



TERMS SHEET

BANK

26 March 2019

To: **The Toronto-Dominion Bank**
60 Threadneedle Street
London EC2R 8AP
United Kingdom

BNG Bank N.V.
Back Office – Dealing Room
Koninginnegracht 2
2514 AA The Hague
The Netherlands

BNG BANK N.V. - MTN PROGRAMME

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the MTNs has led to the conclusion that: (i) the target market for the MTNs is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the MTNs to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the MTNs (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the MTNs (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

We hereby confirm the following agreement for the issue to The Toronto-Dominion Bank of MTNs, each having the terms and conditions set out below, and otherwise in accordance with the terms and conditions of the Deed of Terms and Conditions dated 14 September 1999 (as amended and restated on 6 March 2002, 13 April 2007, 6 September 2007, 4 December 2015 and 28 August 2018) made by the Issuer, the Manager and the Registrar. Terms not defined herein have the meanings given to them in the Deed of Terms and Conditions.

Overall MTN Details

Issuer:	BNG Bank N.V.
Dutch Bail-in Power:	As set out more fully in clause 5.2 (“Dutch Bail-in Power”) of the Deed of Terms and Conditions, by subscribing or otherwise acquiring the MTNs, the Noteholders shall be bound by the exercise of any Dutch Bail-in Power by the Resolution Authority. See also the sections of the Information Memorandum dated 28 August 2018 entitled “Programme Summary – Bail-in” on pages 6 and 7 and “Dutch Bail-in Power” on pages 10 and 11
EEA selling restrictions:	MTNs may only be offered, sold, transferred or delivered within the European Economic Area, subject to the European Economic Area selling restriction on pages 15 and 16 of the Information Memorandum dated 28 August 2018
Prohibition of Sales to EEA Retail Investors:	N/A
Principal Amount (face amount) on the Issue Date of each MTN:	NZ\$1,000 (Note: subject to minimum subscription payable within New Zealand of NZ\$750,000 and multiples of NZ\$1,000 thereafter)
Number of MTNs to be issued:	65,000
Aggregate Principal Amount of MTNs to be issued:	NZ\$65,000,000
Total Principal Amount of the Series:	NZ\$65,000,000



Type of MTNs:	<input type="checkbox"/>	Amortised Notes
	<input checked="" type="checkbox"/>	Fixed Rate Notes
	<input type="checkbox"/>	Floating Rate Notes
	<input type="checkbox"/>	Indexed Notes
	<input type="checkbox"/>	Structured Notes
	<input type="checkbox"/>	Zero Coupon Notes
	<input type="checkbox"/>	Other (specify) _____
Australian Notes/ New Zealand Notes:	New Zealand Notes	
Maturity Date:	27 March 2030	
Issued at:	<input checked="" type="checkbox"/>	Par
	<input type="checkbox"/>	Discount
	<input type="checkbox"/>	Premium
Purchase Price:	100% of the Aggregate Principal Amount of NZ\$65,000,000	
Issue Date:	27 March 2019	
Manager:	The Toronto-Dominion Bank	

Interest Calculation and Payment, Repayment

(a) Amortised Notes	N/A
(b) Fixed Rate Notes	
Fixed Interest Rate:	2.944 per cent. per annum payable semi-annually in arrear
Interest Payment Dates:	27 March and 27 September in each year from, and including, 27 September 2019 to, and including the Maturity Date (subject to adjustment in accordance with clause 8.6 of the Deed of Terms and Conditions)
Redemption Amount:	NZ\$1,000 per MTN (100 per cent. of the Principal Amount (face amount) of each MTN)
Fixed Coupon Amount:	NZ\$14.72 per MTN on each Interest Payment Date
Business Day Convention:	Following Business Day, Unadjusted
Day Count Fraction:	New Zealand Government Bond Basis (being one divided by the number of Interest Payment Dates each 12 month period)
Business Days:	Auckland, London, TARGET Business Day and Wellington. "TARGET Business Day" means a day in which the Trans European Automated Real Time Gross Settlement Express Transfer (TARGET2) System is open.
(c) Floating Rate Notes	N/A
(d) Indexed Notes	N/A
(e) Structured Notes	N/A
(f) Zero Coupon Notes	N/A
(g) Other Options	N/A

Other Issue Details

Clearing System(s):	NZClear System
Special Issuance Instructions:	N/A

Other Special Conditions including, as appropriate:

Events Affecting Maturity:	N/A
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Call Option (early redemption at the option of the Issuer) (give details):	N/A
Put Option (early redemption at the option of the Noteholders) (give details):	N/A
Maturity Extension Option (option of the Noteholder to extend maturity, at the offer of the Issuer) (give details):	N/A
Other:	See additional informing regarding the MTNs set out in the Annex hereto
Use of proceeds:	The net proceeds of the MTNs will be applied by the Issuer for its general corporate purposes

The above details are confirmed by the Issuer, in respect of:

ISIN:	NZBNGDT006C8
Common Code:	197198435



BNG BANK N.V.

Date: 26 March 2019

By:

A handwritten signature in black ink, appearing to read 'W.J. Littel', written over a horizontal line.

W.J. Littel
Senior Manager Capital Markets

Authorised Officer of Issuer



Annex

NZClear System and Cross-Trading with Euroclear and Clearstream, Luxembourg

Subject to the rules of the relevant clearing and settlement system, Noteholders may elect to hold interests in the MTNs (i) directly through NZClear, (ii) indirectly through Euroclear Bank SA/NV as operator of the Euroclear System (“Euroclear”) or Clearstream Banking S.A. (“Clearstream, Luxembourg”) if they are participants in such systems, or (iii) indirectly through organisations which are participants in any of such systems. The Issuer has been advised that Euroclear and Clearstream, Luxembourg will hold interests on behalf of their participants through customers’ securities accounts in their respective names on the books of their respective New Zealand subcustodians, which in turn will hold such interests in customers’ securities accounts in the names of the New Zealand subcustodians on the books of NZClear. Participants in any of such systems should contact the relevant clearing system(s) if they have any questions in relation to clearing, settlement and cross-market transfers and/or trading.

New Zealand Withholding Tax Considerations

The following summary is the Issuer’s understanding of the existing New Zealand withholding tax treatment at the date of this Terms Sheet of payments of principal and interest on MTNs based on advice provided by Chapman Tripp.

Prospective holders of an MTN (including prospective holders of a beneficial interest in an MTN) should seek independent advice on the New Zealand tax implications applicable to them.

To the extent that a beneficial interest in an MTN is held by a New Zealand resident, payments of principal and/or interest by the Issuer should not be subject to New Zealand resident withholding tax, provided that:

- (1) the Issuer (and any other related entity through which the payments of principal and/or interest are made) continues to be a non-New Zealand resident, and does not carry on a taxable activity in New Zealand through a fixed establishment in New Zealand; and
- (2) if Computershare Investor Services Limited (or any other third party) receives principal and/or interest payments on behalf of or as agent of the holder of that beneficial interest, the holder has provided Computershare Investor Services Limited (or the other third party) with a copy of a valid certificate of exemption (or other acceptable evidence of exempt status for resident withholding tax purposes) from New Zealand resident withholding tax prior to the payment being made, and that certificate of exemption (or exempt status) remains valid at the time the payment is made.

To the extent that a beneficial interest in an MTN is held by a non-New Zealand resident, payments of principal and/or interest on that MTN by the Issuer should not be subject to New Zealand withholding tax.

Important Definitions: For the purposes of these New Zealand withholding tax considerations, a “New Zealand resident” is a person who is resident in New Zealand for New Zealand income tax purposes or who otherwise receives payments of principal or interest from the Issuer subject to the New Zealand resident withholding tax rules, which at the date of this Terms Sheet includes a holder that is engaged in business in New Zealand through a fixed establishment in New Zealand and that either holds the MTNs for the purpose of that business or is a registered bank in New Zealand, and a “non-New Zealand resident” is a person who is not a New Zealand resident.