

FIRST SUPPLEMENTAL

TO THE BASE PROSPECTUS DATED 19 DECEMBER 2019

d e V o l k s b a n k N . V .

(incorporated as a public limited liability company under Dutch law and having its statutory seat in Utrecht, the Netherlands)

€ 15,000,000,000 Covered Bond Programme guaranteed as to payments of interest and principal by

VOLKS COVERED BOND COMPANY B.V.

(incorporated as a private limited liability company under Dutch law and having its statutory seat in Amsterdam, the Netherlands)

Under its € 15,000,000,000 Covered Bond Programme (the “**Programme**”) de Volksbank N.V. (the “**Issuer**” or “**de Volksbank**”) may from time to time issue covered bonds (the “**Covered Bonds**”) denominated in any currency agreed between the Issuer and the relevant Dealer, if any.

This supplement (the “**Supplement**”) is based on Article 23 of Regulation (EU) 2017/1129, including any commission delegated regulation thereunder (the “**Prospectus Regulation**”) and constitutes the first supplement to the base prospectus dated 19 December 2019 of de Volksbank N.V. (the “**Base Prospectus**”) and is prepared to update and amend the Base Prospectus, and is supplemental to, forms part of and should be read in conjunction with the Base Prospectus. Terms defined in the Base Prospectus shall have the same meaning in this Supplement, unless specified otherwise.

This Supplement has been approved by the Dutch Authority for the Financial Markets (“**Stichting Autoriteit Financiële Markten**”, the “**AFM**”), as competent authority under the Prospectus Regulation for the purpose of giving information with regard to the issue of Covered Bonds under the Programme during the period of twelve months after the date of the Base Prospectus.

The Issuer has requested the AFM to provide the competent authority in Luxembourg with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation (the “**Notification**”).

An investment in the Covered Bonds involves certain risks. Prospective investors should have regard to the risk factors described in section 3 (*Risk factors*) of the Base Prospectus.

This Supplement is supplemental to, forms part of, and must be read and construed together with the Base Prospectus and with the documents incorporated by reference therein (which can be found on the website of the Issuer, www.devолksbank.nl and may be obtained by contacting the Issuer by telephone (+31 30 291 42 46/ + 31 30 291 48 07) or by email: jacob.bosscha@devолksbank.nl and davey.hak@devолksbank.nl), and in relation to any Tranche, the Base Prospectus and this Supplement should be read and construed together with the applicable Final Terms.

The date of this Supplement is 3 April 2020.

IMPORTANT INFORMATION

Responsibility statement

The Issuer accepts responsibility for the information contained in this Supplement and the CBC accepts responsibility for the information relating to the CBC. To the best of their knowledge the information (in the case of the CBC, in respect of the information that relates to it) contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. Any information from third parties identified in this Supplement as such has been accurately reproduced and as far as the Issuer and the CBC are aware and are able to ascertain from the information published by a third party, does not omit any facts which would render the reproduced information inaccurate or misleading. The Issuer and the CBC accept responsibility accordingly.

Neither the Arranger, the Dealers nor the Security Trustee have independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Arranger, the Dealers or the Security Trustee as to the accuracy or completeness of the information contained or referred to in this Supplement or any other information provided by the Issuer and the CBC in connection with the Programme. Neither the Arranger, the Dealers nor the Security Trustee accepts any liability in relation to the information contained in this Supplement or any other information provided by the Issuer and the CBC in connection with the Programme.

Notice

This Supplement has been approved by the AFM as competent authority under the Prospectus Regulation. The AFM only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement nor as an endorsement of the quality of any Covered Bonds that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Covered Bonds.

The Issuer will furnish a supplement to the Base Prospectus in case of any significant new factor, material mistake or inaccuracy relating to the information contained in this Supplement which is capable of affecting the assessment of the Covered Bonds and which arises or is noticed between the time when this Supplement has been approved and the final closing of any Series or Tranche of Covered Bonds offered to the public or, as the case may be, when trading of any Series or Tranche of Covered Bonds on a regulated market begins, in respect of Covered Bonds issued on the basis of the Base Prospectus and this Supplement.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplement or any other information supplied in connection with the Programme or the offering of the Covered Bonds and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the CBC, the Arranger or any of the Dealers.

Neither this Supplement nor any other information supplied in connection with the Programme or any Covered Bonds should be considered as a recommendation by the Issuer or the CBC that any recipient of this Supplement or any other information supplied in connection with the Programme or any Covered Bonds should purchase any Covered Bonds. Each investor contemplating purchasing any Covered Bonds should make its own independent investigation of the financial condition and affairs and its own appraisal of the creditworthiness of the Issuer and the CBC. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Covered Bonds and the merits of investing in the Covered Bonds (including an evaluation of the financial condition, creditworthiness and affairs of the Issuer) and the information contained or incorporated by reference in the Base Prospectus, the applicable Final Terms and this Supplement;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Covered Bonds and the impact the Covered Bonds will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the

Covered Bonds, including Covered Bonds with principal or interest payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;

(iv) understand thoroughly the terms of the Covered Bonds and be familiar with the behaviour of any relevant indices and financial markets; and

(v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks (including, without limitation, those described in 'Risk Factors' in the Base Prospectus).

Some Covered Bonds are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured and appropriate addition of risk to their overall portfolios. A potential investor should not invest in Covered Bonds unless it has the expertise (either alone or with a financial adviser) to evaluate how the Covered Bonds will perform under changing conditions, the resulting effects on the value of the Covered Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

Neither this Supplement nor any other information supplied in connection with the Programme or the issue of any Covered Bonds constitutes an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase any Covered Bonds.

The distribution of this Supplement and the offering, sale and delivery of the Covered Bonds may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus, this Supplement or any Covered Bond comes must inform themselves about, and observe, any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Covered Bonds and on distribution of this Supplement and other offering material relating to the Covered Bonds, see section 7 (*Covered Bonds*) under '*Subscription and Sale*' in the Base Prospectus.

The Covered Bonds have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the accuracy or adequacy of this Supplement. Any representation to the contrary is unlawful.

The Covered Bonds have not been and will not be registered under the United States Securities Act of 1933 (as amended) (the "**Securities Act**") and include Covered Bonds in bearer form that are subject to United States tax law requirements. The Covered Bonds may not be offered, sold or delivered within the United States or to United States persons as defined in Regulation S under the Securities Act, except in certain transactions permitted by US tax regulations and the Securities Act. See *Subscription and Sale* in the Base Prospectus. The Covered Bonds and the Guarantee have not been and will not be registered under the Securities Act, or the securities laws or any state of the U.S. or other jurisdiction. The securities may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")), 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 (as defined in Regulation S) outside the U.S. in reliance on Regulation S.

Prohibition of sales to EEA retail investors: The Covered Bonds shall not 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 Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MiFID II product governance / target market: The Final Terms in respect of any Covered Bonds will include a legend entitled "MiFID II Product Governance" which will outline the manufacturer('s/s') target market assessment in respect of the Covered Bonds and which channels for distribution of the Covered Bonds are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**distributor**") should take into consideration the manufacturer('s/s') target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturer('s/s') target market assessment) and determining appropriate distribution channels. A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Covered Bonds is a manufacturer in respect of such Covered Bonds, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

Interest and/or other amounts payable under the Covered Bonds may be calculated by reference to certain reference rates. Any such reference rate may constitute a benchmark under Regulation (EU) 2016/1011 ("**the Benchmark Regulation**"). If any such reference rate does constitute such a benchmark, the relevant Final Terms will indicate whether or not the administrator thereof is included in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the Benchmark Regulation. Not every reference rate will fall within the scope of the Benchmark Regulation. Furthermore, transitional provisions in the Benchmark Regulation may have the result that an administrator and/or a benchmark is not required to appear in the register of administrators and benchmarks at the date of the relevant Final Terms. The registration status of any administrator or benchmark under the Benchmark Regulation is a matter of public record and, save where required by applicable law, the Issuer does not intend to update any Final Terms to reflect any change in the registration status of the administrator.

MODIFICATIONS TO THE BASE PROSPECTUS

The following are amendments to the Base Prospectus.

References to page numbers are to page numbers of the Base Prospectus (unless stated otherwise below).

1. On page 30 risk factor “**7. The Issuer’s business and results of operations may be adversely affected by a weakening of economic conditions in Europe**” will be replaced in its entirety by:

7. The Issuer's business and results of operations may be adversely affected by a weakening of economic conditions in Europe

Global markets and economic conditions have been negatively impacted in recent years by the banking and sovereign debt crisis in the EU and globally. In particular, concerns have been raised with respect to continuing economic, monetary and political conditions in the region comprised of the member states of the European Union ("**Member States**") that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957) as amended (the "**Eurozone**"). The potential impact of a sovereign default on the Eurozone countries and the risk that some Member States could leave the Eurozone (either voluntarily or involuntarily), continues to raise concerns about the ongoing viability of the euro currency and the Economic and Monetary Union (the "**EMU**"). Despite several measures, amongst which on the level of the ECB, there remains considerable uncertainty as to whether such measures will sustain the economic recovery or avert the threat of sovereign default. The low interest rate environment is causing increased demand for mortgages with longer maturities, whereas as a retail bank it is challenging for the Issuer to be able to make competitive offers to customers.

In addition, the business operations of the Issuer, its third party service providers and clients are also vulnerable to epidemics or pandemics, outbreaks of infectious diseases or any other serious public health concerns such as the coronavirus (COVID-19) outbreak, whether on a regional or global scale, with any resulting restrictions on travel, imposition of quarantines and prolonged closures of workplaces, the impact of which will depend on future developments, which are highly uncertain and cannot be predicted or other forms of natural disasters and other disasters beyond its control such as war and heightened geopolitical tension. These factors may create economic and political uncertainties, which may have a material adverse effect on the global economy in general or on the economic conditions in the regions in which the Issuer operates and have in the past resulted in, or may in the future result in, a reduced demand for financial products and services, a deterioration in asset quality of the Issuer, a delay in receipt of interest income and/or repayment of principal and increases in loan impairment charges.

Furthermore, the full impact of a renewed rise of financial market tensions, like those among the Eurozone during the sovereign debt crisis, may lead to renewed stress in sovereign and bank funding markets. Market conditions remain vulnerable to disruption and risks remain. Deterioration of the economic environment, including as a result of an increase in unemployment rates, a market downturn or a weakening of the Dutch, European or global economies or other new economic shocks which could lead to a more severe economic downturn, the coronavirus outbreak and other disasters, the United Kingdom's exit from the European Union ("**Brexit**"), other elections held or to be held in Europe, an exit of one or more additional Member States from the EMU, or a potential dissolution of the EMU and a consequential re-introduction of individual currencies in one or more EMU Member States is impossible to predict.

If any such event were to occur the critical issues are that it may likely:

- a) disrupt and adversely affect the economic activity of the Dutch and other European markets the Issuer is active on;
- b) result in significant market dislocation, decreased liquidity, high volatility in the securities markets and significant volatility in the value of the euro against other currencies, which may negatively impact the appetite to invest in the Covered Bonds and subsequently may affect the Issuer's financial position;
- c) significantly heighten counterparty risk, which may result in one or more of the Issuer's counterparties to default on its obligations to the Issuer which arise from lending or other financial transactions;
- d) result in downgrades of credit ratings for European borrowers, such as the Issuer, giving rise to significant increases in credit spreads and decreases in security values;
- e) adversely affect the management of market risk and in particular asset and liability management due, in part, to the redenomination of financial assets and liabilities and the potential for mismatch;
- f) significantly threaten the quality of the Issuer's loan portfolio, in particular for retail clients; or
- g) have a material adverse effect on the value of the Issuer's assets, the Issuer's fee and commission income and/or interest income, the ability of its clients to meet financial obligations and could cause the Issuer's loan impairment charges to rise or cause the Issuer to incur further market-to-market losses.

The Issuer may have to incur significant costs to store or mitigate the effects of the foregoing. The Issuer's prospects, financial condition and results of operations in particular may be materially affected by the above factors, events and developments.

2. On page 31 risk factor “**9. The Issuer is exposed to risks of damage to its reputation**” will be replaced in its entirety by:

9. The Issuer is exposed to risks of damage to its reputation

The Issuer is the fourth-largest retail bank in the Dutch market, offering products such as mortgages, payments and savings, making its trustworthy reputation essential for its business. Any damage to the reputation of the Issuer, in particular with a view to its focus on retail and SME customers and the concentration of its business in the Netherlands, could cause disproportionate damage to its business, regardless of whether or not the negative publicity is factually accurate.

The Issuer is, for example, exposed to the risk that, among other things, litigation, employee misconduct, operational failures, or products or services developed or recommended by it, which are not performing as expected, whether or not founded, will harm its reputation. Furthermore, negative publicity could be based on allegations that the Issuer does not or does not fully comply with regulatory requirements or anti-money laundering or bribery rules, or result from negative publicity about a third party linked to the Issuer (e.g. resulting from misconduct or malpractice relating to traditional bank competitors, intermediaries, independent advisors, partners, business promoters or third party

managers) or about politically exposed persons in the customer base of the Issuer (being topics for which the Dutch banking sector is exposed to increased scrutiny and public attention over recent years).

Furthermore, negative publicity could also result from the fact that certain of the financial products and services of the Issuer and its subsidiaries are distributed through third parties or form part of broader products and services sold by third parties. Any negative publicity in respect of such third parties or such broader products and services could also have negative consequences for the Issuer. Furthermore, negative publicity could result from failures in the information technology systems of the Issuer, loss of customer data or confidential information, or failure in risk management procedures.

Any damage to the reputation of the Issuer could cause existing customers to withdraw their business from the Issuer and potential customers to be reluctant or elect not to do business with the Issuer. Furthermore, negative publicity could result in greater regulatory scrutiny and influence market or rating agency perception of the Issuer, which may make it more difficult for the Issuer to maintain its credit ratings. See also the risk factor '*Litigation, other proceedings, or significant claims may adversely affect the business, financial condition and results of operations of the Issuer*'.

3. On page 86 under “**Ratings of de Volksbank per date of this Base Prospectus**” the tables with the ratings of de Volksbank will be replaced in their entirety by the following tables:

| Long-term credit ratings | S&P | Moody’s | Fitch |
|---------------------------------|----------------|----------------|---------------|
| de Volksbank | A- (positive) | A3 (stable) | A- (negative) |

| Short-term credit ratings | S&P | Moody’s | Fitch |
|----------------------------------|----------------|----------------|--------------|
| de Volksbank | A2 | P-2 | F1 |

4. On page 92 under “*Changes to the Board of Directors*” the last paragraph will be replaced in its entirety by:

On 12 December 2019, the Supervisory Board announced its intention to appoint Pieter Veuger as a member of the Board of Directors as well as Chief Financial Officer. This appointment was subject to approval by the supervisory authorities. Now that this approval has been received, Pieter Veuger joined the Board of Directors of de Volksbank as Chief Financial Officer with effect from 19 March 2020. Pieter Veuger succeeds Annemiek van Melick, who resigned from the Board of Directors on 1 September 2019.

5. On page 94 “*Capital distribution*” will be replaced in its entirety by:

Capital distribution

On 16 December 2019, de Volksbank announced its proposal to make a capital distribution in the amount of € 250 million to its shareholder, NLF. The capital distribution contributes to a more efficient capital position and has a positive effect on the return on equity. The capital distribution will be charged to the share premium reserve. The capital distribution occurred in the second half of December 2019.

6. On page 252 under the chapter “**19. DOCUMENTS INCORPORATED BY REFERENCE**” the documents mentioned under (a), (b), (e), (i) and (l) shall be deleted from the list of documents incorporated in the Base

Prospectus, and shall be replaced with the following documents:

(a) The Issuer's publicly available financial statements and auditor's report for the year ended 31 December 2019 (set forth on pages 156 up to and including 221 (financial statements) and pages 225 up to and including 231 (auditor's report) of its 2019 annual report (English translation)) which can also be obtained from: <https://www.devолksbank.nl/assets/files/jaarcijfers/Jaarverslagen-de-Volksbank/de-Volksbank-N.V.-Annual-Report-2019.pdf>;

(b) The Issuer's publicly available financial statements and auditor's report for the year ended 31 December 2018 (set forth on pages 156 up to and including 216 (financial statements) and pages 221 up to and including 227 (auditor's report) of its 2018 annual report (English translation)), which can also be obtained from: <https://www.devолksbank.nl/assets/files/jaarcijfers/Jaarverslagen-de-Volksbank/Annual-Report-de-Volksbank-N.V.-2018.pdf>;

(e) The transparency statement in respect of the consolidated and company financial statements of the Issuer issued by the Board of Directors as set forth on page 133 of its 2019 annual report (English translation) and as set forth on page 132 of its 2018 annual report (English translation), which can also be obtained from: <https://www.devолksbank.nl/assets/files/jaarcijfers/Jaarverslagen-de-Volksbank/de-Volksbank-N.V.-Annual-Report-2019.pdf>; and <https://www.devолksbank.nl/assets/files/jaarcijfers/Jaarverslagen-de-Volksbank/Annual-Report-de-Volksbank-N.V.-2018.pdf>;

(i) Chapter 4 (Risk Management) set forth on pages 67 up to and including 133 of the Issuer's 2019 annual report (English translation) and as set forth on pages 69 up to and including 132 of the Issuer's 2018 annual report (English translation), which can also be obtained from: <https://www.devолksbank.nl/assets/files/jaarcijfers/Jaarverslagen-de-Volksbank/de-Volksbank-N.V.-Annual-Report-2019.pdf>; and <https://www.devолksbank.nl/assets/files/jaarcijfers/Jaarverslagen-de-Volksbank/Annual-Report-de-Volksbank-N.V.-2018.pdf>;

(l) A press release published by the Issuer on 19 March 2020 regarding the appointment of Pieter Veuger as Chief Financial Officer of de Volksbank, which can also be obtained from: <https://www.devолksbank.nl/en/press/pieter-veuger-nieuwe-cfo-van-de-volksbank>;

7. On page 252-253 under the chapter “**19. DOCUMENTS INCORPORATED BY REFERENCE**” the following document shall be added to the list of documents incorporated in and to form part of, the Base Prospectus (with the deletion of “and” at the end of paragraph (l) and replacement of “.” at the end of paragraph (m) with “; and”):

(n) A press release published by the Issuer on 14 February 2020 regarding the Issuer's 2019 annual results published on 14 February 2020, which can also be obtained from: <https://www.devолksbank.nl/assets/files/jaarcijfers/Press-Release-2019.pdf>.

8. On page 255 under the chapter “**20. GENERAL INFORMATION**” the tenth bullet will be replaced in its entirety by:

10. There has been no significant change in the financial position of the Issuer and its subsidiaries since 31

December 2019 and there has been no material adverse change in the prospects of the Issuer since 31 December 2019, the last day of the financial period in respect of which audited financial statements of de Volksbank have been prepared.