

Final Terms dated 26 October 2016

F. van Lanschot Bankiers N.V.

(incorporated in the Netherlands with its statutory seat in 's-Hertogenbosch)

**Issue of EUR 50,000,000 Fixed-to-Floating Rate Subordinated Notes 2016
due October 2026
under the EUR 5,000,000,000 Debt Issuance Programme**

Series No. 289

Tranche No. 1

GOLDMAN SACHS INTERNATIONAL

Any person making or intending to make an offer of the 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 Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, 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 any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC as amended (including by Directive 2010/73/EU) and includes any relevant implementing measures in the relevant Member State.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 8 January 2016 and the supplement(s) to it dated 9 March 2016, 26 April 2016, 6 June 2016 and 24 August 2016 which together constitute 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 and must be read in conjunction with the 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 Base Prospectus. The Base Prospectus has been published on <https://corporate.vanlanschot.nl/en/financial/debt-investors/debt-issuance-programme>.

1. Issuer: F. van Lanschot Bankiers N.V.
2. (i) Series Number: 289
(ii) Tranche Number: 1
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: EUR
4. Aggregate Nominal Amount:
(i) Series: EUR 50,000,000
(ii) Tranche: EUR 50,000,000
5. (i) 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 October 2016
(ii) Interest Commencement Date: Issue Date
8. Maturity Date or Redemption Month: Interest Payment Date falling in or nearest to October 2026
9. Interest Basis: 3.396 per cent. Fixed Rate
6 Month EURIBOR + 3.60 per cent. Floating Rate
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
(further particulars specified below)
11. Change of Interest Basis: The Interest Basis shall change from Fixed Rate to Floating Rate on 28 October 2021.
12. Put/Call Options: Issuer Call Option

		Regulatory Call Tax Call (further particulars specified below)
13.	(i) Status of the Notes:	Subordinated (Tier 2 Notes) Conditions 3/7(m)/7(n)/10/15 apply
	(ii) Date of resolutions/authorisations/ approval for issuance of Notes obtained:	14 October 2016
14.	(i) Listing:	The regulated market of the Luxembourg Stock Exchange
	(ii) Admission to trading:	Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 28 October 2016
	(iii) Estimate of total expenses related to admission to trading:	EUR 3,550
15.	Method of distribution:	Non-syndicated
16.	Name and contact details of Calculation Agent, if not the Issuer:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Change of Interest Basis Option:	Not Applicable
18.	Fixed Rate Note Provisions:	Applicable
	(i) Fixed Rate of Interest:	3.396 per cent. per annum payable annually in arrear from (and including) the Issue Date to (but excluding) 28 October 2021.
	(ii) Interest Payment Date(s):	28 October in each year up to and including 28 October 2021
	(iii) Fixed Coupon Amount(s):	EUR 3,396 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Interest Determination Date(s):	28 October in each year
19.	Fixed Rate Reset Note Provisions:	Not Applicable
20.	Floating Rate Note Provisions:	Applicable. from (and including) 28 October 2021 to (but excluding) the Maturity Date.
	(i) CMS:	Not Applicable

(ii) Specified Period(s):	Not Applicable
(iii) Specified Interest Payment Dates:	28 October and 28 April in each year, commencing 28 April 2022, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.
(iv) Business Day Convention:	
- Business Day Convention:	Modified Following Business Day Convention
- Adjustment or Unadjustment for Interest Period:	Adjusted
(v) Manner in which the Rate of Interest is to be determined:	Screen Rate Determination
(vi) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent):	Not Applicable
(vii) Screen Rate Determination:	Yes
- Reference Rate:	6 Month EURIBOR
- Interest Determination Date(s):	The second day on which the TARGET is open prior to the start of each Interest Period
- Relevant Screen Page:	Bloomberg EUR006M INDEX (in accordance with the fallback provisions as set out in Condition (5(b)))
(viii) ISDA Determination:	No
(ix) Linear Interpolation:	Not Applicable
(x) Margin(s):	+ 3.60 per cent. per annum
(xi) Minimum Rate of Interest:	Not Applicable
(xii) Maximum Rate of Interest:	Not Applicable
(xiii) Day Count Fraction:	Actual/360
(xiv) Applicable ISDA Definitions:	Not Applicable
(xv) Inverse Floating Rate Note	Not Applicable
21. Zero Coupon Note Provisions:	Not Applicable
PROVISIONS RELATING TO REDEMPTION	
22. Issuer Call Option:	Applicable

(i) Optional Redemption Date(s):	28 October 2021
(ii) Optional Redemption Amount(s):	EUR 100,000 per Calculation Amount
(iii) If redeemable in part:	
Minimum Redemption Amount:	Not Applicable
Maximum Redemption Amount:	Not Applicable
23. Put Option:	Not Applicable
24. Final Redemption Amount:	EUR 100,000 per Calculation Amount
25. Early Redemption Amount:	Applicable
(i) Early Redemption Amount(s) payable on redemption pursuant to Condition 7 (other than 7(c) and 7(d)), including for tax reasons, illegality, regulatory reasons of Tier 2 Notes or on event of default (if different from that set out in Condition 7(g)):	Not Applicable (the method as set out in Condition 7(g))
(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates:	Yes
(iii) Unmatured Coupons to become void upon early redemption (Definitive Notes and Global Notes in bearer form only):	Yes
26. Obligatory Redemption: (Condition 7(f)):	Not Applicable
27. Regulatory Call:	Applicable
(i) Optional Redemption Amount of each Note:	EUR 100,000 per Calculation Amount
28. Condition 17 (<i>Substitution of the Issuer</i>) applies to Subordinated Notes:	No
29. Substitution or variation applies to Subordinated Notes:	Applicable
GENERAL PROVISIONS RELATING TO REDEMPTION	
30. Partly Paid Notes:	Not Applicable
31. Instalment Notes:	Not Applicable
32. Adjustment for Early Redemption Unwind Costs:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 33. | Form of Notes: | Bearer Notes

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event. |
| 34. | New Global Note Form: | Applicable |
| 35. | Additional Financial Centre(s): | Not Applicable |
| 36. | Coupons or Receipts to be attached to Definitive Notes (and dates on which such Coupons or Receipts mature): | Yes, Coupons to be attached to Definitive Notes shall mature upon redemption of the Notes. No Receipts shall be attached to Definitive Notes. |
| 37. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 38. | Details relating to Partly Paid Notes: | Not Applicable |
| 39. | Details relating to Instalment Notes: | |
| | (i) Instalment Amount(s): | Not Applicable |
| | (ii) Instalment Date(s): | Not Applicable |
| 40. | Redenomination: | Not Applicable |
| 41. | Whether Condition 8(a) of the Notes applies (in which case Condition 7(b) of the Notes will not apply) or whether Condition 8(b) of the Notes applies: | Condition 8(b) and Condition 7(b) apply |

DISTRIBUTION

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| 42. | (i) If syndicated, names of Dealers and underwriting commitments: | Not Applicable |
| | (ii) If non-syndicated, name of relevant Dealer: | Goldman Sachs International |
| | (iii) Stabilising Manager (if any): | Not Applicable |
| | (iv) Date of Subscription Agreement: | Not Applicable |
| | (v) Total commission and concession: | Not Applicable |
| 43. | U.S. Selling Restrictions: | Regulation S Compliance Category 2

TEFRA D |

- 44. Public Offer: Not Applicable
- 45. General Consent: Not Applicable

PART B - OTHER INFORMATION

LISTING AND 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 Luxembourg Stock Exchange with effect from, at the earliest, the Issue Date.

Listing Agent: Deutsche Bank Luxembourg S.A.

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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

OPERATIONAL INFORMATION

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| 1. | Relevant clearing and/or settlement system(s): | Euroclear/Clearstream, Luxembourg |
| 2. | Any clearing and/or settlement system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| 3. | Delivery: | Delivery against payment |
| 4. | Debt Issuance Programme number: | 006748 |
| 5. | Additional Paying Agent(s) (if any): | Not Applicable |
| 6. | Offer Period/application process: | Not Applicable |
| 7. | Reduction of subscriptions: | Not Applicable |
| 8. | Maximum and minimum subscription amount: | Not Applicable |
| 9. | Method and time limit for paying up the securities and for delivery of the securities: | Not Applicable |
| 10. | Procedure for exercise of any right of pre-emption the negotiability of subscription rights and the treatment of subscription rights not exercised: | Not Applicable |
| 11. | 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 one of the ICSDs as common safekeeper 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 the |

		ECB being satisfied that Eurosystem eligibility criteria have been met.
12.	Indication of yield (<i>Fixed Rate Notes only</i>):	Calculated as 3.396 per cent. per annum on the Issue Date up to the Optional Redemption Date. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
13.	ISIN:	XS1508351514
	Common code:	150835151
	Other relevant code:	Not Applicable
14.	Ratings:	The Notes to be issued are expected to be rated:
	Fitch:	BBB
		Fitch Ratings Limited is established in the European Union and registered under Regulation (EC) No 1060/2009.
	(ii) Notification:	The AFM has provided the Commission de Surveillance du Secteur Financier (CSSF) in Luxembourg with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive as implemented in the Netherlands.
15.	Identification of the sources of third party information, if applicable:	Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issuance and the listing and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the EUR 5,000,000,000 Debt Issuance Programme of F. van Lanschot Bankiers N.V.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information. The Issuer accepts responsibility accordingly.

These Final Terms or any other information supplied in connection with the Programme should not be considered as a recommendation by the Issuer, the Arranger or any of the Dealers that any recipient of these Final Terms or any other information supplied in connection with the Programme should purchase any Notes. Accordingly, no representation, warranty or undertaking, expressly or implied, is made and no responsibility is accepted by the Arranger or the Dealers or any of their respective affiliates in their capacity as such, as to the accuracy or completeness of the information contained in these Final Terms or any other information provided by the Issuer.

Signed on behalf of the Issuer:

Signed on behalf of the Issuer:

By:

By:

Duly authorised officer

Duly authorised officer