

**SUPPLEMENT TO THE BASE PROSPECTUS DATED 26 MAY 2009 RELATING TO  
THE DEBT ISSUANCE PROGRAMME OF FRIESLAND BANK N.V.**

**DATED 10 MAY 2010**



**FRIESLAND BANK N.V.**

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

**Debt Issuance Programme**

Under its Debt Issuance Programme (the "**Programme**") described in the prospectus dated 26 May 2009 (the "**Prospectus**") Friesland Bank N.V. (the "**Issuer**") 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 placement 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 Supplement is prepared to update and amend the Prospectus 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 Issuer. Terms defined in the Prospectus shall have the same meaning in this Supplement, unless specified otherwise.

This Supplement has been approved by and filed with the Netherlands Authority for the Financial Markets (*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 the Prospectus has been drawn up in accordance with the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) and related regulations which implement Directive 2003/71/EC (the "**Prospectus Directive**") in Dutch law (the "**Notification**"). The Issuer may request the AFM to provide competent authorities in additional Member States which are parties to the Agreement on the European Economic Area of 17 March 2003 with a Notification.

The Prospectus and this Supplement are available on the website of the Issuer at [www.frieslandbank.com](http://www.frieslandbank.com) as of 10 May 2010 and are available at the Leeuwarden office of the Issuer at Beursplein 1, 8900 AA Leeuwarden, The Netherlands, and at the office of The Royal Bank of Scotland N.V. at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands, as the Paying Agent and Listing Agent, where copies of the Prospectus, this

Supplement and any documents incorporated by reference therein may also be obtained free of charge.

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

## **AMENDMENTS TO THE PROSPECTUS**

This Supplement is prepared in connection with the downgrade by Fitch Ratings on 12 April 2010 of the long-term credit rating for the Issuer to "BBB+ (outlook stable)" from "A-", the publication on 15 April 2010 of the press release with respect to the 2009 annual results of the Issuer and the publication on 21 April 2010 of the press release with respect to the resignation of R. Klaasman as Chairman of the Board of Management. The information contained in the Prospectus will be amended and supplemented as further described below.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Prospectus, the statements in this Supplement will prevail.

### **Downgrade by Fitch Ratings of the Issuers' Long-term Issuer Default Rating to "BBB+ (outlook stable)" from "A-"**

This Supplement is prepared in connection with the publication by Fitch Ratings on 12 April 2010 of the press release headed "Fitch downgrades Friesland Bank to 'BBB+' (the "**Fitch Press Release**"). The information on the Issuer's long-term credit rating included in the Fitch Press Release qualifies as a significant new factor relating to the information included in the Prospectus, which is capable of affecting the assessment of any Notes to be issued.

The Fitch Press Release is available on [www.frieslandbank.com](http://www.frieslandbank.com) under the heading "ratings" and will be deemed to be incorporated in, and to form part of, this Supplement.

In relation to the Fitch Press Release, the Prospectus shall be amended as follows:

- On page 9, the risk factor headed "A downgrade of any of Friesland Bank's credit ratings may impact its ability to attract funding and could have an adverse effect on its financial condition", shall be amended and restated in its entirety so that it will read as follows:

**"A downgrade of any of Friesland Bank's credit ratings may impact its ability to attract funding and could have an adverse effect on its financial condition**

Moody's Investors Service and Fitch Ratings have issued long-term credit ratings for Friesland Bank of A2 ("under review for possible downgrade") and BBB+ (outlook stable) respectively. A downgrade of any of Friesland Bank's credit ratings (for whatever reason) would result in higher funding and refinancing costs for Friesland Bank on the capital markets. In addition, a downgrade may limit Friesland Bank's opportunities to operate in certain business areas and may have a particularly adverse effect on its image as a participant on the capital markets, as well as in the eyes of its clients. These factors may adversely affect Friesland Bank's financial condition and results of operations."

- On page 28, the paragraph headed "Rating definitions Fitch Ratings", shall be amended and restated in its entirety so that it will read as follows:

*"Rating definitions Fitch Ratings"*

**"BBB"**: Good credit quality. BBB ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity.

"+" or "-": may be appended to a rating to denote relative status within major rating categories."

- On page 104, under the headings "PAYING AGENT" and "AMSTERDAM LISTING AGENT", the name "ABN AMRO Bank N.V." will be replaced with the name "Royal Bank of Scotland N.V." and the address under the heading "PAYING AGENT" shall be amended and restated in its entirety so that it will read as follows: "Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands".

### **2009 Annual results**

In addition to the above amendments and restatements, this Supplement is prepared in connection with the publication on 15 April 2010 of the press release with respect to the 2009 annual results of the Issuer (the "**Annual Results Press Release**").

Information included on the pages 1 up to and including page 10 and Annexes 1 up to 6 (of Annex 2: Figures) of the Annual Results Press Release qualify as a significant new factor relating to the information included in the Prospectus set forth on pages 83 and 87 up to and including page 89, which is capable of affecting the assessment of any Notes to be issued.

The Annual Results Press Release is available on [www.frieslandbank.com](http://www.frieslandbank.com) under the heading "investor relations".

The Annual Results Press Release has been filed with the AFM and will be deemed to be incorporated in, and to form part of, this Supplement.

### **Resignation of R. Klaasman as Chairman of the Board of Management**

This Supplement is furthermore prepared in connection with the publication on 21 April 2010 of the press release with respect to the resignation of R. Klaasman as Chairman of the Board of Management (the "**Klaasman Press Release**").

Information included in the Klaasman Press Release qualifies as a significant new factor relating to the information included in the Prospectus set forth on page 4 under the heading "Board of Management" and on page 86 under the heading "Board of Management", which is capable of affecting the assessment of any Notes to be issued.

The Klaasman Press Release is available on [www.frieslandbank.com](http://www.frieslandbank.com) under the heading "investor relations".

The Klaasman Press Release has been filed with the AFM and will be deemed to be incorporated in, and to form part of, this Supplement.

### **Further changes to the Prospectus**

In relation to the incorporation by reference of the Annual Results Press Release, the Klaasman Press Release and the Fitch Press Release, the Prospectus shall be further amended as follows.

- On page 21, the chapter headed "Documents incorporated by reference", shall be amended and restated in its entirety so that it will read as follows:

"The following information shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (1) Friesland Bank's articles of association as per the Publication Date (in the original Dutch language version as well as in English translation);
- (2) pages 21 through 86 and 103 through 104 of the Friesland Bank N.V. annual report 2007, containing the audited consolidated financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2007 based on International Financial Reporting Standards ("IFRS") as adopted by the European Union; and
- (3) pages 19 through 88 and 104 through 105 of the Friesland Bank N.V. annual report 2008, containing the audited consolidated financial statements (including the auditors' report thereon and notes thereto) of the Issuer in respect of the year ended 31 December 2008 based on IFRS as adopted by the European Union;
- (4) pages 1 up to and including page 10 and the Annexes 1 up to 6 of the press release dated 15 April 2010 with respect to the 2009 annual results of Friesland Bank N.V. (the "**2009 Annual Results Press Release**");
- (5) the press release dated 21 April 2010 with respect to the resignation of R. Klaasman as Chairman of the Board of Management; and
- (6) the press release headed "Fitch downgrades Friesland Bank to 'BBB+' published by Fitch Ratings on 12 April 2010 (the "**Fitch Press Release**").

These documents can be obtained without charge at the offices of the Issuer and the Agent, each as set out at the end of this Base Prospectus. In addition the financial statements are available on the Issuer's website at [www.frieslandbank.nl](http://www.frieslandbank.nl). The press releases referred to under (4), (5) and (6) above are available on the Issuer's website at [www.frieslandbank.com](http://www.frieslandbank.com)."

- On page 101, the paragraph headed "No significant change and no material adverse change", shall be amended and restated in its entirety so that it will read as follows:

**"No significant change and no material adverse change**

Other than the changes reflected in the 2009 Annual Results Press Release and the Fitch Press Release, there has been no significant change in the financial position of the Issuer and its group taken as whole and there has been no material adverse change in the prospects of the Issuer since 31 December 2008."

## **RESPONSIBILITY STATEMENT**

Only the Issuer accepts responsibility for the information contained in this Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its 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 in the Prospectus and this Supplement. 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 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, any amendment, any document incorporated by reference herein, 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 Issuer, 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 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 Supplement 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 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 "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 Issuer, 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.