

## BASE PROSPECTUS SUPPLEMENT

### **Rabobank**

#### **Coöperatieve Rabobank U.A.**

*(a cooperative (coöperatie) formed under the laws of the Netherlands with its statutory seat in Amsterdam)*

#### **Coöperatieve Rabobank U.A. Australia Branch**

**(Australian Business Number 70 003 917 655)**

*(a cooperative (coöperatie) formed under the laws of the Netherlands with its statutory seat in Amsterdam)*

#### **Coöperatieve Rabobank U.A. New Zealand Branch**

**(New Zealand Business Number 94 290 383 54 397)**

*(a cooperative (coöperatie) formed under the laws of the Netherlands with its statutory seat in Amsterdam)*

#### **EUR 160,000,000,000 Global 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 Global Medium-Term Note Programme (the “**Programme**”) under which Coöperatieve Rabobank U.A. (“**Rabobank**” or “**Rabobank Nederland**”), may through its head office or through Coöperatieve Rabobank U.A. Australia Branch (“**Rabobank Australia Branch**”) or through Coöperatieve Rabobank U.A. New Zealand Branch (“**Rabobank New Zealand Branch**”), subject to compliance with all relevant laws, regulations and directives, from time to time, issue Global Medium-Term Notes (the “**Notes**”). References herein to the “**Issuer**” shall mean Rabobank, Rabobank Australia Branch or Rabobank New Zealand Branch.

This Base Prospectus Supplement is supplemental to, and should be read in conjunction with, the base prospectus dated 13 May 2019, the base prospectus supplement dated 15 August 2019, the base prospectus supplement dated 13 February 2020 and the base prospectus supplement dated 31 March 2020 (together, 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 Senior Preferred 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 29 April 2020.

## IMPORTANT INFORMATION

**Rabobank, 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 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 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.

The Arranger and the Dealers (excluding Rabobank (in its capacity as Dealer)) have not separately verified the information contained in this Base Prospectus Supplement or the Base Prospectus. None of the Dealers (excluding Rabobank (in its capacity as Dealer)) or the Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Base Prospectus Supplement or the Base Prospectus. Neither this Base Prospectus Supplement or the Base Prospectus nor any financial statements should be considered as a recommendation by the Issuer, the Dealers or the Arranger 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. None of the Dealers (excluding Rabobank (in its capacity as Dealer)) nor the Arranger undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Base Prospectus Supplement and the Base Prospectus nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers (excluding Rabobank (in its capacity as Dealer)) or the Arranger.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

The following amendments shall be made to the text of the Base Prospectus. References to page numbers are to the pages of the Base Prospectus dated 13 May 2019.

1. In the section entitled “Risk Factors” beginning on page 30 of the Base Prospectus, the following text shall be deemed to be inserted, immediately following the risk factor entitled “Business and General Economic Conditions”:

***“The outbreak of communicable diseases around the world may materially and adversely affect Rabobank's business, financial condition and results of operations***

The outbreak of communicable diseases, pandemics and epidemics or health emergencies all impact the business and economic environment in which Rabobank operates. Certain of these risks are often experienced globally as well as in specific geographic regions where Rabobank does business. For example, the coronavirus (or Covid-19) outbreak, which has spread globally in recent months, has disrupted various markets and resulted in uncertainty about the development of the economies affected by the outbreak. Rabobank could be affected by the Covid-19 outbreak through its direct and indirect impact on, among others, the customers or other counterparties of Rabobank, both in The Netherlands and elsewhere. More specifically, the impact is expected on instruments measured at fair value and on expected credit losses. Given the uncertainties and ongoing developments, the exact ramifications of the Covid-19 outbreak are highly uncertain and, as of 29 April 2020, it is difficult to predict the spread or duration of the outbreak. There can also be no assurances that a potential tightening of liquidity conditions in the future as a result of, for example, further deterioration of public finances of certain European countries will not lead to new funding uncertainty, resulting in increased volatility and widening credit spreads. Any of the foregoing factors could have a material adverse effect on Rabobank's business, financial condition and results of operations.”

2. The section entitled “Recent Development” on page 277 of the Base Prospectus shall be amended with the following text, immediately following the paragraph entitled “*Potential Impact of Brexit*”:

***“Potential Impact of Covid-19***

Rabobank Group is monitoring the ongoing outbreak of the coronavirus (Covid-19) carefully as it evolves to understand the potential impact on its people and business. Based on the current position, the extent of the risk posed by Covid-19 in the future is still highly uncertain and may have a materially adverse impact on the Issuer's financial position.”

3. Paragraph 2. in the section entitled “General Information” on page 500 of the Base Prospectus shall be deleted and restated as follows:

“2. As at 29 April 2020, other than disclosed in the section entitled “*Recent Developments*”, there has been no significant change in the financial position or trading position of the Issuer or of Rabobank Group, since 31 December 2019, and there has been no material adverse change in the financial position or prospects of the Issuer or of Rabobank Group, since 31 December 2019, the last day of the financial period in respect of which audited financial statements of the Issuer have been prepared.”