

**ANNEX 5 GENERAL PROGRAMME PROVISIONS
IN RESPECT OF UNLIMITED MEDIUM TERM NOTE
PROGRAMME DUTCH MUNICIPALITIES
DEALER ACCESSION DEED**

Model
16072020

Our reference
JZ/2723742/ra

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THE UNDERSIGNED:

1. BNG Bank N.V., established in (2514 AA) The Hague and having its office at Koninginnegracht 2, hereinafter called the "Arranger";
2. Municipality [name of municipality], established in [place of establishment] and having its office in ([post code]) [name of town] at [address], in this matter represented by its (position), Mr/Mrs..... (name) acting for the execution of the decision of the Municipal Executive with [postcode]..... [postcode] dated, hereinafter called the "Issuer";

and

3. [dealer's name under the articles of association], established in ([post code]) [place of establishment under the articles of association] and having its office at [address], hereinafter called the "Dealer";

WHEREAS:

- (i) on [date] the Issuer concluded a Programme Agreement (the "Programme Agreement") with the Arranger and the Issuing and Paying Agent, Paying Agent and Dealers referred to in the Programme Agreement;
- (ii) it is possible on the basis of article 9 of the General Programme Provisions of 16 July 2020 (the "General Programme Provisions") incorporated in the Programme Agreement to appoint an enterprise or institution that is empowered on the basis of the Financial Supervision Act (as amended from time to time) to render the investment service under (f) of the definition of "rendering the investment service" of section 1:1 of that Act (namely: the placing of financial instruments in the exercise of a profession or business when offering them as referred to in Regulation (EU) 2017/1129 of the European Parliament and Council of 14 June 2017 (the "Prospectus Regulation") without placement guarantee) as Dealer under the Programme Agreement;
- (iii) [the Issuer wishes to designate the Dealer with effect from the date of signing of this accession deed as new dealer under the Programme Agreement;]

[the Issuer wishes to designate the Dealer with effect from the date of signing of this accession deed as new dealer under the Programme Agreement for only EUR <amount> at < number> per cent Notes with issue

Initials of Arranger:

Initials of Issuer:

Initials of Dealer:

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date <date>]

- (iv) the Issuer has asked the Arranger for approval for appointment of the Dealer and has received this approval from the Arranger,

DECLARE THAT THEY HAVE AGREED THE FOLLOWING:

Article 1. Appointment

[The Issuer hereby appoints the Dealer with effect from the date of this accession deed as dealer under the Programme Agreement.]

[The Issuer hereby appoints the Dealer with effect from the date of this accession deed as dealer under the Programme Agreement for the Transaction only.]

Article 2. Declaration of power and accession

The Dealer hereby declares that on the date referred to in article 1 it was and now still is an enterprise or institution that is empowered on the basis of the Financial Supervision Act (as amended from time to time) to render in the Netherlands the investment service under (f) of the definition of "rendering an investment service" of section 1:1 of that Act (namely: the placing of financial instruments in the exercise of a profession or business when offering them as referred to in the Prospectus Regulation without placement guarantee) and is also in possession of all necessary permissions, approvals and permits of the relevant governmental and supervisory bodies that are required on the basis of the Financial Supervision Act (as amended from time to time) for rendering the investment service referred to in this article and on the basis of other applicable legislation (including non-Dutch legislation) for the services that a Dealer must render under the Programme Agreement. Furthermore the Dealer hereby declares that it is familiar with the Programme Agreement and that by signing this deed it enters into and is bound by the provisions in the Programme Agreement with effect from the date referred to in article 1.

Article 3. Notifications

Notifications as referred to in article 14 of the General Programme Provisions shall be sent, as long as no written notice of other address data has been given to the other parties to the Programme Agreement, to the Dealer at the following address:

[...]
Attn.

[...]
Telephone: [...]
Fax: [...]

Initials of Arranger:

Initials of Issuer:

Initials of Dealer:

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Article 4. Applicable law, competent court

Article 17 of the General Programme Provisions shall apply.

Thus agreed and drawn up and signed in triplicate.

The Hague, [date]

BNG Bank N.V.

Name:

Position:

Name:

Position:

[place of establishment], [date]

[name of Issuer]

[place of establishment], [date]

[name of dealer]

Name:

Position:

Name:

Position:

Initials of Arranger:

Initials of Issuer:

Initials of Dealer: