

FINAL TERMS

6 December 2024

Achmea Bank N.V.

(incorporated with limited liability in The Netherlands with its statutory seat in The Hague)

Legal Entity Identifier (LEI): 724500AH42V5X8BCPE49

**Issue of EUR 500,000,000 Green Senior Preferred Notes due December 2027 (the "Notes")
under the €10,000,000,000
Medium Term Note Programme**

EU 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 Directive 2014/65/EU as amended ("**EU 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 (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR 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 Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of the laws of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); 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 "**UK distributor**") should take into consideration the manufacturer's target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") 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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of EU MiFID II; (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "**IDD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in the Regulation 2017/1129/EU (the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the laws of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA which were relied on immediately before exit day to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the laws of the United Kingdom by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of the laws of the United Kingdom by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of the laws of the United Kingdom by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the base prospectus dated 26 November 2024 (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and any supplement thereto.

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 www.achmeabank.com and during normal business hours at Spoorlaan 298, 5017 JZ Tilburg, the Netherlands and copies may be obtained free of charge. Any information contained in or accessible through any website, including www.achmeabank.com, does not form a part of the Base Prospectus, unless specifically stated in the Base Prospectus, in any supplement hereto or in any document incorporated or deemed to be incorporated by reference in this Base Prospectus that all or any portion of such information is incorporated by reference in the Base Prospectus.

1. Issuer: Achmea Bank N.V.
2. (i) Series Number: 42
(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 500,000,000
(ii) Tranche: EUR 500,000,000
5. Issue Price: 99.867 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000
(ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 10 December 2024
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 10 December 2027
9. Interest Basis: 2.750 per cent. Fixed Rate
(see paragraph 14 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. (i) Status of the Notes: Senior Notes
(ii) Date Board approval for issuance of Notes obtained: 20 November 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.750% per annum from (and including) the Issue Date up to (but excluding) the Maturity Date payable in arrears on each Interest Payment Date.
	(ii) Interest Payment Date(s):	10 December in each year from (and including) 10 December 2025 up to (and including) the Maturity Date, if applicable subject to Business Day Convention
	(iii) Fixed Coupon Amount(s):	EUR 27.50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	10 December in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option	Not Applicable
18.	Clean-up Call Option	Not Applicable
19.	Put Option	Not Applicable
20.	Regulatory Call:	Not Applicable
21.	Final Redemption Amount of each Note:	EUR 1,000 per Calculation Amount
22.	Early Redemption Amount(s) (Tax) or Early Termination Amount(s):	EUR 1,000 per Calculation Amount
23.	Variation or Substitution:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
25.	New Global Note:	Yes
26.	Additional Financial Centre(s):	Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
28.	Condition 12 (<i>Taxation, Gross-up</i>)	Condition 12(a) under (ii) applies and Condition 9(b) (<i>Redemption for tax reasons</i>) applies
29.	Statement on Benchmark:	Not Applicable

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of **ACHMEA BANK N.V.:**



By: R. KRAMER
Duly authorised

PROXYHOLDER

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: The Irish Stock Exchange trading as Euronext Dublin
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of The Irish Stock Exchange trading as Euronext Dublin with effect from the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

- The Notes to be issued are expected to be rated:
- Ratings: S&P: A-
Fitch: A
- Registration of Rating Agency:

S&P Global Ratings Europe Limited ("**S&P**") and Fitch Ratings Ireland Limited ("**Fitch**") are established in the EU and registered under Regulation (EC) No 1060/2009 (as amended, the "**CRA Regulation**").

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their 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. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

- (i) Reasons for the Offer: The net proceeds of the Notes will be used to finance and/or refinance an Eligible Green Loan/Project Portfolio (as defined below) meeting the Eligibility Criteria (as defined below).

"**Eligible Green Loan/Project Portfolio**" includes any projects, loans, expenditures and/or investments with the purpose of financing or refinancing (in whole or in part) 'green buildings' within the meaning of the Achmea Green Finance Framework and in accordance with the Achmea Green Finance Framework. In order to qualify for the Eligible Green Loan/Project Portfolio under the current Achmea Green Finance Framework, the assets are required to meet one of the below eligibility criteria ("**Eligibility Criteria**"):

For new and existing energy efficient residential building in The Netherlands:

1. buildings built before 31 December 2020 with at least an Energy Performance Certificate Class A.
2. buildings built before 31 December 2020 belonging to the top 15 per cent. of the Dutch

building stock based on Primary Energy Demand.

3. buildings built after 31 December 2020 with a Primary Energy Demand at least 10 per cent. lower than the threshold for Nearly Zero-Energy Buildings (NZEB) in the Dutch market.
4. buildings that have been renovated, resulting in a reduction of Primary Energy Demand of at least 30 per cent.
5. buildings that have been renovated meeting the Dutch criteria for major renovation.

For energy efficient commercial buildings in and outside The Netherlands:

6. the Primary Energy Demand at least 10 per cent. lower than the threshold set for the Nearly Zero-Energy Buildings (NZEB) requirements in national measures with energy performance certified using and as built Energy Performance Certificate.
7. for buildings larger than 5000 m², upon completion, the building resulting from the construction undergoes testing for air-tightness and thermal integrity.
8. for buildings larger than 5000 m², the life-cycle Global Warming Potential (GWP) of the building resulting from the construction has been calculated for each stage in the life cycle.
9. buildings that have been renovated, resulting in a reduction of Primary Energy Demand of at least 30 per cent.
10. buildings that have been renovated meeting the national criteria for major renovation.
11. buildings built before 31 December 2020 with at least an Energy Performance Certificate Class A.
12. buildings built before 31 December 2020 belonging to the top 15 per cent. of the Dutch building stock based on Primary Energy Demand.
13. buildings built after 31 December 2020 with a Primary Energy Demand at least 10 per cent. lower than the threshold for Nearly Zero-Energy Buildings.

Any post-issuance information in relation to Green Bonds can be obtained from <https://www.achmeabank.nl/-/media/achmea-bank/documenten/over-ons/esg/green-finance-framework/1-220215-achmea-green-finance-framework-vf.pdf>

(ii) Estimated net proceeds: EUR 498,210,000

5. **YIELD**

Indication of yield:

2.797 per cent. per annum

As set out above, 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 Code: XS2958382645
- (ii) Common Code: 295838264
- (iii) Other relevant code: FISN: ACHMEA BANK NV/2.75EMTN 20271210
CFI code: DTFUFB
- (iv) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (v) Delivery: Delivery against payment
- (vi) Names and addresses of additional Paying Agent(s): Not Applicable
- (vii) 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 in a manner which would allow Eurosystem eligibility, which may be by means of deposit upon issue with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized 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.

7. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated: **Joint-Lead Managers:**
Banco Santander S.A.
Coöperatieve Rabobank U.A.
Deutsche Bank Aktiengesellschaft
DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main
ING Bank N.V.
Landesbank Baden-Württemberg
Co-Lead Managers:
Landesbank Hessen-Thüringen Girozentrale
- (iii) Stabilising Manager(s) (if any): Deutsche Bank Aktiengesellschaft

(iv) If non-syndicated, name of Not Applicable
Dealer:

(v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D