

AMENDED AND RESTATED FINAL TERMS

amending and restating the Final Terms dated 26 March 2018

COÖPERATIEVE RABOBANK U.A.

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

**COÖPERATIEVE RABOBANK U.A.
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 RABOBANK U.A.
NEW ZEALAND BRANCH**

(New Zealand Business Number 9429038354397)

(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: 3163A

TRANCHE NO: 1

EUR 10,000,000 0.30 per cent. Fixed Rate Notes 2018 due 28 March 2023 (the "Notes")

Issue Price: 100.00 per cent.

Commerzbank Aktiengesellschaft

The date of these Amended and Restated Final Terms is 14 March 2019

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

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 10 May 2017 and the Supplemental Prospectuses dated 17 August 2017, 3 January 2018 and 15 February 2018 (together, the "2017 Base Prospectus"). This document constitutes the Final Terms of the Notes described herein amending and restating the Final Terms dated 26 March 2018 and must be read in conjunction with the 2017 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 2017 Base Prospectus. Following the amendment and restatement of these Final Terms on 14 March 2019, the Issuer has applied to the Luxembourg Stock Exchange for the Notes to be listed and admitted to trading on or around 18 March 2019, pursuant to the Base Prospectus dated 11 May 2018 as supplemented by the base prospectus supplements dated 16 August 2018, 24 October 2018 and 14 February 2019 (together, the "2018 Base Prospectus"). The Conditions are expressly incorporated by reference into, and form part of, the 2018 Base Prospectus. The 2017 Base Prospectus and the 2018 Base Prospectus are available for viewing at, and copies may be obtained from, Rabobank at Croeselaan 18, 3521 CB Utrecht, the Netherlands and the principal office of the Paying Agent in Luxembourg, Amsterdam 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 Rabobank U.A.
2	(i) Series Number:	3163A
	(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 10,000,000
	(ii) Tranche:	EUR 10,000,000
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:	28 March 2018
	(ii) Interest Commencement Date:	As specified in Condition 1
8	Maturity Date:	28 March 2023
9	Interest Basis:	0.30 per cent. Fixed Rate (further particulars specified below)
10	Change of Interest Basis:	Not Applicable
11	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount
12	Alternative Currency Equivalent:	Not Applicable
13	Put/Call Options/Automatic Early Redemption:	Not Applicable
14	(i) Status of the Notes:	Senior
	(ii) Domestic Note (if Domestic Note, there will be no gross-up for withholding tax):	No
	(iii) Date of approval for issuance of Notes obtained:	Not Applicable
	PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE	
15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.30 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	28 March in each year, commencing on 28 March 2019 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	EUR 300 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 1(a)):	Actual/Actual-ICMA
	(vi) Determination Date(s) (Condition 1(a)):	28 March in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Inverse Floating Rate Note Provisions	Not Applicable
18	Range Accrual Note Provisions	Not Applicable
19	Zero Coupon Note Provisions	Not Applicable
20	CMS Linked Note Provisions	Not Applicable
21	Variable Rate Note Provisions	Not Applicable
22	Index Linked Interest Note Provisions	Not Applicable
23	Equity Linked Interest Note Provisions	Not Applicable
24	FX Linked Interest Note Provisions	Not Applicable
25	Dual Currency Note Provisions	Not Applicable
26	Interest Trigger Event	Not Applicable

27	Knock-in Event	Not Applicable
	PROVISIONS RELATING TO REDEMPTION	
28	Call Option	Not Applicable
29	Put Option	Not Applicable
30	Automatic Early Redemption	Not Applicable
31	Early Redemption Amount Early Redemption Amount(s) payable per Calculation Amount and/or the method of calculating the same (if required or if different from that set out in the Conditions) on redemption (a) on the occurrence of an event of default (Condition 13); or (b) for illegality (Condition 6(f)); or (c) for taxation reasons (Condition 6(c)):	As set out in the Conditions
32	Final Redemption Amount (all Notes except Equity Linked Redemption Notes, Index Linked Redemption Notes and FX Linked Redemption Notes) of each Note	EUR 100,000 per Calculation Amount
33	Final Redemption Amount (Index Linked Redemption Notes) of each Note	Not Applicable
34	Final Redemption Amount (Equity Linked Redemption Notes) of each Note	Not Applicable
35	Final Redemption Amount (FX Linked Redemption Notes) of each Note	Not Applicable
	GENERAL PROVISIONS APPLICABLE TO THE NOTES	
36	Form of Notes	Bearer Notes Temporary Global Note exchangeable for a permanent Global Note not earlier than 40 days after the completion of the distribution of the Tranche of which such Note is a part nor later than 40 days prior to the first anniversary of the Issue Date (i.e. 16 February 2019) which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note
37	New Global Notes:	No
38	Financial Centre(s) (Condition 10(h)):	Condition 10(h)(i) A applies. TARGET
39	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable

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| 40 | Details relating to Instalment Notes: Amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 41 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 42 | Consolidation provisions: | Not Applicable |
| 43 | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 44 | Other terms or special conditions: | Not Applicable |
| 45 | Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 14(a): | Not Applicable |

Signed on behalf of the Issuer

By: Ken Fontijn



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 the Luxembourg Stock Exchange on or around 18 March 2019 pursuant to the 2018 Base Prospectus |
| (iii) Estimate of total expenses related to admission to trading: | EUR 3,600 |
| (iv) In the case of Notes listed on Euronext Amsterdam: | Not Applicable |

2 Ratings

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| Rating: | Not Applicable |
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3 Interests of natural and legal persons involved in the offer

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)

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| Indication of yield: | 0.30 per cent.
The yield is calculated at the Issue Date on the basis of the Issue Price. It is NOT an indication of future yield. |
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5 Operational information

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| (i) Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| (ii) ISIN: | XS1799629933 |
| (iii) Common Code: | 179962993 |
| (iv) German WKN-code: | A19YKF |
| (v) Private Placement number: | Not Applicable |

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| (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

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| (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) Dealer's Commission: | Not Applicable |
| (vi) If non-syndicated, name and address of Dealer: | Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany |
| (vii) Applicable TEFRA exemption: | TEFRA D |
| (viii) Additional selling restrictions: | Not Applicable |