

## Final Terms

Dated 20 November 2017

### Achmea Bank N.V.

(incorporated under the laws of the Netherlands with limited liability and having its statutory seat in The Hague, the Netherlands)

### Issue of EUR 500,000,000 0.375 per cent. Fixed Rate Covered Bonds due November 2024 (the "Covered Bonds")

Guaranteed as to payment of principal and interest by

#### Achmea Conditional Pass-Through Covered Bond Company B.V.

under Achmea Bank N.V.'s EUR 5,000,000,000 Conditional Pass-Through Covered Bond Programme

This document constitutes the Final Terms of the issue of Covered Bonds under the EUR 5,000,000,000 Conditional Pass-Through Covered Bond Programme (the "**Programme**") of Achmea Bank N.V. as the Issuer guaranteed by Achmea Conditional Pass-Through Covered Bond Company B.V. as the CBC, described herein for the purposes of article 5.4 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and including any relevant implementing measures in a relevant member state of the EEA (the "**Prospectus Directive**"). This document must be read in conjunction with the base prospectus pertaining to the Programme, dated 2 November 2017 as lastly amended on 15 November 2017 and any further amendments and supplements thereto (the "**Base Prospectus**"), which constitute a base prospectus for the purposes of the Prospectus Directive. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus and any amendments or supplements thereto and the terms and conditions set forth in the Base Prospectus. The Base Prospectus (and any amendments thereto) is/are, in accordance with article 14 of the Prospectus Directive, available for viewing at [www.achmeabank.nl](http://www.achmeabank.nl) as well as at the office of the Issuer at Spoorlaan 298, 5017 JZ Tilburg, the Netherlands, where copies may also be obtained (free of charge). Any supplements to the Base Prospectus will in any case be available at this office and copies thereof may be obtained (free of charge) there.

The Covered Bonds and the Guarantee have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. The securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. Accordingly, the Covered Bonds are being offered, sold or delivered only to non-U.S. persons outside the United States in reliance on Regulation S.

## PART A - CONTRACTUAL TERMS

These Final Terms are to be read in conjunction with the Terms and Conditions (the "**Terms and Conditions**") set forth in section 7 (*Conditional Pass-Through Covered Bonds*) of the Base Prospectus. The Terms and Conditions as supplemented, amended and/or disapplied by these Final Terms constitute the conditions (the "**Conditions**") of the Covered Bonds. Capitalised terms not defined herein have the same meaning as in the Terms and Conditions. Certain capitalised terms in the Conditions which are not defined therein have the meaning set forth in a master definitions agreement (the "**Master Definitions Agreement**") dated 2 November 2017 as the same may be further amended, supplemented, restated or otherwise modified from time to time and signed by the Issuer, the CBC, the Security Trustee, the Transferor and certain other parties. All references to numbered Conditions and sections are to Conditions and sections of the Terms and Conditions set forth in section 7 (*Conditional Pass-Through Covered Bonds*) of the Base Prospectus.

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|----|------|----------------|---|
| 1. | (i)  | Issuer:        | Achmea Bank N.V.  |
|    | (ii) | CBC:           | Achmea Conditional Pass-Through Covered Bond Company B.V. |
| 2. | (i)  | Series Number: | 1   |

	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro
4.	Aggregate Nominal Amount:	EUR 500,000,000
5.	Issue Price of Tranche:	99.731 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7.	(i) Issue Date:	22 November 2017
	(ii) Interest Commencement Date:	For the Fixed Rate period (the period from (and including) the Issue Date to (but excluding) the Maturity Date or, if earlier, the date on which a Breach of Amortisation Test Notice has been served): Issue Date
		For the extension Fixed Rate period (the period from (and including) the Maturity Date or if earlier, the date on which a Breach of Amortisation Test Notice has been served to (but excluding) the Extended Due for Payment Date): the Maturity Date or, if earlier, the date on which a Breach of Amortisation Test Notice is served
8.	Maturity Date:	22 November 2024
	Extended Due for Payment Date:	22 November 2056
9.	Interest Basis:	For the Fixed Rate period (the period from (and including) the Issue Date to (but excluding) the Maturity Date or, if earlier, the date on which a Breach of Amortisation Test Notice has been served):
		0.375 per cent. Fixed Rate per annum
		If payment of the Guaranteed Final Redemption Amount is deferred in whole or in part, for the period from (and including) the Maturity Date or, if earlier, the date on which a Breach of Amortisation Test Notice has been served to (and excluding) the Extended Due for Payment Date:
		0.375 per cent. Fixed Rate per annum
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not applicable
13.	Status of the Covered Bonds:	Unsubordinated, unsecured, guaranteed
14.	Status of the Guarantee:	Unsubordinated, secured (indirectly, through a parallel debt), unguaranteed

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Covered Bond Provisions:** Applicable to but excluding the Maturity Date, or if earlier, the date on which a Breach of Amortisation Test Notice has been served
- (i) Rate(s) of Interest: 0.375 per cent. per annum payable annually in arrear
  - (ii) Interest Payment Date(s): 22 November in each year commencing on 22 November 2018 up to and including the Maturity Date, if applicable subject to the Business Day Convention
  - (iii) Fixed Coupon Amount(s): EUR 375 per Calculation Amount
  - (iv) Broken Amount(s): Not Applicable
  - (v) Business Day Convention
    - Business Day Convention: Following Business Day Convention
    - Adjustment or Unadjustment for Interest Period: Unadjusted
  - (vi) Fixed Day Count Fraction: Actual/Actual (ICMA)
16. **Floating Rate Covered Bond Provisions:** Not Applicable
17. **Interest Provisions for Pass-Through Covered Bonds:** Applicable from and including the Maturity Date if payment of the Guaranteed Final Redemption Amount is deferred in whole or in part or, if earlier, applicable from and including the date on which a Breach of the Amortisation Test Notice is served
- (i) Rate(s) of Interest: 0.375 per cent. per annum payable monthly in arrear
  - (ii) Interest Payment Date(s): Each CBC Payment Date after the earlier of (i) the Maturity Date up to and including the Extended Due for Payment Date and (ii) the date on which a Breach of Amortisation Test Notice is served, up to and including the Extended Due for Payment Date, if applicable subject to the Business Day Convention
  - (iii) Interest Period: Each period from and including an Interest Payment Date to but excluding the next subsequent Interest Payment Date
  - (iv) Business Day Convention
    - Business Day Convention: Following Business Day Convention
    - Adjustment or Unadjustment for Interest Period: Unadjusted
  - (v) Fixed Day Count Fraction: Actual/Actual (ICMA)

## PROVISIONS RELATING TO REDEMPTION

18. **Issuer Call:** Not Applicable
19. **Investor Put:** Not Applicable
20. **Final Redemption Amount** EUR 100,000 per Calculation Amount
21. **Early Redemption Amount(s) per Calculation Amount of each Covered**

Bond payable on redemption for taxation reasons, or on acceleration following an Issuer Event of Default as against the Issuer or a CBC Event of Default or other early redemption:

as specified in Condition 7(e) (*Early Redemption Amounts*)

**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

22. Form of Covered Bonds: Bearer form  
Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds only upon the occurrence of an Exchange Event
23. New Global Note form: Applicable (see also Part B - item 6(vi))
24. a) Exclusion of set-off: Not applicable  
b) German Insurers: Not applicable
25. Additional Financial Centre(s) or other special provisions relating to payment Dates: Not Applicable
26. Talons for future Coupons to be attached to Definitive Covered Bonds (and dates on which such Talons mature): Yes, as the Covered Bonds may have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made
27. Consolidation Provisions: The provisions of Condition 18 (*Further Issues*) apply
28. Redenomination: Redenomination not applicable

**Responsibility**

The Issuer and the CBC declare that having taken all reasonable care to ensure that such is the case, the information contained herein is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. The Issuer and the CBC (only as far as it relates to the CBC) accept responsibility for the information contained in these Final Terms

Signed on behalf of the Issuer:

Signed on behalf of the CBC:

By: R. KRAMEL  
Duly authorised

By:  
Duly authorised

By:  
Duly authorised

By:  
Duly authorised

Edwin van Ankeren  
Proxy Holder

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Amsterdam
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on the regulated market on the official list of Euronext Amsterdam with effect from 22 November 2017
- (iii) Estimate of total expenses related to admission to trading: EUR 5,500

### 2. RATINGS

- Ratings: The Covered Bonds to be issued are expected to be rated:  
  
Moody's Investors Service Ltd: Aaa  
Fitch Ratings Limited: 'AAA'
- Registration of Rating Agency: Moody's Investors Service Ltd and Fitch Ratings Limited are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**")

3. Notification: Not Applicable

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

### 5. YIELD

- Indication of yield: 0.414 per cent. per annum  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

- (i) ISIN: XS1722558258
- (ii) Common Code: 172255825
- (iii) Fondscod: Not Applicable
- (iv) WKN Code: A19SM8
- (v) Other relevant code: Not Applicable
- (vi) New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any

or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

- (vii) Delivery: Delivery against payment
- (viii) Clearing System: Euroclear/Clearstream, Luxembourg
- (ix) Additional paying agent (if any): Not Applicable
- (x) Listing Application: These Final Terms comprise the final terms required to list and have admitted to trading on Euronext Amsterdam the issue of Covered Bonds described herein pursuant to the Programme for the issuance of Covered Bonds of Achmea Bank N.V.

## 7. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) (a) If syndicated, names of Managers:
  - ABN AMRO Bank N.V.
  - Citigroup Global Markets Limited
  - Coöperatieve Rabobank U.A.
  - Société Générale
  - UniCredit Bank AG
- (b) Stabilising Manager (if any): Not Applicable
- (iii) If non-syndicated, name and address of relevant Dealer:
  - Not applicable.
- (iv) U.S. Selling Restrictions: Reg S Compliance category 2, TEFRA D