

**THRID SUPPLEMENT TO THE BASE PROSPECTUS DATED 11 JULY 2011  
RELATING TO THE DEBT ISSUANCE PROGRAMME OF SNS BANK N.V. AND SNS  
REAAL N.V.**

**DATED 16 February 2012**



**SNS BANK N.V.**

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



**SNS REAAL N.V.**

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

**Debt Issuance Programme**

Under their Debt Issuance Programme (the "**Programme**") described in the prospectus dated 11 July 2011, as supplemented by a first supplement to the prospectus dated 26 August 2011 and by a second supplement to the prospectus dated 10 November 2011 (together, the "**Prospectus**") SNS Bank N.V. (an "**Issuer**" or "**SNS Bank**") and SNS REAAL N.V. (an "**Issuer**" or "**SNS REAAL**" and together with SNS Bank the "**Issuers**") may from time to time issue notes (the "**Notes**") denominated in any currency agreed between the Issuer and the relevant Dealer (as defined in the Prospectus), if any. Notes may be distributed by way of a public offer or private placements and, in each case, on a syndicated or non-syndicated basis. The method of distribution and the specific terms and conditions of each relevant series of Notes (a "**Series**") (or tranche thereof (a "**Tranche**")) will be stated in the relevant final terms (the "**Final Terms**").

This third supplement (the "**Supplement**") is prepared *inter alia* in connection with the publication of the press release with respect to the financial report 2011 of SNS REAAL on 16 February 2012 (the "**Press Release**"), and is supplemental to, forms part of and should be read in conjunction with, the Prospectus and any other supplement to the Prospectus issued by the Issuers. Terms defined in the Prospectus shall have the same meaning in this Supplement, unless specified otherwise.

Information included in the Press Release qualifies as a significant new factor relating to the information included in the Prospectus set forth on page 14, pages 42 up to and including page 69 and page 81, which is capable of affecting the assessment of any Notes to be issued.

The Press Release is available on [www.snsreaal.com](http://www.snsreaal.com) under the heading "investor relations". The Press Release has been filed with the AFM and will be deemed to be incorporated in, and to form part of, the Prospectus.

In the Chapter "SNS REAAL N.V. and SNS Bank N.V.", section "Ownership", page 43, the following shall be added after the last paragraph:

"On 17 November 2011, SNS Bank announced an exchange offer to improve and strengthen the quality of the capital of SNS Bank through the creation of core tier 1 capital. An offer was made to holders (I) of outstanding EUR 500,000,000 6.25 per cent subordinated notes (due 2020) and holders (II) of outstanding EUR 200,000,000 6.625 per cent subordinated fixed rate notes (due 2018) to exchange these securities for Euro denominated fixed rate senior notes (due 2016), to be issued by SNS Bank under its EUR 25,000,000,000 debt issuance programme. The expiration date for the exchange offer was 25 November 2011.

The number of valid registrations received for the exchange offer represents a degree of participation of:

- (I) 47.53% (€ 237,658,000) of the outstanding EUR 500,000,000 6.25% subordinated notes (due 2020);
- (II) 81.36% (€ 159.3 million) of the outstanding EUR 200,000,000 6.625% subordinated fixed rate notes (due 2018).

With an average degree of participation of 57.05% of the existing securities, this transaction was a success.

The net proceeds from this transaction are approximately EUR 72 million after tax. The exchange offer was made on the terms and subject to the conditions and restrictions set out in the exchange offer memorandum dated 17 November 2011."

In the Chapter "SNS REAAL N.V. and SNS Bank N.V.", section "Board of Directors of SNS REAAL", page 44, the first paragraph shall be deleted and replaced by the following:

"Ronald Latenstein (chairman and CEO)  
Ferenc Lamp (CFRO)  
Dick Okhuijsen (COO with a focus on REAAL and Zwitterleven)  
Wim Henk Steenpoorte (CTO with a focus on IT&C, legal affairs and facility management)

All members of the Board of Directors of SNS REAAL are full-time employees of SNS REAAL and have elected domicile at the registered office of SNS REAAL."

In the Chapter "SNS REAAL N.V. and SNS Bank N.V.", section "Board of Directors of SNS Bank", page 45, shall be deleted in its entirety and replaced by the following:

“Mr. E.J. Boers

Mr. F. Lamp, as well as member of the Board of SNS REAAL

Mr. D. Okhuisen, as well as member of the Board of SNS REAAL

Mr. W.H. Steenpoorte, as well as member of the Board of SNS REAAL

All members of the Board of Directors of SNS Bank are full-time employees of SNS REAAL and have elected domicile at the registered office of SNS REAAL and SNS Bank.”

In the Chapter “SNS REAAL N.V. and SNS Bank N.V.”, section “Deviations from the Corporate Governance Code”, “Best-practice provision II.1.1. *‘A management board member is appointed for a maximum period of four years. A member may be reappointed for a term of not more than four years at a time.’*”, page 46, the first paragraph shall be deleted and replaced by the following:

“One member of the Executive Board (Latenstein) was appointed for an indefinite period, in line with the statutory provisions prevailing at the time of his appointment, before the Code came into existence. SNS REAAL considers it inappropriate to change the terms of his employment contract in this respect. Mr Hinssen was a member of the Executive Board until 15 September 2011. He was also appointed for an indefinite period. The other members of the Executive Board (Lamp, Okhuijsen and Steenpoorte) were appointed for a period of no more than four years, naturally with the option of reappointment.”

This Supplement has been approved by and filed with the Netherlands Authority for the Financial Markets (the *Stichting Autoriteit Financiële Markten*, the “**AFM**”). The Issuers have requested the AFM to provide the competent authorities in Luxembourg and Italy with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Financial Supervision Act and related regulations which implement Directive 2003/71/EC, including the amending EU Directive 2010/73/EU (the “**Prospectus Directive**”) in Dutch law (“**Notification**”). The Issuers may request the AFM to provide competent authorities in additional Member States within The European Economic Area with a Notification.

Subscribers for any Notes to be issued have the right to withdraw such subscription within 2 business days following the publication of this Supplement.

**The Prospectus and this Supplement are available on the website of the Issuers at [www.snsreaal.com](http://www.snsreaal.com) as of 16 February 2012 and are available for viewing at the specified office of the Agent (69 Route d'Esch, L-2953 Luxembourg, Luxembourg) and the Other Paying Agent (Croeselaan 18, 3521 CB Utrecht, The Netherlands), the Amsterdam office of the Issuers at Nieuwezijds Voorburgwal 162, 1021 SJ, Amsterdam, The Netherlands, where copies of the Prospectus, this Supplement and any documents incorporated by reference therein may also be obtained free of charge.**

## **RESPONSIBILITY STATEMENT**

Only the Issuers accept responsibility for the information contained in this Supplement. The Issuers declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

## **NOTICE**

This Supplement should be read and understood in accordance with the Prospectus and with any documents incorporated by reference therein. Full information on the Issuers and any Series or Tranche of Notes is only available on the basis of the combination of the Prospectus, this Supplement and the relevant Final Terms.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplement, the Prospectus, any document incorporated by reference therein, or the applicable Final Terms, or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuers, the Arranger or any Dealer.

The Prospectus is valid for 12 months following its Publication Date and this Supplement and any amendment as well as any Final Terms reflect the status as of their respective dates of issue. The delivery of this Supplement or any Final Terms and the offering, sale or delivery of any Notes shall not in any circumstances imply that the information contained in such documents is correct at any time subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuers since such date or that any other information supplied in connection with the Programme or the Notes is correct at any time subsequent to the date on which it is supplied or, if different, the time indicated in the document containing the same. The Arranger and any Dealer expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme. Investors should review, inter alia, the most recent financial statements of the Issuer when deciding whether or not to purchase any Notes.

Neither this Supplement nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuers, the Arranger or any Dealer that any recipient of this Supplement or any other information supplied in connection with the Programme should purchase any Notes. Accordingly, no representation, warranty or undertaking, express or implied, is made by the Arranger or any Dealer in their capacity as such. 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:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes (including an evaluation of the financial condition, creditworthiness and affairs of the Issuer) and the information contained or incorporated by reference in this Supplement, the relevant Final Terms and any supplements;

- (ii) 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;
- (iii) 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;
- (iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) 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 (including, without limitation, those described in "Risk Factors" in the Prospectus).

The distribution of this Supplement and the Final Terms and the offer or sale of the Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Supplement or the Final Terms come must inform themselves about, and observe any such restrictions. See the chapter "Subscription and Sale" in the Prospectus.

This Supplement does not constitute an offer or an invitation to subscribe for or purchase the Notes.

This Supplement may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. None of the Issuers, the Arranger and the Dealers represent that this Supplement may be lawfully distributed, or that Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction other than in certain Member States of the EEA of which the competent authorities have obtained a notification within the meaning of article 18 of the Prospectus Directive, 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, the Arranger or any Dealer appointed under the Programme which would permit a public offering of the Notes or distribution of this document in any jurisdiction where action for that purpose is required, other than in certain Member States of the EEA.