



N.V. Bank Nederlandse Gemeenten

(Incorporated in the Netherlands with limited liability and having its statutory domicile in The Hague)

Euro 80,000,000,000

Debt issuance programme

N.V. Bank Nederlandse Gemeenten (the "**Issuer**" or "**BNG**") may from time to time offer debt instruments (the "**Notes**") pursuant to a programme of issuance established on 7 December 1993 (as amended) (the "**Programme**"). This supplemental prospectus (the "**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 Programme dated 2 August 2011 as supplemented on 5 September 2011 (the "**Base Prospectus**").

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

This 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 (the "**Prospectus Directive**" which term includes amendments thereto, including Directive 2010/73/EU to the extent implemented in a relevant Member State of the European Economic Area) and relevant implementing measures in The Netherlands, as a supplemental prospectus issued in compliance with the Prospectus Directive, Commission Regulation EC No. 809/2004 (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 Programme.

The AFM has been requested by the Issuer to provide the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**") with a certificate of approval attesting that this Supplemental Prospectus has been drawn up in accordance with the Prospectus Directive and the Prospectus Regulation so that the Notes issued under the Programme may be listed on the regulated market of the Luxembourg Stock Exchange. Application may be made for Notes issued under the Programme to be admitted to trading on the regulated market of the Luxembourg Stock Exchange.

The AFM may be further requested by the Issuer to provide other competent authorities in the European Economic Area with a certificate of approval attesting that this Supplemental Prospectus has been drawn up in accordance with the Prospectus Directive and the Prospectus Regulation so that application may be made for Notes issued under the Programme to be admitted to trading on other regulated markets. The Programme 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 or to be admitted to listing, trading and/or quotation by such other or further listing authorities, stock exchanges (including the SIX Swiss Exchange) and/or quotation systems as may be agreed with the Issuer.

The Notes have not been and will not be registered under the U.S. 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 (“**Regulation S**”) under the Securities Act), except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and applicable United States state securities laws, or pursuant to an effective registration statement. The Notes may be offered and sold (a) in bearer form or registered form outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act and (b) in registered form within the United States to persons who are “qualified institutional buyers” (“**QIBs**”) in reliance on Rule 144A (“**Rule 144A**”) under the Securities Act. 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 the Supplemental Prospectus together with the Base Prospectus, see "*Plan of Distribution*" and "*Transfer Restrictions*" in the Base Prospectus. The Notes in bearer form are subject to United States tax law requirements.

PROSPECTIVE INVESTORS SHOULD HAVE REGARD TO THE FACTORS DESCRIBED UNDER THE SECTION HEADED "RISK FACTORS" IN THE BASE PROSPECTUS.

This 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.bng.nl/smartsite.shtml?id=51607> and <http://www.bng.nl/smartsite.shtml?id=51928>), and in relation to any Tranche (as defined therein) of Notes, the Base Prospectus should be read and construed together with the relevant Final Terms.

The date of this Supplemental Prospectus is 1 November 2011.

IMPORTANT NOTICES

The Issuer has confirmed that the Base Prospectus and this Supplemental Prospectus contain all information regarding the Issuer and (subject to being supplemented by any final terms (each the “**Final Terms**”) in the form set out on pages 69-87 of the Base Prospectus) the Notes issued under the Programme which is (in the context of the Programme 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 Supplemental Prospectus. To the best of the knowledge 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 Supplemental Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Issuer has not authorised the making or provision of any representation or information regarding the Issuer or the Notes other than as contained or incorporated by reference in the Base Prospectus, this Supplemental Prospectus or any Final Terms or as approved in writing for such purpose by the Issuer. Any such representation or information should not be relied upon as having been authorised by the Issuer or the Dealers.

Neither the Dealers nor any of their respective affiliates have authorised the whole or any part of this Supplemental Prospectus and none of them makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Supplemental Prospectus. The delivery of the Base Prospectus, this 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 Programme 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 distribution of the Base Prospectus, this Supplemental Prospectus and any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Base Prospectus or this Supplemental Prospectus comes are required by the Issuer and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on distribution of the Base Prospectus, this Supplemental Prospectus and other offering material relating to the Notes see “*Plan of Distribution*” in the 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 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), except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act and applicable United States state securities laws, or pursuant to an effective registration statement. Notes in bearer form 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 those terms are defined in the U.S. Internal Revenue Code of 1986, as amended, and by the U.S. Treasury Regulations thereunder.

The Notes may be offered and sold (A) in bearer form or registered 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 in reliance on Rule 144A. Prospective purchasers 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, see "*Plan of Distribution*" and "*Transfer Restrictions*" in the Base Prospectus.

The Programme and the Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, 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 the offering of the Notes or the accuracy of the Base Prospectus or this Supplemental Prospectus. Any representation to the contrary is a criminal offence in the United States.

Neither the Base Prospectus, nor this Supplemental Prospectus constitutes an offer of, or an invitation to subscribe for or purchase, any Notes and neither the Base Prospectus, nor this Supplemental Prospectus should be considered as a recommendation by the Issuer or the Dealers that any recipient of the Base Prospectus or this Supplemental Prospectus should subscribe for or purchase any Notes. Each recipient shall be taken to have made its own investigation and appraisal of the financial condition of the Issuer.

Only investors who have already agreed to purchase or subscribe for Notes before the date of this Supplemental Prospectus have the right, exercisable within two working days after the date of this Supplemental Prospectus, to withdraw their acceptances.

The Issuer has given undertakings in connection with the listing of the Notes on the regulated market of the Luxembourg Stock Exchange and Euronext Amsterdam and/or any other stock exchange to the effect that, so long as any Note remains outstanding and listed on the regulated market of the Luxembourg Stock Exchange or Euronext Amsterdam and/or any other stock exchange (as the case may be), in the event of any material adverse change in the financial condition of the Issuer which is not reflected in the Base Prospectus or this Supplemental Prospectus or if a significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus or this Supplemental Prospectus arises or is noticed, the Issuer will prepare a supplement to the Base Prospectus or publish a new Base Prospectus for use in connection with any subsequent issue of Notes to be listed on the regulated market of the Luxembourg Stock Exchange or Euronext Amsterdam and/or any other stock exchange (as the case may be). If the terms of the Programme are modified or amended in a manner which would make the Base Prospectus, as supplemented, inaccurate or misleading, a new Base Prospectus or a supplement to the Base Prospectus will be prepared.

The Base Prospectus and this Supplemental Prospectus have been prepared on the basis that, except to the extent sub-paragraph (ii) below may apply, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of Notes which are the subject of an offering contemplated in the Base Prospectus or this Supplemental Prospectus as completed by Final Terms in relation to the offer of those Notes may only do so (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer, or (ii) if a prospectus for such offer has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State and (in either case) published, all in accordance with the Prospectus Directive, provided that any such prospectus has subsequently been completed by Final Terms which specify that offers may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State and such offer is made in the period beginning and ending on the dates specified for such purpose in such prospectus or final terms, as applicable, and in case of sub-paragraph (i) and (ii) above subject to and in accordance with the restrictions set out in "*Plan of Distribution*" in the Base Prospectus. Except to the extent sub-paragraph (ii) above may apply, neither the Issuer nor any Dealer have authorised, nor do they authorise, the making of any offer of Notes in

circumstances in which an obligation arises for the Issuer or any Dealer to publish or supplement a prospectus for such offer.

Supplemental Information

Increase of the Programme amount

On 18 October 2011, the Executive Board, pursuant to the authorisation of the Supervisory Board of 17 October 2011, resolved to increase the Programme amount to EUR 90,000,000,000 (or its equivalent in other currencies), which increase is effective as of 1 November 2011. References in the Base Prospectus to the authorised amount of the Programme being EUR 80,000,000,000 shall be construed with effect from the date of this Supplemental Prospectus as if they were references to the authorised amount of the Programme being EUR 90,000,000,000.