

## Final Terms dated 25 November 2022

Achmea B.V.

### Issue of €500,000,000 Senior Green Notes due 29 November 2025 under the €5,000,000,000 Debt Issuance Programme

**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 (“**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**”); (ii) a customer within the meaning of Directive (EU) 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 Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIPs 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 PRIPs Regulation.

**PROHIBITION OF SALES TO UK 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 United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES 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.

## **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) set forth in the base prospectus dated 21 October 2022 (the “**Base Prospectus**”) and the supplemental base prospectus dated 15 November 2022 which together constitute a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus as so supplemented in order to obtain all the relevant information. The Base Prospectus and the supplemental base prospectus have been published on the Issuer's website at [www.achmea.com](http://www.achmea.com).

1	Issuer:	Achmea B.V.
2	(i) Series Number:	9
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (€)
4	Aggregate Nominal Amount:	€500,000,000
	(i) Series:	€500,000,000
	(ii) Tranche:	€500,000,000
5	Issue Price:	99.844 per cent. 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:	29 November 2022
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	29 November 2025
9	Interest Basis:	3.625 per cent. Fixed Rate  (further particulars specified below in paragraph 14)
10	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Tax Call Option  Issuer Call Option  (further particulars specified below in paragraphs 19 and 20)
13	(i) Status of the Notes:	Senior

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| (ii) | Date approval for issuance of Notes obtained: | In respect of the Executive Board, 21 November 2022 and in respect of the Supervisory Board, 9 November 2022 |
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#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	<b>Fixed Rate Note Provisions</b>	Applicable
(i)	Rate(s) of Interest:	3.625% per annum, payable in arrear on each Interest Payment Date.
(ii)	Interest Payment Date(s):	29 November in each year from (and including) 29 November 2023 up to (and including) the Maturity Date
(iii)	Fixed Coupon Amount(s):	€36.25 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	29 November in each year
15	<b>Reset Note Provisions</b>	Not Applicable
16	<b>Floating Rate Note Provisions</b>	Not Applicable
17	<b>Zero Coupon Note Provisions</b>	Not Applicable
18	<b>Deferral of Interest</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

19	<b>Tax Call (Condition 7(d))</b>	Applicable
(i)	Time or date(s) meant in Condition 7(d)(i):	At any time
(ii)	Time or date(s) meant in Condition 7(d)(ii):	At any time
20	<b>Issuer Call Option (Condition 7(e))</b>	Applicable
(i)	Optional Redemption Date(s):	Any date from (and including) 29 August 2025 up to (but excluding) the Maturity Date
(ii)	Optional Redemption	€1,000 per Calculation Amount

	Amount(s) of each Note:	
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period:	As per Condition 7(e)
21	<b>Regulatory Call Option (Condition 7(f))</b>	Not Applicable
22	<b>Rating Call Option (Condition 7(g))</b>	Not Applicable
23	<b>Accounting Call Option (Condition 7(h))</b>	Not Applicable
24	<b>Clean-up Call Option (Condition 7(i))</b>	Not Applicable
25	<b>Make-whole Redemption Call (Condition 7(j))</b>	Not Applicable
26	<b>Issuer Refinancing Call (Condition 7(k))</b>	Not Applicable
27	<b>Investor Put Option (Condition 7(l))</b>	Not Applicable
28	<b>Final Redemption Amount of each Note</b>	€1,000 per Calculation Amount
29	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount
30	<b>Condition 7(b): certificate required:</b>	No

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

31	Form of Notes:	<b>Bearer Notes:</b>
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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

- 32 New Global Note: Yes
- 33 Financial Centre(s): Not Applicable
- 34 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No


**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Achmea B.V.:

By: R.Kramer.....

F.F. van Deijk (proxy holder)

Duly authorised  




## PART B - OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) to Euronext Dublin for the Notes to be admitted to the Official List and trading on its regulated market with effect from 29 November 2022
- (ii) Estimated total expenses related to admission to trading: €1,000

### 2 RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P: BBB+

Fitch: A-

S&P Global Ratings Europe Limited (“**S&P**”) and Fitch Ratings Ireland Limited (“**Fitch**”) are each established in the European Union and is registered under Regulation (EC) No 1060/2009 as amended.

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

Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The Issuer intends to allocate an amount equal to the net proceeds from the offer of Notes specifically to (in)directly finance and/or refinance in whole or in part eligible green loans and/or investments (the “**Eligible Green Projects**”) relating to (i) new and existing energy efficient residential buildings in the Netherlands (Residential Real Estate) and (ii) energy efficient commercial buildings in the Netherlands and internationally (Commercial Real Estate) that meet the Eligibility Criteria (as defined in the Green Finance Framework) of the Issuer’s Green Finance Framework dated February 2022, as amended from time to time (the “**Green Finance Framework**”).

The Green Finance Framework and the second party opinion provided by ISS ESG (the “**SPO**”) are available on the Issuer’s website: <https://www.achmea.nl/en/investors/green-finance-framework>.

The Green Finance Framework and the SPO are not incorporated in and do not form part of these Final Terms or the Base Prospectus.

The net proceeds of the offer of the Notes will be managed by the Issuer on a consolidated basis in a portfolio approach as

described in the Green Finance Framework. Reporting will be conducted and made available to investors as described in the Green Finance Framework.

(ii) Estimated net proceeds: €498,220,000

## 5 YIELD

Indication of yield: 3.681 per cent. per annum

As set out above, 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

ISIN: XS2560411543

Common Code: 256041154

CFI: DTFXFB as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: ACHMEABV1EMTN20251129 as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

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

Delivery: Delivery against payment

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

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.

Statement on benchmarks: Not Applicable

## 7 DISTRIBUTION

(i) Method of distribution: Syndicated



- (ii) If syndicated:
- (A) Names of Managers: Barclays Bank Ireland PLC  
 HSBC Continental Europe  
 ING Bank N.V.  
 MUFG Securities (Europe) N.V.  
 NatWest Markets N.V.  
 Société Générale
- (B) Stabilisation Manager(s) (if any): NatWest Markets N.V.
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA D
- (v) Prohibition of Sales to EEA Retail Investors: Applicable
- (vi) Prohibition of Sales to UK Retail Investors: Applicable
- (vii) Prohibition of Sales to Belgian Consumers: Applicable