

## PROSPECTUS SUPPLEMENT DATED 5 JANUARY 2017



*(incorporated as a limited liability company (société anonyme) in Luxembourg under Luxembourg law and registered with the Register of Commerce and Companies of Luxembourg under number B 10.405 and having its registered office at 7, rue Lou Hemmer, L-1748 Luxembourg-Findel (the “Issuer” or “NORD/LB CBB”))*

### **EUR 7,500,000,000 Programme for the Issuance of Debt Instruments**

This supplement (the “**Second Supplement**”) dated 5 January 2017 to the prospectus, dated 11 April 2016, as supplemented by the First Supplement dated 5 September 2016 (the “**First Supplement**”), which comprises two base prospectuses within the meaning of Art. 22 (6) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended, (the “Prospectus”) constitutes a prospectus supplement for the purposes of Article 13.1 of Chapter 1 of Part II of the Luxembourg law on prospectuses for securities dated 10 July 2005, as amended (the “**Luxembourg Law on Prospectuses**”), and is prepared in connection with the EUR 7,500,000,000 Programme for the Issuance of Debt Instruments (the “**Programme**”) established by the Issuer.

The Second Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) in its capacity as competent authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (<http://www.bourse.lu>) and on the website of the Issuer (<http://www.nordlb.lu>), respectively. By approving the Second Supplement, the CSSF does not give any undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer.

The Second Supplement is supplemental to, and should be read in conjunction with, the Prospectus and the First Supplement. Terms defined in the Prospectus have the same meaning when used in the Second Supplement.

The Issuer accepts responsibility for the information contained in the Second Supplement relating to the Programme and declares that the information contained in the Second Supplement is, to the best of its knowledge, in accordance with the facts and that no material circumstances have been omitted.

## **PURPOSE OF THE SECOND SUPPLEMENT**

The Second Supplement has been prepared in connection with a change of the rating agency and corresponding ratings in relation to the Issuer and the Instruments and a change in the composition of the Board of Management.

## **OVERALL AMENDMENTS**

*If reference is made in the base prospectus dated 11 April 2016 to "Prospectus", then the respective reference includes all changes made by the First Supplement and Second Supplement.*

## I. SUPPLEMENTAL INFORMATION RELATING TO SECTION “I. SUMMARY”

On page 9 et seq. of the Prospectus the information in “Section B – Issuer” under “Element B.17 Credit ratings on the Issuer of its debt securities” shall be deleted and replaced by the following information:

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B.17	Credit ratings of the Issuer or its debt securities	<p>As at the date of the Second Supplement, the Issuer has received the following credit ratings (long term rating):</p> <p>Moody’s<sup>1</sup>:                      Baa1 Fitch<sup>2</sup>:                              A-</p> <p>At the date of the Second Supplement, the Instruments issued by the Issuer have been assigned the following ratings:</p> <p style="text-align: center;"><b><i>lettres de gage publiques</i></b></p> <p>Moody’s<sup>3</sup>:                      Aa1 Fitch:                                AAA</p> <p>Investors should keep in mind that a rating does not constitute a recommendation to purchase, sell or hold Instruments issued by the Issuer.</p> <p>Moreover, the ratings awarded by the rating agencies may at any time be suspended, downgraded or withdrawn.</p>
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<sup>1</sup> “**Moody’s**” means in relation to the credit rating of the Issuer Moody’s Deutschland GmbH, which has been established in the European Union and has been registered (pursuant to the current list of registered and certified credit rating agencies dated 1 December 2015, published on the website of the European Securities and Markets Authority (<http://www.esma.europa.eu>)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended, with the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin*) in Germany.

<sup>2</sup> “**Fitch**” means Fitch Ratings Ltd. Fitch has been established in the European Union and has been registered (pursuant to the current list of registered and certified credit rating agencies dated 1 December 2015, published on the website of the European Securities and Markets Authority (<http://www.esma.europa.eu>)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended, with the Financial Services Authority in England.

<sup>3</sup> “**Moody’s**” means in relation to the rating of *lettres de gage publiques* Moody’s Investors Service Ltd, which has been established in the European Union and has been registered (pursuant to the current list of registered and certified credit rating agencies dated 1 December 2015, published on the website of the European Securities and Markets Authority (<http://www.esma.europa.eu>)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended, with the Financial Services Authority in England.

## II. SUPPLEMENTAL INFORMATION RELATING TO SECTION “I. ZUSAMMENFASSUNG”

On page 25 of the Prospectus the information in “Abschnitt B – Emittentin” under “Element B.17 - Kreditratings der Emittentin oder ihrer Schuldtitel” shall be deleted and replaced by the following information:

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B.17	Kreditratings der Emittentin oder ihrer Schuldtitel	<p>Zum Datum des zweiten Nachtrags hat die Emittentin die folgenden Kreditratings erhalten (langfristige Ratings):</p> <p>Moody's<sup>1</sup>:                    Baa1</p> <p>Fitch<sup>2</sup>:                         A-</p> <p>Zum Datum des zweiten Nachtrags wurden von der Emittentin begebene Schuldverschreibungen mit den folgenden Ratings bewertet:</p> <p style="text-align: center;"><b><i>lettres de gage publiques</i></b></p> <p>Moody's<sup>3</sup>:                    Aa1</p> <p>Fitch:                            AAA</p> <p>Anleger sollten beachten, dass ein Rating keine Empfehlung darstellt, von der Emittentin begebene Schuldverschreibungen zu kaufen, verkaufen oder zu halten.</p> <p>Zudem können die Ratings von den Rating Agenturen jederzeit ausgesetzt, herabgesetzt oder zurückgezogen werden.</p>
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<sup>1</sup> “**Moody’s**” bedeutet in Bezug auf das Kreditrating der Emittentin Moody’s Deutschland GmbH, welche ihren Sitz in der Europäischen Union hat und (gemäß der aktuellen Liste der registrierten und zertifizierten Kreditratingagenturen vom 1. Dezember 2015, veröffentlicht auf der Internetseite der European Securities and Markets Authority (<http://www.esma.europa.eu>)) gemäß Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009, in der jeweils geänderten Fassung, bei der Bundesanstalt für Finanzdienstleistungsaufsicht in Deutschland registriert wurde.

<sup>2</sup> “**Fitch**” bedeutet Fitch Ratings Ltd. Fitch hat ihren Sitz in der Europäischen Union und wurde (gemäß der aktuellen Liste der registrierten und zertifizierten Kreditratingagenturen vom 1. Dezember 2015, veröffentlicht auf der Internetseite der European Securities and Markets Authority (<http://www.esma.europa.eu>)) gemäß Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009, in der jeweils geänderten Fassung, bei der Financial Services Authority in England registriert.

<sup>3</sup> “**Moody’s**” bedeutet in Bezug auf das Rating von *lettres de gage publiques* Moody’s Investors Service Ltd, welche Moody’s ihren Sitz in der Europäischen Union hat und (gemäß der aktuellen Liste der registrierten und zertifizierten Kreditratingagenturen vom 1. Dezember 2015, veröffentlicht auf der Internetseite der European Securities and Markets Authority (<http://www.esma.europa.eu>)) gemäß Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009, in der jeweils geänderten Fassung, bei der Financial Services Authority in England registriert wurde.

### III. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION “IV. DESCRIPTION OF NORD/LB LUXEMBOURG S.A. COVERED BOND BANK”

*The information contained in the section “IV.3. Ratings” on page 52 et seq. of the Prospectus shall be deleted and replaced by the following information:*

#### **3. Ratings**

As at the date of the Second Supplement the Issuer has received the following credit ratings from Moody’s Investors Service Ltd. or, respectively, Moody’s Deutschland GmbH (“**Moody’s**”)\* and Fitch Ratings Ltd. (“**Fitch**”):

##### **Moody’s:**

Long-Term Senior Unsecured	Baa1
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##### **Fitch**

Long-Term Senior Unsecured	A-
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The ratings have the following meanings:

##### **Moody’s**

Baa: Obligations rated “Baa” are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics.

Moody’s appends numerical modifiers 1, 2 and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of the generic rating category.

##### **Fitch**

A: High credit quality. ‘A’ ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

Plus (+) or minus (-): The modifiers ‘+’ or ‘-’ may be appended to a rating to denote relative status within the categories ‘aa’ to ‘b’.

As at the date of the Second Supplement the Instruments issued by NORD/LB CBB have received the following ratings:

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\* “**Moody’s**” means in relation to the credit rating of the Issuer Moody’s Deutschland GmbH and in relation to the rating of *lettres de gage publiques* Moody’s Investors Service Ltd.

**Moody's:**

Senior secured debt (*lettres de gages publiques*) Aa1

**Fitch**

Senior secured debt (*lettres de gages publiques*) AAA

The ratings have the following meanings:

**Moody's**

Aa: Obligations rated 'Aa' are judged to be of high quality and are subject to very low credit risk.

Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of the generic rating category.

**Fitch**

AAA: Highest credit quality. 'AAA' ratings denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

On 31 December 2016, the Issuer terminated its rating relationship with Standard & Poor's Credit Market Services Ltd ("**Standard & Poor's**") for all ratings; as of 3 January 2017 Standard & Poor's withdrew the ratings on the Issuer and its debt instruments.

Moody's and Fitch are established in the European Union and are registered pursuant to the CRA Regulation. Moody's and Fitch are listed in the "List of registered and certified CRA's dated 1 December 2015, published on the website of the European Securities and Markets Authority (<http://www.esma.europa.eu>) as published in accordance with the CRA Regulation.

Instruments to be issued under this Prospectus may be rated or unrated. The ratings above do not immediately apply to any individual Instrument issued under this Prospectus. Where a Series of Instruments is rated, its rating may not be the same as the rating applicable to the Issuer.

Furthermore, a security rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the assigning rating agency at any time. Ratings are based on current information furnished to the rating agencies by the Issuer and information obtained by the rating agencies from other sources. Because ratings may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, a prospective purchaser should verify the current long-term and short-term ratings of the Issuer and/or of the Instruments, as the case may be, before purchasing the Instruments. Rating agencies may change their methodology at any time. A change in the rating methodology may have an impact on the rating of Instruments issued or to be issued under this Prospectus. For the evaluation and usage of ratings, please refer to the Rating Agencies' pertinent criteria and explanations, the relevant terms of use are to be considered."

*In section “IV.8. Governing bodies of NORD/LB LUXEMBOURG S.A. Covered Bond Bank” at the end of the subsection “a) Board of Management – Appointment of members of the Board of Management, composition and duties outside NORD/LB CBB” on page 57 et seq. the following information shall be newly inserted:*

“Christian Veit has ceased to be a member of the Management Board as of 13 November 2016. As of 1 January 2017, Manfred Borchardt has been appointed as general representative (*Generalbevollmächtigter*).”

To the extent that there is any inconsistency between (a) any statement in the Second Supplement and (b) any other statement in the Prospectus as amended by the First Supplement, the statements in (a) above will prevail.

Save as disclosed in the First Supplement and the Second Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

**In accordance with Article 13 paragraph 2 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses investors who have already agreed to purchase or subscribe for instruments offered by way of a public offer before the Second Supplement is published shall have the right, exercisable within a time limit of two working days after the publication of the Second Supplement, i.e. until 9 January 2017, to withdraw their acceptances.**

The First Supplement and the Second Supplement as well as the Prospectus are available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and the website of the Issuer ([www.nordlb.lu](http://www.nordlb.lu)).