

## BASE PROSPECTUS SUPPLEMENT



### ***Rabobank Nederland***

#### **Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A.**

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

#### **Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland) 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 Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland) Singapore Branch**

**(Singapore Company Registration Number S86FC3634A)**

*(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 (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 Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland) ('Rabobank Nederland', the 'Bank' or the 'Issuer'), may through its head office or through its branches listed above, 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 Nederland, whether issuing Notes through its head office or through its branches listed above.

The branches through which Rabobank Nederland may issue Notes are Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland) Australia Branch and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland) Singapore Branch.

This Base Prospectus Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus dated 6 May 2011 and the base prospectus supplement dated 14 October 2011 (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 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 30 November 2011.

## **IMPORTANT INFORMATION**

Rabobank Nederland, 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 Nederland 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 International) have not separately verified the information contained in this Base Prospectus Supplement or the Base Prospectus. None of the Dealers (excluding Rabobank International) 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 are intended to provide the basis of any credit or other evaluation and should not 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 International) 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 International) or the Arranger.

## **Amendments to the Base Prospectus**

The Base Prospectus shall be amended in the manner set out below. References to page numbers, paragraphs, section titles and chapters are to those page numbers, paragraphs, section titles and chapters of and set out in the Base Prospectus.

1. On the coverpage in the eighth paragraph

The sentence:

“Senior unsecured Notes issued under the programme have been rated Aaa by Moody’s Investors Service Limited. (‘Moody’s’) and Senior Notes with a maturity of one year or more are expected to be rated AAA by Standard & Poor’s Credit Market Services Europe Limited (‘Standard & Poor’s’).”

shall be replaced with the sentence:

“Senior unsecured Notes issued under the programme have been rated Aaa by Moody’s Investors Service Limited (‘Moody’s’) and Senior Notes with a maturity of one year or more are expected to be rated AA by Standard & Poor’s Credit Market Services Europe Limited (‘Standard & Poor’s’).”

2. On page 5 in the second paragraph of the section entitled Rabobank

The sentence:

“Rabobank Nederland has the highest credit rating awarded by the international rating agencies Standard & Poor’s (AAA since 1981) and Moody’s (Aaa since 1981).”

shall be replaced with the sentence:

“Rabobank Nederland has the highest credit rating awarded by the international rating agency Moody’s (Aaa since 1981).”

3. On page 27 of the section entitled Rating of the chapter General Description of the Programme

The sentence:

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

shall be replaced with the sentence:

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

4. On page 99 in the second paragraph of the section entitled General of the chapter Description of Business of Rabobank Group

The sentences:

“Rabobank Nederland has the highest credit rating awarded by the international rating agencies Standard & Poor’s (AAA since 1981) and Moody’s (Aaa since 1981). Standard & Poor’s and Moody’s revised their outlook on these ratings from stable to negative in 2009.”

shall be replaced with the sentences:

“Rabobank Nederland has the highest credit rating awarded by the international rating agency Moody’s (Aaa since 1981). Moody’s revised its outlook on this rating from stable to negative in 2009.”

5. On page 111 in the second paragraph of the section entitled Business overview of the chapter Management’s Discussion and Analysis of Financial Condition and Results of Operations

The sentence:

“Rabobank Nederland has the highest credit rating awarded by the international rating agencies Standard & Poor’s (AAA since 1981) and Moody’s (Aaa since 1981).”

shall be replaced with the sentence:

“Rabobank Nederland has the highest credit rating awarded by the international rating agency Moody’s (Aaa since 1981).”

#### **Addition to Recent Developments**

The Base Prospectus shall be supplemented by the insertion of the following paragraph at the end of the sub-section entitled ‘Recent Developments’ of the chapter ‘Description of Business of the Rabobank Group’ on page 104.

#### ***“Ratings***

On 29 November 2011 Standard & Poor’s published a press statement in which it announced that it has lowered the long-term counterparty credit rating on Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland) to AA. The outlook is stable.”