

SECOND SUPPLEMENT TO THE ORIGINAL BASE PROSPECTUS
DATED 30 APRIL 2018



18 March 2019

NEDERLANDSE WATERSCHAPSBANK N.V.

(Incorporated in the Netherlands with its statutory seat in The Hague)

€60,000,000,000 Debt Issuance Program

Under its €60,000,000,000 Debt Issuance Program (the “**Program**”) Nederlandse Waterschapsbank N.V. (the “**Issuer**” or “**NWB Bank**”) may from time to time issue notes (the “**Notes**”) denominated in any currency agreed between the Issuer and the relevant Dealer. This second supplemental prospectus (the “**Second Supplemental Prospectus**”) is based on Article 5:23 of the Dutch Financial Supervision Act (the “**DFSA**”) and prepared in connection with the issue by the Issuer of Notes and is supplemental to, forms part of, and should be read in conjunction with the prospectus in relation to the Program dated 30 April 2018 (the “**Original Base Prospectus**”) as supplemented on 3 September 2018 (the Original Base Prospectus as supplemented on 3 September 2018 is referred to as the “**Base Prospectus**” in this Second Supplemental Prospectus). The purpose of this Second Supplemental Prospectus is to incorporate by reference into the Base Prospectus the press release with respect to NWB Bank’s 2018 results for the year ended on 31 December 2018 (as announced on 15 March 2019 and made available on <https://www.nwbbank.com/news/annual-figures-2018> (the “**Press Release**”).

Terms defined elsewhere in the Base Prospectus shall have the same meaning in this Second Supplemental Prospectus, unless specified otherwise.

This Second Supplemental Prospectus has been approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”), which is the Netherlands competent authority for the purpose of Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”) and relevant implementing measures in the Netherlands, as a supplemental prospectus issued in compliance with the Prospectus Directive, Commission Regulation EC No. 809/2004 (as amended) (the “**Prospectus Regulation**”) and relevant implementing measures in the Netherlands for the purpose of giving information with regard to the issue of Notes under the Program.

Application may be made for Notes to be admitted to trading on Euronext in Amsterdam (“**Euronext Amsterdam**”), the regulated market of Euronext Amsterdam N.V., the Official List of the Luxembourg Stock Exchange, Euronext in Paris, the regulated market of Euronext Paris S.A., Eurex Deutschland, the regulated market of Eurex Frankfurt AG and the regulated market of London Stock Exchange plc. In addition, Notes may be listed or admitted to trading, as the case may be, on any other stock exchange or market specified in the applicable Final Terms. The Program also permits Notes to be issued on the basis that they will not be admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system.

The AFM has been requested by the Issuer to provide the Luxembourg *Commission de Surveillance du Secteur Financier*, the French *Autorité des marchés financiers*, the German *Bundesanstalt für Finanzdienstleistungsaufsicht* and the United Kingdom *Financial Conduct Authority* with a certificate of approval attesting that this Second Supplemental Prospectus has been drawn up in accordance with the Prospectus Regulation.

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 the Notes may not be offered, sold or delivered within the United States, or to or for the account or benefit of U.S. persons (as defined in Regulation S under the Securities Act (“**Regulation S**”)), except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act, applicable U.S. state securities laws or pursuant to an effective registration statement. The Notes may be offered and sold (a) in bearer form outside the United States to non-U.S. persons in reliance on Regulation S and (b) in registered form within the United States to persons who are “qualified institutional buyers” (“**QIBs**”) within the meaning of and in reliance on Rule 144A under the Securities Act (“**Rule 144A**”) and outside the United States to non-U.S. persons in reliance on Regulation S. **Prospective purchasers who are QIBs are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.** For a description of these and certain further restrictions on offers, sales, and transfers of Notes and distribution of this Second Supplemental Prospectus together with the Base Prospectus, see “Plan of Distribution” and “Transfer Restrictions” in the Original Base Prospectus. Notes in bearer form are subject to U.S. tax law requirements.

An investment in the Notes involves certain risks. Prospective investors should have regard to the risk factors described under “Risk Factors” in the Original Base Prospectus.

This Second Supplemental Prospectus is supplemental to, forms part of, and should be read in conjunction and construed together with the Base Prospectus, including any documents incorporated by reference therein (which can be found on the website of the Issuer, <http://www.nwbbank.com> and may be obtained by contacting the Issuer by telephone (+31 70 416 62 66) or by email: legal@nwbbank.com), and in relation to any tranche of Notes, the Base Prospectus and this Second Supplemental Prospectus should be read and construed together with the relevant Final Terms.

IMPORTANT NOTICES

The Issuer has confirmed that the Base Prospectus and this Second Supplemental Prospectus contain all information regarding the Issuer, the Program and (subject to being supplemented by any Final Terms) the Notes issued under the Program which is (in the context of the Program and the issue of the Notes) material, and such information is true and accurate in all respects and is not misleading. The Issuer accepts responsibility for the information contained in the Base Prospectus and this Second Supplemental Prospectus. To the best knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in the Base Prospectus and this Second Supplemental Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Any information from third-parties contained in the Base Prospectus and this Second Supplemental Prospectus has been accurately reproduced and, as far as the Issuer is aware and able to ascertain from the information published by such third parties, does not omit anything likely to render the reproduced information inaccurate or misleading. The Issuer accepts responsibility accordingly.

In the context of an offer to the public as defined in the Prospectus Directive, and subject as provided in the applicable Final Terms, the only persons authorized to use the Base Prospectus and this Second Supplemental Prospectus in connection with an offer or listing of Notes are the persons named in the applicable Final Terms as the relevant Dealer or the Managers and the persons named in or identifiable following the applicable Final Terms as the Financial Intermediaries as the case may be.

AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES FROM AN OFFEROR WILL DO SO, AND OFFERS AND SALES OF THE NOTES TO AN INVESTOR BY AN OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE ISSUER WILL NOT BE A PARTY TO ANY SUCH ARRANGEMENTS WITH INVESTORS (OTHER THAN THE DEALERS) IN CONNECTION WITH THE OFFER OR SALE OF THE NOTES AND, ACCORDINGLY, THE BASE PROSPECTUS, THIS SECOND SUPPLEMENTAL PROSPECTUS AND ANY FINAL TERMS WILL NOT CONTAIN SUCH INFORMATION. THE INVESTOR MUST LOOK TO THE OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION. THE ISSUER HAS NO RESPONSIBILITY TO AN INVESTOR IN RESPECT OF SUCH INFORMATION.

No person has been authorized to give any information or to make any representation not contained or incorporated by reference in the Base Prospectus and this Second Supplemental Prospectus or any Final Terms or as approved in writing for such purpose by the Issuer and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer or any of the Dealers.

Neither the Base Prospectus and this Second Supplemental Prospectus nor any other information supplied in connection with the Program should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of the Base Prospectus and this Second Supplemental Prospectus or any other information supplied in connection with the Program should purchase any Notes.

Accordingly, no representation, warranty or undertaking, express or implied, is made by the Dealers, in their capacity as such. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs and its own appraisal of the creditworthiness of the Issuer. Neither the Base Prospectus, this Second Supplemental Prospectus nor any other information supplied in connection with the Program constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

The delivery of the Base Prospectus, this Second Supplemental Prospectus or any Final Terms and the offering, sale or delivery of any Notes shall not in any circumstances create any implication that there has been no adverse change in the financial situation of the Issuer since the date hereof or, as the case may be, the date upon which the Base Prospectus has been most recently amended or supplemented or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since the date hereof or, if later, the date upon which the Base Prospectus has been most recently amended or supplemented or that any other information supplied in connection with the Program is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Program. Investors should review, inter alia, the Financial Information (as defined in the section “*Presentation of Financial and Other Information – Presentation of Financial Information*” in the Original Base Prospectus) and the most recent financial statements of the Issuer when deciding whether or not to purchase any Notes.

Neither the Base Prospectus nor this Second Supplemental Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of the Base Prospectus, this Second Supplemental Prospectus and any Final Terms and the offer, sale and delivery of Notes may be restricted by law in certain jurisdictions. The Issuer and the Dealers do not represent that the Base Prospectus or this Second Supplemental Prospectus may be lawfully distributed, or that any 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 Dealers which is intended to permit a public offering of any Notes or distribution of the Base Prospectus or this Second Supplemental Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither the Base Prospectus, this Second Supplemental Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession the Base Prospectus, this Second Supplemental Prospectus or any Notes may come must inform themselves about, and observe any such restrictions on the distribution of the Base Prospectus, this Second Supplemental Prospectus and the offering and sale of Notes. In particular, there are restrictions on the distribution of the Base Prospectus, this Second Supplemental Prospectus and the offer or sale of Notes in the United States, the European Economic Area (including France, the Netherlands and the United Kingdom) and Japan, see the sections “*Plan of Distribution*” and “*Transfer Restrictions*” in the Original Base Prospectus.

In particular, the Notes have not been and will not be registered under the Securities Act or any U.S. state securities laws. The Notes may not be offered, sold or delivered within the United States, or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws, or pursuant to an effective registration statement. Bearer Notes are subject to United States tax law requirements. Subject to certain exceptions, Bearer Notes may not be offered, sold or delivered within the United States or to United States persons, as defined in the Code, and the U.S. Treasury Regulations thereunder.

The Notes may be offered and sold (a) in bearer form outside the United States to non-U.S. persons in reliance on Regulation S and (b) in registered form within the United States to QIBs within the meaning of and in reliance on Rule 144A and outside the United States to non-U.S. persons in reliance on Regulation S. **Prospective purchasers who are QIBs are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.** For a description of these and certain further restrictions on offers, sales, and transfers of Notes and distribution of this Second Supplemental Prospectus together with the Base Prospectus, see “Plan of Distribution” and “Transfer Restrictions” in the Original Base Prospectus. Notes in bearer form are subject to U.S. tax law requirements.

Neither the Program nor the Notes have been approved or disapproved by the U.S. Securities and Exchange Commission (the “SEC”), 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 any offering of the Notes or the accuracy of the Base Prospectus nor this Second Supplemental 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, 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: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, 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 the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended 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.

SUPPLEMENTAL INFORMATION

On page 48 of the Original Base Prospectus under the section “*Documents incorporated by reference*” reference should also be made to the Press Release as filed with the AFM which document shall be deemed to be incorporated in, and to form part of, the Base Prospectus:

- The press release dated 15 March 2019 with respect to NWB Bank's 2018 results for the year ended on 31 December 2018.

The Press Release should be read in conjunction and construed together with the information set forth, or incorporated by reference, in the Base Prospectus, including the information under the section “*Operating and Financial Review*” in the Original Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Second Supplemental Prospectus or any statement incorporated by reference into the Base Prospectus by this Second Supplemental Prospectus and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements under (a) above will prevail.

Save as disclosed in this Second Supplemental Prospectus, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

There are not and have not been any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months before the date of this Second Supplemental Prospectus which may have, or have had in the recent past, significant effects on the financial position or profitability of the Issuer taken as a whole.

The current wording under the section “*General Information*” subsection “*Significant Change*” on page 202 of the Original Base Prospectus will be replaced by the following wording:

“There has been no material adverse change in the prospects of NWB Bank since 31 December 2018, nor has there been any significant change in the financial or trading position of NWB Bank, which has occurred since 31 December 2018.”