



Banc Ceannais na hÉireann
Central Bank of Ireland
Eurosystem

**Certificate of Approval of a Prospectus
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 1377**

To: Commission Bancaire et Financière et des Assurances, Belgium
Bundesanstalt für Finanzdienstleistungsaufsicht, Germany
Commission de Surveillance du Secteur Financier, Luxembourg
Comisión Nacional del Mercado de Valores, Spain
Autoriteit Financiële Markten, The Netherlands

From: Central Bank of Ireland

We hereby certify that the Prospectus detailed below has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 26 October 2011

Name of Issuer: Robeco Bank Holding

Registered Office: Coolsingel 120
3011 AG Rotterdam
The Netherlands

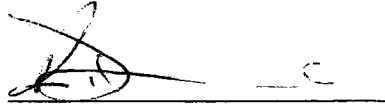
Type of Securities: EUR 1,000,000,000 Structured Medium Term Note Programme

(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up): Annexes V, VI, VII, VIII, IX, XII and XIII

Guarantor (if any): Robeco Structured Covered Note Guarantor B.V.

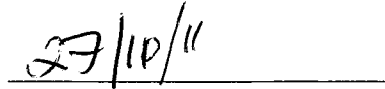
We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information required under [Item _ of Annex _] on the following grounds: N/A

Signed:



For and on behalf of: Central Bank of Ireland

Date:



- Attachments:** (1) Base Prospectus
(2) Translations of the Summary



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