

BASE PROSPECTUS SUPPLEMENT

Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Structured Products)

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

EUR 15,000,000,000

Structured Medium-Term Note Programme

Due from seven days to perpetuity



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

This Base Prospectus Supplement is supplemental to, and should be read in conjunction with, the base prospectus dated 30 July 2014 and the base prospectus supplement dated 21 August 2014 (together with the base prospectus dated 30 July 2014, the '**Base Prospectus**'). Capitalised terms used but not otherwise defined in this Base Prospectus Supplement shall have the meanings ascribed thereto in the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Base Prospectus Supplement or any statement incorporated by reference into the Base Prospectus by this Base Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) will prevail.

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

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

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

The date of this Base Prospectus Supplement is 5 November 2014.

IMPORTANT INFORMATION

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

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

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

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

The Base Prospectus shall be amended as follows. References to page numbers are to page numbers of the base prospectus dated 30 July 2014.

On the cover page in the fifteenth paragraph, the sentence:

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

shall be replaced with the sentence:

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

On page 14 in Element ‘B.17’ of the section entitled ‘Section B – Issuer’ in the chapter ‘Summary of Programme relating to PD Notes’, the sentence:

“Senior unsecured Notes issued under the programme are expected to be rated Aa2 by Moody’s and Senior Notes with a maturity of one year or more are expected to be rated AA- by Standard & Poor’s.”

shall be replaced with the sentence:

“Senior unsecured Notes issued under the programme are expected to be rated Aa2 by Moody’s and Senior Notes with a maturity of one year or more are expected to be rated A+ by Standard & Poor’s.”

On pages 92 and 93 in the section entitled ‘Rating’ in the chapter ‘General Description of the Programme’, the sentences:

“Senior Notes with a maturity of one year or more issued under the programme are expected to be rated AA- by Standard & Poor’s.”

and

“As defined by Standard & Poor’s, an ‘AA’ rating means that the Notes have a high rating assigned by Standard & Poor’s and that the Issuer’s capacity to meet its financial commitment on the obligation is very strong. The ‘AA’ rating is modified by the addition of a minus (-) sign to show relative standing within the ‘AA’ rating category.”

shall respectively be replaced with the sentences:

“Senior Notes with a maturity of one year or more issued under the programme are expected to be rated A+ by Standard & Poor’s.”

and

“As defined by Standard & Poor’s, Notes rated ‘A’ are somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than notes in higher-rated categories. However, the Issuer’s capacity to meet its financial commitment on the Notes is still strong. The ‘A’ rating is modified by the addition of a plus (+) sign to show relative standing within the ‘A’ rating category.”

On page 255 under ‘Ratings’ at the end of the sub-section entitled ‘Recent Developments’ of the chapter ‘Description of Business of the Rabobank Group’, the sentences:

“On 30 April 2014, Standard & Poor’s affirmed the long-term counterparty credit rating of Rabobank Nederland of ‘AA-’. The outlook on the long-term credit rating remained negative.”

shall be replaced with the sentences:

“On 4 November 2014, Standard & Poor’s lowered its long-term counterparty credit rating on Rabobank Nederland to ‘A+’. The outlook on the long-term credit rating is negative.”