



## **Achmea Bank N.V.**

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

# **€10,000,000,000 Medium Term Note Programme**

## **Supplement dated 27 August 2025 to the Base Prospectus dated 26 November 2024**

Under its €10,000,000,000 medium term note programme (the "**Programme**") described in a base prospectus dated 26 November 2024, as supplemented on 7 April 2025 (the "**Base Prospectus**"), Achmea Bank N.V. (the "**Issuer**") may from time to time issue medium term notes (the "**Notes**"). This supplement to the Base Prospectus ("**Supplement**") constitutes a supplemental prospectus to the Base Prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of any Notes that are the subject of the Base Prospectus as supplemented by this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement is supplemental to, forms part of and should be read in conjunction and construed together with the Base Prospectus including any documents incorporated by reference therein and, in relation to any Tranche, the Base Prospectus and this Supplement should be read and construed together with the relevant Final Terms. Copies of this Supplement, the Base Prospectus, any documents incorporated by reference into the Base Prospectus, and the Final Terms may be obtained without charge from the registered office of the Issuer and [www.achmeabank.com](http://www.achmeabank.com).

This Supplement, together with the Base Prospectus, comprises a base prospectus for the purposes of the Prospectus Regulation and for the purpose of giving information with regard to the Issuer, the Issuer and its subsidiaries and affiliates taken as a whole and the Notes which, according to the particular nature of the Issuer and the Notes, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

**Arranger**

**DEUTSCHE BANK**

**Dealer**

**DEUTSCHE BANK**

## IMPORTANT INFORMATION

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Any information from third parties identified in this Supplement as such has been accurately reproduced and as far as the Issuer is aware and is 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 accepts responsibility accordingly.

Save for the Issuer, no other party has separately verified the information contained in this Supplement and the Base Prospectus. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Arranger, the Dealers, the Agent or any of their respective affiliates as to the accuracy or completeness of the information contained in or incorporated into this Supplement and the Base Prospectus or any other information provided by the Issuer in connection with the Programme. Neither the Arranger, the Dealers nor the Agent accepts any liability in relation to the information contained or incorporated by reference in this Supplement and the Base Prospectus or any other information provided by the Issuer in connection with the Programme. The Base Prospectus must be read and construed together with any supplements hereto and with any information incorporated by reference therein and, in relation to any Tranche of Notes, must be read and construed together with the relevant Final Terms.

The information on the websites to which a hyperlink has been included in this Supplement (other than the hyperlinks contained in the section "*Incorporation by Reference*") does not form part of this Supplement.

The distribution of this Supplement and the Base Prospectus and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement and the Base Prospectus comes are required by the Issuer, the Arranger and the Dealers to inform themselves about and to observe any such restriction. The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. 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 Notes have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Notes may be offered and sold outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act. For a description of these and certain further restrictions on offers, sales and transfers of Notes and on distribution of the Base Prospectus, this Supplement or any other offering material relating to the Notes, see "*Subscription and Sale*" in the Base Prospectus. Bearer Notes are in bearer form and are therefore subject to U.S. tax law requirements. Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States or its possessions or to United States persons. Terms used in the preceding sentence have the meanings given to them by the Code.

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

Neither this Supplement, the Base Prospectus nor any other information supplied in connection with the Programme or any Notes should be considered as a recommendation by the Issuer, the Arranger or any of the Dealers that any recipient of this Supplement and the Base Prospectus or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Supplement, the Base Prospectus nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer, the Arranger or any of the Dealers to any person to purchase any Notes.

Neither the delivery of this Supplement, the Base Prospectus, any Final Terms nor the offering, sale or delivery of any Note shall, in any circumstance, create any implication that the information contained in this Supplement or the Base Prospectus is true subsequent to the date hereof or the date upon which the Base Prospectus has been most recently amended or supplemented or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since the date hereof or, if later, the date upon which the Base Prospectus has been most recently amended or supplemented or that any

other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. The Arranger and the Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. The Issuer has no obligation to update the Base Prospectus, except when required by and in accordance with the Prospectus Regulation.

This Supplement and the Base Prospectus have been prepared on the basis that any offer of Notes in any Member State will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make an offer in that Member State of Notes which are the subject of an offering contemplated in this Supplement and the Base Prospectus as completed by Final Terms in relation to the offer of those Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or any Dealer to publish or supplement a prospectus for such offer.

In the case of any Notes which are to be admitted to trading on a regulated market within the European Economic Area or offered to the public in a Member State in circumstances which require the publication of a prospectus under the Prospectus Regulation, the minimum denomination shall be €100,000 or its equivalent in another currency.

## SUPPLEMENTAL INFORMATION

The purpose of this Supplement is to incorporate by reference (a) the Issuer's publicly available semi-annual financial statements for 2025 and (b) some other recent developments. With effect from the date of this Supplement, the Base Prospectus shall be supplemented in the manner described below.

1. On page 10 of the Issuer's Base Prospectus under "Risk Factors – Risks regarding the loan portfolio acquired from Staalbankiers", the following wording shall replace the existing part in the sixth paragraph starting with: "On 13 March 2025" up to and including "the second half of 2025":

"On 6 August 2025, the court issued a ruling in favour of Achmea Bank N.V. An appeal against the ruling remains possible."

2. On page 41 of the Issuer's Base Prospectus under "*Incorporation by reference; definitions & interpretation – Incorporation by reference*" the following new paragraphs (m), (n), (o) and (p) shall be inserted after item (l) and the subsequent items will be re-lettered accordingly:

"(m) the press release titled "*Reappointment of the Chairman of the Supervisory Board of Achmea Bank*", dated 2 July 2025, which can be obtained from: <https://www.achmeabank.nl/-/media/achmeabank/documenten/nieuws/eng/press-release---reappointment-of-the-chairman-of-the-sb-of-achmea-bank.pdf>;

(n) the press release titled "*Implementation of CRR3 results in higher CET1 ratio and TCR for Achmea Bank*", dated 17 July 2025, which can be obtained from: <https://www.achmeabank.nl/-/media/achmeabank/documenten/nieuws/eng/press-release---implementation-of-crr3-results-in-higher-cet1-ratio-and-tcr-for-achmea-bank.pdf>;

(o) the press release titled "*Lex Kloosterman appointed Chair of Achmea Bank Supervisory Board; Tanja Nagel new Supervisory Board member and ARC Chair*", dated 23 July 2025, which can be obtained from: <https://www.achmeabank.nl/-/media/achmeabank/documenten/nieuws/eng/press-release--lex-kloosterman-chair-of-achmea-bank-supervisory-board-tanja-nagel-new-supervisory-bo.pdf>; and

(p) the press release titled "*Achmea Bank reports an operating profit before taxes of € 40 million*", dated 15 August 2025, which can be obtained from: <https://www.achmeabank.nl/->

</media/achmeabank/documenten/nieuws/eng/press-realease---achmea-bank-reports-an-operating-profit-before-taxes-of-eur-40-million.pdf>."

3. On page 107 of the Issuer's Base Prospectus under "*Achmea Bank N.V. – Legal proceedings*", the following paragraph shall replace the existing second paragraph:

"On 6 August 2025, the court issued a ruling in favour of Achmea Bank N.V. An appeal against the ruling remains possible. In previous proceedings against Staalbankiers N.V. and Achmea Bank N.V., initiated by individual clients with a CHF loan, the court also ruled in favour of Achmea Bank N.V.. No collective claim provision has been established (see also the risk factor "*4. Risks regarding the loan portfolio acquired from Staalbankiers*")."

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