

SUPPLEMENT TO THE PROSPECTUS RELATING TO THE CLOSING OF THE ACQUISITION OF BOUWFONDS PROPERTY FINANCE

DATED 17 JANUARY 2007



SNS BANK N.V.

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

€20,000,000,000 Debt Issuance Programme

Under its € 20,000,000,000 Debt Issuance Programme (the "**Programme**") described in the prospectus dated 26 July 2006 (the "**Prospectus**") and the supplements thereto dated 4 October 2006, 23 October 2006 and 24 November 2006 (the "**Previous Supplements**") SNS Bank N.V. (the "**Issuer**" or "**SNS Bank**") 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 supplemental prospectus (the "**Supplemental Prospectus**") is prepared in connection with the closing of the acquisition of Bouwfonds Property Finance B.V. on 1 December 2006 (the "**Closing**"), as the Closing may qualify as a significant new factor relating to the information included in the Prospectus set forth on pages 6, 13, 14, 15 and 19 which is capable of affecting the assessment of any Notes to be issued. As of the Closing Bouwfonds Property Finance B.V. is a 100% subsidiary of SNS Bank, renamed to SNS Property Finance B.V.

Pursuant to this Supplemental Prospectus a new paragraph (the "**New Paragraph**") set out on page 3 of this Supplemental Prospectus will be added to the section "*Summary*" of the Prospectus. Furthermore a new risk factor and certain amendments to risk factors set out in the Prospectus (the "**New Risk Factors**") set out on pages 3 and 4 of this Supplemental Prospectus will be added to the section "*Risks factors regarding SNS Bank N.V.*" of the Prospectus.

This Supplemental Prospectus is supplemental to, forms part of and should be read in conjunction with, the Prospectus. Terms defined in this Supplemental Prospectus shall have the same meaning in the Prospectus, unless specified otherwise.

This Supplemental Prospectus has been approved by and filed with the Netherlands Authority for the Financial Markets (the Stichting Autoriteit Financiële Markten, the "**AFM**"). The Issuer has requested the AFM to provide the competent authority in Luxembourg with a certificate of approval attesting that this Supplemental Prospectus has been drawn up in accordance with the Wet op het financieel toezicht and related regulations which implement Directive 2003/71/EC (the "**Prospectus Directive**") in Dutch law ("**Notification**"). The Issuer may request the AFM to provide competent authorities in additional Member States within The European Economic Area with a Notification.

No later than on the first business day following the date that the AFM has granted its approval to this Supplemental Prospectus, the Prospectus and this Supplemental Prospectus are available on the website of the Issuer at www.snsreaal.com and copies of the Prospectus, this Supplemental Prospectus, the Previous Supplements and documents incorporated by reference therein may also be obtained (free of charge) at the Amsterdam office of the Issuer at Nieuwezijds Voorburgwal 162 at Amsterdam, The Netherlands as well as at the offices of the Paying Agents..

New Paragraph

On page 6 of the Prospectus, in the section “Summary”, at the end of the final paragraph of the description of “Issuer”, the following wording shall be included:

As of 1 December 2006 Bouwfonds Property Finance B.V., renamed to SNS Property Finance B.V., is a 100% subsidiary of SNS Bank. Commercial property finance activities, which include real estate project finance, lease finance and real estate investment finance, have been concentrated in SNS Property Finance B.V.

New Risk Factors

On page 13 of the Prospectus, in the section “Risks factors regarding SNS Bank N.V.”, the risk factor “SNS Bank’s business is concentrated in The Netherlands” is amended by adding “primarily” in its title between “is” and “concentrated”, by replacing “virtually all” in the first sentence with “most” and by adding the following wording as a second paragraph:

As a consequence of the acquisition of SNS Property Finance B.V. as of 1 December 2006 SNS Bank is not only exposed to the economic conditions in The Netherlands, but also to those in certain foreign countries. SNS Property Finance B.V. generates approximately 70% of its income in The Netherlands and 30% in certain foreign countries. Commercial property finance activities abroad take place in Belgium, Germany, France, Spain, Sweden, Denmark, the US, Canada, Portugal, Italy, the United Kingdom and Luxembourg (“**Certain Foreign Countries**”).

On page 14 of the Prospectus, in the section “Risks factors regarding SNS Bank N.V.”, following the risk factor “A significant portion of SNS Bank’s results relates to SNS Bank’s mortgage loan products”, the following wording shall be included:

SNS Bank is exposed to risks relating to its commercial property finance activities

SNS Bank operates in the mortgage backed commercial (business-to-business) market, which include real estate project finance, lease finance and real estate investment finance. In respect of these commercial property finance activities SNS Bank is exposed to the risk that a counterparty may default on its obligations to SNS Bank. This includes defaults on obligations in relation to loans granted or equity provided by SNS Bank. It is not certain that security rights (such as mortgage rights) can be enforced in all circumstances. In addition, enforcement of security rights by SNS Bank may result in losses due to a decline in value of the property sold or due to other reasons. An increase in interest rates could lead to such a decline in property values.

On page 15 of the Prospectus, in the section “Risks factors regarding SNS Bank N.V.”, the following wording shall be included as a second paragraph of the risk factor “SNS Bank faces substantial competitive pressures which could adversely affect SNS Bank’s results of operations”:

With respect to its commercial property finance activities in Certain Foreign Countries SNS Bank also faces competitive pressure from local banks that specialize in commercial property finance activities, which could also adversely affect SNS Bank’s results of operations.

On page 15 of the Prospectus, in the section “Risks factors regarding SNS Bank N.V.”, the following wording shall be included as a third paragraph of te risk factor ‘Market conditions can adversely affect the results of SNS Bank’:

Since SNS Bank with respect to its commercial property finance activities also operates in Certain Foreign Countries, the market conditions in these countries can affect the results of SNS Bank.

On page 19 of the Prospectus, in the section “Risks factors regarding SNS Bank N.V.”, the following wording shall be included at the end of the first sentence of the risk factor “SNS Bank's results of operations can be affected by significant adverse regulatory developments including changes in tax law”.

and any other jurisdiction it conducts its business in.

RESPONSIBILITY STATEMENT

Only the Issuer accepts responsibility for the information contained in this Supplemental Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplemental Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

NOTICE

This Supplemental Prospectus should be read and understood in accordance with the Prospectus or any amendment or supplement thereto. Full information on the Issuer and any Series or Tranche of Notes is only available on the basis of the combination of the Prospectus, this Supplemental Prospectus, the Previous Supplements 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 Supplemental Prospectus, any amendment or supplement thereto, 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 Issuer, the Arranger or any Dealer.

The Prospectus is valid for 12 months following its Publication Date and this Supplemental Prospectus and any amendment or supplement hereto as well as any Final Terms reflect the status as of their respective dates of issue. The delivery of this Supplemental Prospectus 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 Issuer 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 Supplemental Prospectus nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuer, the Arranger or any Dealer that any recipient of this Supplemental Prospectus 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 Supplemental Prospectus, 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 Supplemental Prospectus 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 Supplemental Prospectus or the Final Terms come must inform themselves about, and observe, any such restrictions. See "Subscription and Sale" in the Prospectus.

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

This Supplemental Prospectus 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 Issuer, the Arranger and the Dealers represent that this Supplemental Prospectus 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.