rate Notes:** Not Applicable
- 18 **Zero Coupon Notes:** Not Applicable
- 19 **Inverse Floating Rate Notes:** Not Applicable
- 20 **CMS Linked Notes:** Not Applicable
- 21 **Range Accrual Notes:** Not Applicable
- 22 **Variable Rate Notes:** Not Applicable
- 23 **Ratchet Notes:** Not Applicable

**Contingent Coupon Notes**

- 24 **Conditional Coupon with No Memory – Single Underlying:** Applicable.
- Notwithstanding Condition 5(j) of the General Conditions, each Note bears interest on its outstanding nominal amount from (and including) the Interest Commencement Date. The Interest Amount payable in respect of an Interest Period will be an amount in EUR determined by the Calculation Agent on the relevant Coupon Observation Date in accordance with the provisions set out below. The Interest Amount shall be payable in arrear on the Specified Interest Payment Date immediately following the relevant Coupon Observation Date.
- (A) If, on the Coupon Observation Date scheduled to fall on 15 July 2019, either (a) a Lock-In Event has occurred, or (b) a Lock-In Event has not occurred but the Reference Value of the Underlying is, in the determination of the Calculation Agent, equal to or greater than the Coupon Trigger, the Interest Amount payable on the Specified Interest Payment Date scheduled to fall on 12 August 2019 shall be calculated as follows:
- Calculation Amount × Rate × 510/360**
- In respect of all subsequent Coupon Observation Dates and Specified Interest Payment Dates, if, on the relevant Coupon Observation Date, either (a) a Lock-In Event has occurred, or (b) a Lock-In Event has not occurred but the Reference Value of the Underlying is, in the determination of the Calculation Agent, equal to or greater than the Coupon Trigger,

the relevant Interest Amount shall be calculated as follows:

**Calculation Amount × Rate;**

- (B) If, on the relevant Coupon Observation Date, (a) a Lock-In Event has not occurred, and (b) the Reference Value of the Underlying is, in the determination of the Calculation Agent, less than the Coupon Trigger, the relevant Interest Amount shall be zero.

For such purposes a “**Lock-In Event**” shall have occurred on a Coupon Observation Date if the Reference Value on any Coupon Observation Date on or prior to such Coupon Observation Date is equal to or greater than 103.95 per cent. of the Initial Value.

(a) Coupon Observation Dates:

- (i) 15 July 2019;
- (ii) 14 July 2020;
- (iii) 14 July 2021;
- (iv) 14 July 2022;
- (v) 14 July 2023;
- (vi) 15 July 2024;
- (vii) 14 July 2025;
- (viii) 14 July 2026;
- (ix) 14 July 2027; and
- (x) 14 July 2028.

(b) Interest Period End Dates:

- (i) 12 August 2019;
- (ii) 12 August 2020;
- (iii) 12 August 2021;
- (iv) 12 August 2022;
- (v) 12 August 2023;
- (vi) 12 August 2024;
- (vii) 12 August 2025;
- (viii) 12 August 2026;
- (ix) 12 August 2027; and
- (x) 12 August 2028.

For the avoidance of doubt, the Interest Period is not subject to adjustment.

(c) Specified Interest Payment Dates:

Interest Period End Dates, provided that if the Coupon Observation Date immediately prior to such Interest Period End Date has been adjusted in accordance with the Equity Index Conditions, the Specified Interest Payment Date will be adjusted

to fall on a later date as specified below. Such later date shall be determined on the basis that the period between the related Interest Period End Date and such later date shall equal the period between the respective date specified in paragraph (a) above and the actual Coupon Observation Date (following adjustment).

For the avoidance of doubt, a Specified Interest Payment Date will not be adjusted if the Coupon Observation Date immediately prior to the relevant Interest Period End Date has not been adjusted, notwithstanding that any Coupon Observation Date in any previous year has been adjusted.

For the avoidance of doubt, the Interest Amount payable in respect of an Interest Period will not be affected by any adjustments in relation to Coupon Observation Dates and/or Specified Interest Payment Dates, and, further, references to Interest Payment Date in the definition of “Interest Period” set out in General Condition 1 shall be construed as references to Interest Period End Date.

(d) Coupon Triggers:	75 per cent. of the Initial Value
(e) Rate:	3.75 per cent.
(f) Business Day Convention	Following Business Day Convention
25 <b>Conditional Coupon with No Memory – Worst Performer:</b>	Not Applicable
26 <b>Conditional Coupon with Memory – Single Underlying:</b>	Not Applicable
27 <b>Conditional Coupon with Memory – Worst Performer:</b>	Not Applicable
28 <b>Range Accrual – Single Underlying:</b>	Not Applicable
29 <b>Range Accrual – Worst Performer:</b>	Not Applicable
30 <b>Bonus Recovery – Single Underlying:</b>	Not Applicable
31 <b>Bonus Recovery – Worst Performer:</b>	Not Applicable
32 <b>Year-on-Year Inflation Linked Interest:</b>	Not Applicable
33 <b>Other Periodic Inflation Linked Interest:</b>	Not Applicable
34 <b>Digital Interest:</b>	Not Applicable
35 <b>FX Linked Interest:</b>	Not Applicable
36 <b>FX Range Interest:</b>	Not Applicable

**PROVISIONS RELATING TO THE REDEMPTION BASIS**

**Automatic Early Redemption**

37 <b>Autocall – Single Underlying:</b>	Not Applicable
38 <b>Autocall – Worst Performer:</b>	Not Applicable

39	<b>Autocall – (Individual Call) – Single Underlying:</b>	Not Applicable
40	<b>Autocall – (Individual Call) – Worst Performer:</b>	Not Applicable
<b>Other redemption prior to maturity</b>		
41	<b>Redemption for Taxation Reasons:</b>	
	(a) Period of redemption:	At any time
	(b) Notice period:	Not less than 30 days and not more than 45 days.
	(c) Early Redemption Amount:	As set out in General Condition 1
	(i) Early Redemption Unwind Costs:	Standard Early Redemption Unwind Costs
42	<b>Call Option:</b>	Not Applicable
43	<b>Put Option:</b>	Not Applicable
44	<b>Redemption for Illegality or due to an Event of Default:</b>	
	(a) Early Redemption Amount:	As set out in General Condition 1
	(i) Early Redemption Unwind Costs:	Standard Early Redemption Unwind Costs

**Final Redemption**

45	<b>Redemption at Par:</b>	Not Applicable
46	<b>Redemption at Discount/Premium:</b>	Not Applicable
47	<b>Dual Currency Redemption – Single Underlying:</b>	Not Applicable
48	<b>Dual Currency Redemption – Underlying Performance:</b>	Not Applicable
49	<b>Standard Redemption – Single Underlying:</b>	Applicable

Notwithstanding General Condition 6(v), provided that the Notes have not been previously redeemed or purchased and cancelled in accordance with the General Conditions, on the Maturity Date the Issuer shall redeem each Note in accordance with the following provisions:

If, on the Maturity Date, either (a) a Lock-In Event has occurred, or (b) the Barrier Condition has been met, the Final Redemption Amount shall be an amount in EUR calculated as follows:

**Calculation Amount × 100 per cent.**

If, on the Maturity Date, neither (a) a Lock-In Event has occurred, nor (b) the Barrier Condition has been met, the Final Redemption Amount shall be an amount in EUR calculated as follows:

**Calculation Amount × [100 per cent. + Min (0 per cent., (Final Value - Initial Value) / Initial Value)]**

For such purposes a “**Lock-In Event**” shall have occurred on the Maturity Date if the Reference Value on any Coupon Observation Date on or prior to the Maturity Date is equal to or greater than 103.95 per cent. of the Initial Value.

For such purposes the “**Barrier Condition**” is met if, on the Final Redemption Observation Date the Reference Value is equal to or greater than the Strike Value.

(a) Strike Value	60 per cent. of the Initial Value
(b) Final Value:	Reference Value (see General Condition 1)
(c) Final Redemption Observation Date:	14 July 2028
50 <b>Standard Redemption – Worst Performer:</b>	Not Applicable
51 <b>Standard Redemption – Basket:</b>	Not Applicable
52 <b>Barrier Redemption – Single Underlying:</b>	Not Applicable
53 <b>Barrier Redemption – Worst Performer:</b>	Not Applicable
54 <b>Continuous Barrier Redemption – Single Underlying:</b>	Not Applicable
55 <b>Continuous Barrier Redemption – Worst Performer:</b>	Not Applicable

**PROVISIONS RELATING TO THE SETTLEMENT BASIS**

56 <b>Settlement Basis:</b>	Cash Settlement
57 <b>Variation of settlement under General Condition 9(d)(iv):</b>	Not Applicable

**Asset Amount**

58 <b>Asset Amount:</b>	Not Applicable
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**PROVISIONS RELATING TO THE UNDERLYING**

59 <b>Commodity Linked Notes:</b>	Not Applicable
60 <b>Commodity Index Linked Notes:</b>	Not Applicable
61 <b>Equity Linked Notes:</b>	Not Applicable
62 <b>Equity Index Linked Notes:</b>	Applicable
(a) <b>Single Equity Index:</b>	Applicable
(i) Equity Index:	EURO STOXX 50® Index
(ii) Index Sponsor:	STOXX Limited
(iii) Exchange:	Multi-Exchange Equity Index
(iv) Related Exchange:	Eurex
(v) Reference Value:	Official closing level of the Index on such day as calculated and published by the Index Sponsor.
(vi) Initial Value:	3397

- (b) **Disrupted Day:** Applicable
- (c) **Additional Disruption Events:** Change in Law, Hedging Disruption and Increased Cost of Hedging
- (d) **Basket of Equity Indices:** Not Applicable
- 63 **Fund Linked Notes:** Not Applicable
- 64 **FX Linked Notes:** Not Applicable
- 65 **Inflation Index Linked Notes:** Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 66 **Form of Notes:** Bearer Notes  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances set out in the Permanent Global Note.
- 67 (a) **Financial Centre(s) or other special provisions relating to Payment Day in Condition 8(f):** TARGET  
General Condition 8(f)(i) applies.
- (b) **Financial Centre(s) or other special provisions relating to Business Day:** TARGET

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (a) Listing: Luxembourg Stock Exchange.
- (b) Admission to trading: Application has been made for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from the Issue Date.
- (c) Estimate of total expenses related to admission to trading: EUR 5,550
- (d) In the case of Notes listed on Euronext Amsterdam: Not Applicable

### 2 RATINGS

- Ratings: The Notes to be issued have not been rated.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer 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

- (a) Reasons for the offer (other than general corporate purposes): Not Applicable
- (b) Estimated net proceeds: EUR 70,000,000
- (c) Estimated total expenses: EUR 5,550

### 5 PERFORMANCE OF INDEX/INDICES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE INDEX/INDICES

*All disclosures contained in this Series Prospectus regarding the Index and/or the Index Sponsor are derived from publicly available documents or other specified publicly available sources. Neither the Issuer nor the Dealer has participated in the preparation of such documents nor made any due diligence inquiry with respect to the information provided therein.*

*Investors in the Notes are urged to conduct their own investigation into the Index. Furthermore, there can be no assurance that all events occurring prior to the date of this Series Prospectus (including events that would affect the accuracy or completeness of such publicly available documents) that would affect the prices of the Index (and therefore the trading price of the Notes) have been publicly disclosed. Subsequent disclosure of any such events or the disclosure or failure to disclose material future events concerning the Index could affect the trading price and redemption value of the Notes.*

(i) Description

The EURO STOXX 50 (Price) Index is a free-float market capitalization-weighted index of 50 European blue-chip stocks from those countries participating in the EMU. Each component's weight is capped at 10% of the index's total free float market capitalization. The Index was developed with a base value of 1000 as of 31

December 1991. (Source: Bloomberg®).

(ii) Historical Performance

The following graph sets out, for the period indicated, the daily closing levels of the EURO STOXX 50® Index:



(iii) Further Information

Further information, including information relating to the past and further performance of the EURO STOXX 50® Index and its volatility, can be obtained from the following information sources:

Bloomberg® code: SX5E

Calculated and announced by: STOXX Limited, Selnaustrasse 30, CH-8022 Zurich, Switzerland (“STOXX”)

Website: [www.stoxx.com](http://www.stoxx.com)

(iv) Index Disclaimer

STOXX has no relationship to the Issuer, other than the licensing of the EURO STOXX 50® Index and the related trademarks for use in connection with the Notes.

**STOXX does not:**

- Sponsor, endorse, sell or promote the Notes.
- Recommend that any person invest in the Notes or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Notes.
- Have any responsibility or liability for the administration, management or marketing of the Notes.
- Consider the needs of the Notes or the owners of the Notes in determining, composing or calculating the EURO STOXX 50® Index or have any obligation to do so.

**STOXX will not have any liability in connection with the Notes. Specifically, STOXX does not make any**



warranty, express or implied and disclaims any and all warranty about:

- The results to be obtained by the Notes, the owner of the Notes or any other person in connection with the use of the EURO STOXX 50® Index and the data included in the EURO STOXX 50® Index;
- The accuracy or completeness of the EURO STOXX 50® Index and its data;
- The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index and its data;
- STOXX will have no liability for any errors, omissions or interruptions in the EURO STOXX 50® Index or its data;
- Under no circumstances will STOXX be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX knows that they might occur.

The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

The Issuer does not intend to provide post-issuance information.

## 6 OPERATIONAL INFORMATION

- |  |  |
|--|--|
| (a) ISIN:  | XS1778929395   |
| (b) Common Code:   | 177892939  |
| (c) German WKN-code:   | Not Applicable   |
| (d) Private Placement number:  | Not Applicable   |
| (e) CUSIP Number:  | Not Applicable   |
| (f) Any clearing system(s) other than DTC, Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société anonyme</i> and the relevant identification number(s): | Not Applicable   |
| (g) Delivery:  | Delivery against payment   |
| (h) Names (and addresses) of additional (Paying/Delivery) Agent(s) (if any):   | Not Applicable   |
| (i) Names (and addresses) of Calculation Agent(s):   | Société Générale,<br>Tour Société Générale<br>17 Cours Valmy<br>92987 Paris La Défense Cedex<br>France |

## 7 DISTRIBUTION

- |   |                |
|---|----------------|
| (a) Method of Distribution:   | Non-syndicated |
| (b) If syndicated, names and addresses of Dealers and underwriting commitments: | Not Applicable |
| (c) Date of Subscription Agreement:   | Not Applicable |
| (d) Stabilising Manager(s):   | Not Applicable |
| (e) Total commission and  | Not Applicable |

- concession/Dealer's Commission:
- (f) If non-syndicated, name and address of relevant Dealer: Société Générale,  
Tour Société Générale  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France
  - (g) Applicable TEFRA exemption: D Rules
  - (h) Non-exempt Offer: Not Applicable
  - (i) General Consent: Not Applicable
  - (j) Additional United States Tax Considerations: Not Applicable
- 8 **TERMS AND CONDITIONS OF THE OFFER** Not Applicable

**USE OF PROCEEDS**

The net proceeds from the issues of the Notes will be used by the Issuer in connection with its banking business.

## CLEARING AND SETTLEMENT

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of, Euroclear or Clearstream, Luxembourg (together, the “**Book-Entry Clearing Systems**”) currently in effect. Investors wishing to use the facilities of any of the Book-Entry Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Book-Entry Clearing System. Neither the Issuer nor any agent party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial ownership interests in the Notes held through the facilities of any Book-Entry Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.*

### **Book-Entry Ownership: Euroclear and Clearstream, Luxembourg**

The Notes will be represented by a Temporary Global Note exchangeable with a Permanent Global Note which will be deposited with a common depository for Euroclear and Clearstream, Luxembourg. Transfers of any interests in the Notes represented by a Global Note within Euroclear and Clearstream, Luxembourg will be effected in accordance with the customary rules and operating procedures of the relevant clearing system.

## SUBSCRIPTION AND SALE

### Summary of Distribution Agreement

The Dealer has been appointed as the Dealer in relation to the issue of the Notes under a Distribution Agreement dated 12 June 2017 (the “**Distribution Agreement**”) by executing a “Dealer Accession Letter” substantially in the form set out in Schedule E of the Distribution Agreement. Subject to the terms and on the conditions contained in the Distribution Agreement, the Notes may be resold at prevailing market prices, or at prices related thereto, at the time of such resale, as determined by the Dealer. The Notes may also be sold by the Issuer through the Dealer, acting as agents of the Issuer.

### Selling Restrictions

#### *General*

No action has been taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of this Series Prospectus or any other offering material, in any country or jurisdiction where action for that purpose is required.

The Dealer has agreed that it shall, to the best of its knowledge, comply with all relevant laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers the Notes or has in its possession or distributes this Series Prospectus and any other offering material.

#### *Prohibition of Sales to EEA Retail Investors*

The Dealer represents and agrees that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression "retail investor" means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
  - (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
  - (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"); and
- (b) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes.

## GENERAL INFORMATION

- 1 The Issuer has obtained all necessary consents, approvals and authorisations in connection with the issue and performance of the Notes. The issuance of the Notes was authorised by a resolution of the Managing Board of Rabobank passed on 27 November 2017, by a resolution of the Supervisory Board passed on 28 November 2017 and by a secretary's certificate dated 8 March 2018.
- 2 There has been no significant change in the financial or trading position of the Issuer or of Rabobank Group, and there has been no material adverse change in the financial position or prospects of the Issuer or of Rabobank Group, since 31 December 2017.
- 3 Save as disclosed in the paragraph headed "*Legal and arbitration proceedings*" under the section of the Base Prospectus headed "Description of Business of Rabobank Group", which has been incorporated by reference in this Series Prospectus, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the period covering the 12 months preceding the date of this Series Prospectus which may have, or have had in the recent past, significant effects on the Issuer's and/or Rabobank Group's financial position or profitability.
- 4 **Recent developments:** On 27 March 2018, Moody's Investors Service, Inc. published a press release in which it announced the downgrade of Rabobank Group's long-term debt and deposit ratings to Aa3 from Aa2 and revised their outlook to stable from negative.
- 5 The Notes, which are Bearer Note, will bear the following legend: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in sections 165(j) and 1287(a) of the Internal Revenue Code".
- 6 The Notes have been accepted for clearance through the Euroclear and Clearstream, Luxembourg systems. The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium, the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy L-1855 Luxembourg, Luxembourg.
- 7 The Issuer does not intend to provide any post-issuance information, without prejudice to the requirements of any applicable laws and regulations.
- 8 For the period of 12 months following the date of this Series Prospectus, copies of the following documents will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), at the offices of the Paying Agent:
  - (a) the Agency Agreement (as amended and supplemented from time to time);
  - (b) the articles of association of the Issuer;
  - (c) the audited and consolidated financial statements of the Issuer and Rabobank Group for the years ended 31 December 2017 and 31 December 2016 (together with the explanatory notes and the independent auditor's reports in respect thereof);
  - (d) the audited financial statements of Coöperatieve Rabobank U.A. for the years ended 31 December 2017 and 2016 (in each case, together with the explanatory notes and the independent auditor's reports in respect thereof); and
  - (e) a copy of this Series Prospectus.
- 9 The consolidated financial statements of Coöperatieve Rabobank U.A. and its subsidiaries and the company financial statements of Coöperatieve Rabobank U.A. as of and for the years ended 31 December 2016 and 31 December 2017, incorporated by reference in this Series Prospectus, have been audited by

PricewaterhouseCoopers Accountants N.V., an independent registered public accounting firm, as stated in their auditor's reports incorporated by reference herein. The auditor signing the auditor's report on behalf of PricewaterhouseCoopers is a member of the Royal Netherlands Institute of Chartered Accountants (*Koninklijke Nederlandse Beroepsorganisatie van Accountants*).

- 10** The latest published financial information was for the year ended 31 December 2017.
- 11** As at the date of this Series Prospectus, no interim financial information in respect of the Issuer has been published subsequent to 31 December 2017.
- 12** As of the date of this Series Prospectus, Rabobank Group is not party to any contracts (not entered into in the ordinary course of business) that are considered material to its results, financial condition or operations.
- 13** The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for, the Issuer and their affiliates in the ordinary course of business. In addition, in the ordinary course of its business activities, the Dealer and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for its own account and for the accounts of its customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or the Issuer's affiliates. If the Dealer or its affiliates have a lending relationship with the Issuer it may routinely hedge its credit exposure to the Issuer consistent with its customary risk management policies. Typically, the Dealer and its affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes. Any such short positions could adversely affect future trading prices of Notes. The Dealer and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

**PRINCIPAL OFFICE OF THE ISSUER**

**Coöperatieve Rabobank U.A.**

Croeselaan 18  
3521 CB Utrecht  
The Netherlands

**DEALER**

**Société Générale**

Tour Société Générale  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France

**ISSUING AND PAYING AGENT**

**Deutsche Bank AG, London Branch**

Winchester House  
1 Great Winchester Street  
London EC2N 2DB  
United Kingdom

**EUROCLEAR NETHERLANDS FISCAL AGENT**

**Coöperatieve Rabobank U.A.**

Croeselaan 18  
3521 CB Utrecht  
The Netherlands

**PAYING AGENTS**

**Deutsche Bank Luxembourg S.A.**

2 Boulevard Konrad Adenauer  
L-1115 Luxembourg  
Luxembourg

**Coöperatieve Rabobank U.A.**

Croeselaan 18  
3521 CB Utrecht  
The Netherlands

**LUXEMBOURG STOCK EXCHANGE LISTING AGENT**

**Deutsche Bank Luxembourg S.A. Corporate Trust and  
Agency Services**

2 Boulevard Konrad Adenauer  
L 1115 Luxembourg  
Luxembourg

**LEGAL ADVISERS TO THE DEALER**

*as to matters of English law*

**Linklaters LLP**

One Silk Street  
London EC2Y 8HQ  
United Kingdom

**INDEPENDENT AUDITORS OF THE ISSUER**

**PricewaterhouseCoopers Accountants N.V.**

Thomas R. Malthusstraat 5  
1066 JR Amsterdam  
P.O. Box 90357  
1006 BJ Amsterdam  
The Netherlands