

## FINAL TERMS

**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 (the **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 (**MiFID II**); or (ii) a customer within the meaning of the Directive 2016/97 (**IDD**), 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 Directive. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the **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 PRIIPs Regulation.

**MiFID II PRODUCT GOVERNANCE / TARGET MARKET – 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

**Final Terms dated 22 May 2019**

### **VESTEDA FINANCE B.V.**

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

**Issuer Legal Entity Identifier (LEI): 72450072M9HBDGD2GH67**

**Issue of €500,000,000 Senior Unsecured Guaranteed 1.500% Fixed Rate Notes due 24 May 2027 under the €2,500,000,000 Guaranteed Euro Medium Term Note Programme**

## **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 7 May 2019 which constitutes a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

The expression **Prospectus Directive** means Directive 2003/71/EC (as amended or superseded) and includes any relevant implementing measure in the Relevant Member State.

Full information on the Issuer, the Guarantors and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus can be obtained by e-mail through [investorrelations@vesteda.com](mailto:investorrelations@vesteda.com) and has been published in electronic form on <http://www.vesteda.com/en/about-vesteda/investorrelations/>. Furthermore, copies of the Base Prospectus will be available, free of charge, during normal office hours at the Issuer's head office, De Boelelaan 759, 1082 RS Amsterdam, The Netherlands.

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|----|---|--|
| 1. | (i) Issuer:                                     | Vesteda Finance B.V.   |
|    | (ii) Guarantors:                                | Custodian Vesteda Fund I B.V.<br>Custodian Vesteda Fund III B.V.<br>Custodian Vesteda Fund IV B.V.   |
| 2. | (i) Series Number:                              | 6  |
|    | (ii) Tranche Number:                            | 1  |
|    | (iii) Date on which the Notes become fungible). | Not Applicable.  |
| 3. | Specified Currency or Currencies:               | Euro   |
| 4. | Aggregate Nominal Amount:                       |  |
|    | (i) Series:                                     | €500,000,000   |
|    | (ii) Tranche:                                   | €500,000,000   |
| 5. | Issue Price:                                    | 99.225% of the Aggregate Nominal Amount  |
| 6. | (i) Specified Denominations:                    | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000. |
|    | (ii) Calculation Amount:                        | €1,000   |
| 7. | (i) Issue Date:                                 | 24 May 2019  |
|    | (ii) Interest Commencement Date:                | Issue Date   |
| 8. | Maturity Date:                                  | 24 May 2027  |
| 9. | Interest Basis:                                 | 1.500% Fixed Rate per annum  |

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| 10. | Redemption/Payment Basis:  | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount |
| 11. | Change of Interest Basis:  | Not Applicable  |
| 12. | Put/Call Options:  | Put Option – Change of Control<br>Issuer Refinancing Call<br>Make-whole Redemption<br>Issuer Residual Call                                    |
| 13. | (i) Status of the Notes:   | (further particulars specified below)<br>Senior   |
|     | (ii) Status of the Guarantees  | Senior  |
|     | (iii) Date Board approval for issuance of Notes and Guarantees obtained: | 6 May 2019  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|--------------------------------------|---|
| 14. | <b>Fixed Rate Note Provisions</b>    | Applicable  |
|     | (i) Rate of Interest:                | 1.500% per annum payable in arrear on each Interest Payment Date                    |
|     | (ii) Interest Payment Date(s):       | 24 May in each year commencing on 24 May 2020 up to and including the Maturity Date |
|     | (iii) Fixed Coupon Amounts:          | €15.00 per Calculation Amount   |
|     | (iv) Broken Amount(s):               | Not Applicable  |
|     | (v) Day Count Fraction:              | Actual/Actual (ICMA)  |
|     | (vi) Determination Dates:            | 24 May in each year   |
| 15. | <b>Floating Rate Note Provisions</b> | Not Applicable  |
| 16. | <b>Zero Coupon Note Provisions</b>   | Not Applicable  |

**PROVISIONS RELATING TO REDEMPTION**

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|-----|--|------------------|
| 17. | <b>Call Option</b>                                 | Not Applicable   |
| 18. | <b>Issuer Refinancing Call</b>                     | Applicable       |
|     | (i) Date from which Issuer Refinancing Call may be | 24 February 2027 |

	exercised:	
	(ii) If redeemable in part:	
	(a) Minimum Redemption Amount:	€1,000 per Calculation Amount
	(b) Maximum Redemption Amount:	€1,000 per Calculation Amount
	(iii) Notice period:	As set out in Condition 9(c)(B)
19.	<b>Make-whole Redemption</b>	Applicable
	(i) Make-whole Redemption Date:	As set out in Condition 9(f)
	(ii) If redeemable in part:	
	(a) Minimum Redemption Amount:	€1,000 per Calculation Amount
	(b) Maximum Redemption Amount:	€1,000 per Calculation Amount
	(iii) Notice period:	As set out in Condition 9(f)
	(iv) Parties to whom notice shall be given:	Not Applicable
	(v) Make-whole Redemption Margin	0.30%
	(vi) Discounting basis	Annual
	(vii) Quotation Agent	Coöperatieve Rabobank U.A.
	(viii) Reference Dealers	ABN AMRO Bank N.V. BNP Paribas Coöperatieve Rabobank U.A. ING Bank N.V. SMBC Nikko Capital Markets Limited
	(ix) Reference Security	DBR 0.25% 15 Feb 2027 (ISIN Code: DE0001102416)
20.	<b>Issuer Residual Call</b>	Applicable
	(i) Notice period:	As set out in Condition 9(g)
	(ii) Residual Call Early Redemption	€1,000 per Calculation Amount

	Amount	
21.	<b>Put Option</b>	Applicable on Change of Control only
	(i) Optional Redemption Date(s) (Put):	As set out in Condition 9(e)
	(ii) Optional Redemption Amount(s) (Put) of each Note and method, if any, of calculation of such amount(s):	€1,000 per Calculation Amount
	(iii) Notice period:	As set out in Condition 9(e)
22.	<b>Final Redemption Amount of each Note</b>	€1,000 per Calculation Amount
23.	<b>Early Redemption Amount</b>	€1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	<b>Bearer Notes:</b>  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) or other special provisions relating to payment dates:	Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
28.	Consolidation provisions:	The provisions in Condition 17 ( <i>Further Issues</i> ) apply

Signed on behalf of Vesteda Finance B.V.:

By: .....  
Duly authorised



G.S. van der Baan



F. Verbeert.

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext in Amsterdam
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext in Amsterdam with effect from the Issue Date.
- (iii) Estimated Total Expenses relating to admission to trading: €7,100

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- S&P: BBB+
- S&P Global Ratings Europe Limited is established in the EEA and registered under the CRA Regulation.

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

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 4. REASONS FOR THE OFFER AND USE OF PROCEEDS

- (i) Reasons for the offer: The net proceeds from the issue of the Notes will be used to finance or refinance in whole or in part assets which contributed to achieving the Issuer's sustainability goals (Eligible Assets as defined in the Vesteda Green Finance Framework dated 6 May 2019, paragraph 2.1 (*Use of proceeds*)) which may consist of energy efficient residential buildings and refurbished residential buildings, as further described in the Vesteda Green Finance Framework.
- (ii) Use of Proceeds: The net proceeds from the issue of the Notes will be used to finance or refinance in whole or in part assets which contributed to achieving the Issuer's sustainability goals (Eligible Assets as defined in the Vesteda Green

Finance Framework dated 6 May 2019, paragraph 2.1 (*Use of proceeds*)) which may consist of energy efficient residential buildings and refurbished residential buildings, as further described in the Vesteda Green Finance Framework.

5. **YIELD**

Indication of yield: 1.604% per annum

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: XS2001183164

(ii) Common Code: 200118316

(iii) CFI Not Applicable

(iv) FISN Not Applicable

(v) New Global Note 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 Euroclear or Clearstream, Luxembourg as common safe-keeper 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 satisfaction of the Eurosystem eligibility criteria.

(vi) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

(vii) Delivery: Delivery against payment

(viii) Names and addresses of initial Paying Agent(s): BNP Paribas Securities Services, Luxembourg branch  
60 avenue J.F. Kennedy  
L-1855 Luxembourg



Grand Duchy of Luxembourg

- (ix) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. **DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names and addresses of Managers:
- ABN AMRO Bank N.V.  
Gustav Mahlerlaan 10  
1082 PP Amsterdam  
The Netherlands
- BNP Paribas  
10 Harewood Avenue  
London NW1 6AA  
United Kingdom
- Coöperatieve Rabobank U.A.  
Croeselaan 18  
3521 CB Utrecht  
The Netherlands
- ING Bank N.V.  
Foppingadreef 7  
1102 BD Amsterdam  
The Netherlands
- SMBC Nikko Capital Markets Limited  
One New Change  
London EC4M 9AF  
United Kingdom
- (iii) Stabilising Manager(s) (if any): Coöperatieve Rabobank U.A.
- (iv) If non-syndicated, name and address of Dealer: Not Applicable
- (v) U.S. Selling restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Netherlands selling restrictions under (a) Offer to the public in the Netherlands: Not Applicable
- (vii) Prohibition of Sales to Belgian Consumers: Not Applicable