

AMENDED AND RESTATED FINAL TERMS

**COÖPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A.
(RABOBANK NEDERLAND)**

(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

SERIES NO: 2885A

TRANCHE NO: 1

EUR 25,000,000 CMS Linked Notes 2014 due 13 August 2029 (the “Notes”)

Issue Price: 100.00 per cent.

DZ BANK AG

The date of these Amended and Restated Final Terms is 11 August 2016

These Amended and Restated Final Terms (the “Final Terms”) amend, restate and replace, in their entirety, the Final Terms dated 11 August 2014

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the Base Prospectus dated 7 May 2014 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Directive 2003/ 71/ EC (and amendments thereto, including Directive 2010/73/EU) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at, and copies may be obtained from, Rabobank Nederland at Croeselaan 18, 3521 CB Utrecht, the Netherlands and the principal office of the Paying Agent in Luxembourg, Amsterdam and Paris and www.bourse.lu.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor’s overall investment portfolio.

1	Issuer:	Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank Nederland)
2	(i) Series Number:	2885A
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (“ EUR ”)
4	Aggregate nominal amount:	
	(i) Series:	EUR 25,000,000
	(ii) Tranche:	EUR 25,000,000
5	Issue Price:	100.00 per cent. of the aggregate nominal amount
6	(i) Specified Denominations:	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7	(i) Issue Date:	13 August 2014
	(ii) Interest Commencement Date (if different from the Issue Date):	Not Applicable
8	Maturity Date:	13 August 2029
9	Domestic Note (if Domestic Note, there will be no gross-up for withholding tax):	No
10	Interest Basis:	CMS Linked (further particulars specified below)
11	Redemption/Payment Basis:	Redemption at par
12	(i) Change of Interest Basis:	Not Applicable

13	Alternative Currency Equivalent:	Not Applicable
14	Put/Call Options/Automatic Early Redemption:	Not Applicable
15	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16	Fixed Rate Note Provisions	Not Applicable
17	Floating Rate Note Provisions	Not Applicable
18	Inverse Floating Rate Note Provisions	Not Applicable
19	Range Accrual Note Provisions	Not Applicable
20	Zero Coupon Note Provisions	Not Applicable
21	CMS Linked Note Provisions	Applicable
	(i) Interest Period(s):	The period beginning on (and including) the Issue Date and ending on (but excluding) the first Specified Interest Payment Date and each successive period beginning on (and including) the Specified Interest Payment Date and ending on (but excluding) the next succeeding Specified Interest Payment Date
	(ii) Specified Interest Payment Dates:	13 August in each year from (and including) 13 August 2015 to (and including) the Maturity Date
	(iii) Business Day Convention:	Following Business Day Convention
	(iv) Business Centre(s) (Condition 1(a)):	TARGET
	(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vi) Interest Period Date(s):	Not Applicable
	(vii) Applicable formula to be used for calculating the Rate(s) of Interest and Interest Amount(s):	Condition 6(f)(i)(D) applies: Rate of Interest = Gearing Factor x CMS Rate
	(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s):	Calculation Agent
	(ix) Screen Rate Determination (Condition 1(a)):	Applicable
	– Reference Rate(s):	EUR-ISDA-EURIBOR-Swap Rate at 11:00 a.m. (Frankfurt time) and with a designated maturity of 20 years
	– Interest Determination Date:	Two TARGET Business Days prior to each Specified Interest Payment Date
	– Relevant Screen Page(s):	Reuters page “ISDAFIX2”

– Location of Reference Banks:	As per the Conditions
(x) ISDA Determination (Condition 1(a)):	Not Applicable
(xi) Linear Interpolation:	Not Applicable
(xii) Accrual Range:	Not Applicable
(xiii) Accrual Rate:	Not Applicable
(xiv) Applicable Rate:	Not Applicable
(xv) Fixing Day:	Not Applicable
(xvi) Rate Cut-off Date:	Not Applicable
(xvii) Gearing Factor, Gearing Factor ₁ and/or Gearing Factor ₂ :	76.50 per cent.
(xviii) Margin(s), Margin ₁ , Margin ₂ and/or Margin ₃ :	Not Applicable
(xix) Minimum Rate of Interest, Minimum Rate of Interest ₁ and/or Minimum Rate of Interest ₂ :	0.00 per cent. per annum
(xx) Maximum Rate of Interest, Maximum Rate of Interest ₁ and/or Maximum Rate of Interest ₂ :	Not Applicable
(xxi) Power:	Not Applicable
(xxii) Day Count Fraction (Condition 1(a)):	Actual/Actual-ICMA, unadjusted

PROVISIONS RELATING TO REDEMPTION

22 Call Option	Not Applicable
23 Put Option	Not Applicable
24 Final Redemption Amount of each Note	EUR 100,000 per Calculation Amount
25 Early Redemption Amount	
Early Redemption Amount(s) payable per Calculation Amount on redemption (a) on the occurrence of an event of default (Condition 14); or (b) for illegality (Condition 7(j)); or (c) for taxation reasons (Condition 7(c)):	Not Applicable
26 Automatic Early Redemption	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27 Form of Notes	Bearer Notes
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Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes at any time/in the limited

		circumstances specified in the permanent Global Note
	New Global Notes:	Yes
28	Financial Centre(s) (Condition 11(h)):	Condition 11(h)(i)(A) applies
29	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30	Consolidation provisions:	Not Applicable

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the EUR 160,000,000,000 Global Medium-Term Note Programme of Rabobank Nederland.

Signed on behalf of the Issuer:

By: Merijn van der Zee



Duly authorised

PART B – OTHER INFORMATION

1 Listing

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| (i) Listing: | Luxembourg Stock Exchange |
| (ii) Admission to trading: | Application has been made for the Notes to be admitted to trading on Luxembourg Stock Exchange with effect from the Issue Date |
| (iii) Estimate of total expenses related to admission to trading: | EUR 5,125 |
| (iv) In the case of Notes listed on Euronext Amsterdam: | Not Applicable |

2 Ratings

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| Rating: | <p>The Notes to be issued are expected to be rated:</p> <p>Fitch: AA-</p> <p>Moody's: Aa2</p> <p>Standard & Poor's: AA-</p> <p>As defined by Fitch, an 'AA' rating means that the Notes are judged to be of a very high credit quality and denotes expectations of very low credit risk. It indicates very strong capacity for payment of financial commitments and is not significantly vulnerable to foreseeable events. The modifier "-" is appended to denote relative status within the rating category."</p> <p>As defined by Moody's, obligations rated 'Aa2' are judged to be of high quality and are subject to very low credit risk. The modifier 2 indicates that the obligation ranks in the mid-range of its generic rating category.</p> <p>As defined by Standard & Poor's, an 'AA' rating means that the Notes have a high rating assigned by Standard & Poor's and that the Issuer's capacity to meet its financial commitment on the obligation is very strong. The 'AA' rating is modified by the addition of a minus (-) to show relative standing within the</p> |
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'AA' rating category.

Each of Fitch, Moody's and Standard and Poor's is established in the EU and registered under Regulation (EC) No 1060/2009 (the "CRA Regulation").

3 Interests of natural and legal persons involved in the issue

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 **Yield** (Fixed Rate Notes only) Not Applicable

5 Operational information

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|---|---|
| (i) Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day 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. |
| (ii) ISIN: | XS1093758024 |
| (iii) Common Code: | 109375802 |
| (iv) German WKN-code: | A1ZMR3 |
| (v) Private Placement number: | Not Applicable |
| (vi) CUSIP Number: | Not Applicable |
| (vii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant number(s): | Not Applicable |
| (viii) Delivery: | Delivery against payment |
| (ix) Names and addresses of additional Paying/Delivery Agent(s) (if any): | Not Applicable |
| (x) Names (and addresses) of Calculation Agent(s): | Deutsche Bank AG, London Branch, Winchester House, 1 |

Great Winchester Street, London
EC2N 2DB, United Kingdom

6 Distribution

- (i) Method of distribution: Non-syndicated
 - (ii) If syndicated, names and addresses of Managers: Not Applicable
 - (iii) Date of Subscription Agreement: Not Applicable
 - (iv) Stabilising Manager(s) (if any): Not Applicable
 - (v) If non-syndicated, name and address of Dealer: DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main
Platz der Republik
60265 Frankfurt am Main
Germany
 - (vi) Applicable TEFRA exemption: D Rules
 - (vii) Non-exempt Offer: Not Applicable
 - (viii) General Consent: Not Applicable
- 7 General** Not Applicable