

## FINAL TERMS

Originally dated 16 January 2012 and amended and restated on 2 April 2015

**ABN AMRO Bank N.V.**

*(incorporated with limited liability in The Netherlands with its statutory seat in Amsterdam, acting through its head office)*

**Issue of EUR 1,000,000,000 3.50 per cent. Covered Bonds due January 2022**

**Guaranteed as to payment of principal and interest by  
ABN AMRO Covered Bond Company B.V.  
under the €30,000,000,000  
Covered Bond Programme**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions applicable to the Covered Bonds (the "**Conditions**"), a copy of which is attached as a schedule to a trust deed dated 30 August 2005 between ABN AMRO Bank N.V., ABN AMRO Covered Bond Company B.V. and Stichting Trustee ABN AMRO Covered Bond Company (such trust deed as most recently amended and restated on 8 December 2014 and as further amended and/or supplemented and/or restated from time to time) and which terms and conditions in their then current form were set forth in the Base Prospectus dated 17 October 2011 (the "**Base Prospectus**") and the supplemental base prospectuses dated 22 November 2011 and 14 December 2011 (the "**Supplemental Base Prospectuses**"), respectively, which constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus, as so supplemented. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus, as so supplemented. The Base Prospectus and the Supplemental Base Prospectuses are available for viewing at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands and copies may be obtained from Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands or by e-mail request from [bonds.listings@abnamro.com](mailto:bonds.listings@abnamro.com).

- |    |      |                                     |  |
|----|------|-------------------------------------|--|
| 1. | (i)  | Issuer:                             | ABN AMRO Bank N.V., acting through its head office |
|    | (ii) | CBC:                                | ABN AMRO Covered Bond Company B.V.                 |
| 2. | (i)  | Series Number:                      | CBB10  |
|    | (ii) | Tranche Number:                     | 1  |
| 3. |      | Specified Currency or Currencies:   | euro (" <b>EUR</b> ")                              |
| 4. |      | Aggregate Nominal Amount or Covered |  |

Bonds admitted to trading:

- (i) Series: EUR 1,000,000,000
  - (ii) Tranche: EUR 1,000,000,000
5. Issue Price: 99.892 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Covered Bonds in definitive form will be issued with a denomination above EUR 199,000
- (ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 18 January 2012
- (ii) Interest Commencement Date: 18 January 2012
8. (i) Final Maturity Date: 18 January 2022
- (ii) Bullet Maturity: Soft
- (iii) Extended Due for Payment Date: Applicable. The Specified Interest Payment Date falling on or nearest to 18 January 2023
9. Interest Basis: 3.50 per cent. Fixed Rate from, and including, the Interest Commencement Date to, but excluding, the Final Maturity Date.
- From, and including, the Extension Date in respect of the Covered Bonds described herein (if applicable) to, but excluding, the Extended Due for Payment Date (unless the Guaranteed Final Redemption Amount in respect of the Covered Bonds described herein is paid in full prior to such date), one month EURIBOR + 1.20 per cent. Floating Rate (further particulars specified below).
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis: In accordance with paragraphs 16 and 17 below.

12. Change of Redemption/ Payment Basis: Not Applicable
13. Call Option(s): Not Applicable
14. (i) Status of the Covered 3 Bonds: Unsubordinated, unsecured, guaranteed
- (ii) Status of the Guarantee: Unsubordinated, secured (indirectly, through a parallel debt), unguaranteed
15. Method of distribution: Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16. **Fixed Rate Covered Bond Provisions** Applicable
- (i) Rate of Interest: 3.50 per cent. per annum payable annually in arrear on each Interest Payment Date set out in (ii) below.
- (ii) Interest Payment Date(s): 18 January in each year, commencing 18 January 2013, up to and including the Final Maturity Date, adjusted in accordance with Following Business Day Convention
- (iii) Fixed Coupon Amount(s): EUR 35.00 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA), unadjusted
- (vi) Determination Date(s): 18 January in each year
- (vii) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not Applicable
17. **Floating Rate Covered Bond Provisions** Applicable
- (i) Interest Period(s): 1 month
- (ii) Specified Period: Not Applicable
- (iii) Specified Interest Payment Dates: The 18th of each month, from, and including, the First Interest Payment Date set out in (iv) below up to and including the earlier of: (i) the Extended Due for Payment Date and (ii) the date on which the Guaranteed Final Redemption Amount in respect of the Covered Bonds

described herein is paid in full, subject to adjustment in accordance with the Business Day Convention set out in (v) below

- (iv) First Interest Payment Date: 18 February 2022, provided that the Extension Date occurs in respect of the Covered Bonds described herein
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Unadjusted: No
- (vii) Additional Business Centre(s): Not Applicable
- (viii) Manner in which the Rate(s) of Interest and Interest Amount(s) is/are to be determined: Screen Rate Determination
- (ix) Calculation Agent: Principal Paying Agent
- (x) Screen Rate Determination: Yes
- Reference Rate: 1 Month EURIBOR
- Interest Determination Date(s): The second day on which TARGET2 is open prior to the start of each Interest Period
- Relevant Screen Page: Reuters EURIBOR01
- (xi) ISDA Determination: No
- (xii) Margin(s): + 1.20 per cent. per annum
- (xiii) Minimum Rate of Interest: Not Applicable
- (xiv) Maximum Rate of Interest: Not Applicable
- (xv) Day Count Fraction: Actual/360

18. **Zero Coupon Covered Bond Provisions** Not Applicable
19. **Index Linked Interest Covered Bond/ other variable linked interest Covered Bond Provisions** Not Applicable
20. **Equity Linked Interest Covered Bond Provisions** Not Applicable
21. **Dual Currency Interest Covered Bond Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

22. **Issuer Call** Not Applicable
23. **Final Redemption Amount of each Covered Bond** EUR 1,000 per Calculation Amount
24. **Early Redemption Amount of each Covered Bond**

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, or on acceleration following an Issuer Event of Default as against the Issuer or a CBC Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions: As set out in Condition 6 (*Redemption and Purchase*)

**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

25. **Form of Covered Bonds:** Bearer form
- Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds only upon an Exchange Event

- |     |   |  |
|-----|---|--|
| 26. | New Global Note   | Yes  |
| 27. | Exclusion of set-off  | Not Applicable   |
| 28. | Additional Financial Centre(s) or other special provisions relating to Payment Dates:   | Not Applicable   |
| 29. | Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature):   | No   |
| 30. | Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: | Not Applicable   |
| 31. | Details relating to Instalment Covered Bonds: amount of each instalment, comprising the Issue Price and date on which each payment is to be made:   | Not Applicable   |
| 32. | Consolidation provisions:   | The provisions of Condition 16 ( <i>Further Issues</i> ) apply |
| 33. | Other final terms:  | Not Applicable   |

**DISTRIBUTION**

- |     |                                       |   |
|-----|---------------------------------------|---|
| 34. | (i) If syndicated, names of Managers: | ABN AMRO Bank N.V., Deutsche Bank Aktiengesellschaft, NATIXIS, UniCredit Bank AG (the " <b>Joint Bookrunners</b> ")<br><br>DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, HSBC France, Landesbank Baden-Württemberg, UBS Limited (the " <b>Co-Lead Managers</b> ", together with the Joint Bookrunners, the " <b>Managers</b> ") |
|     | (ii) Stabilising Manager(s) (if any): | Not Applicable  |

35. If non-syndicated, name of relevant Dealer(s): Not Applicable
36. U.S. selling restrictions: Reg S Compliance Category 2 and TEFRA D  
  
Until the expiry of the period of 40 days after 2 April 2015, sales of the Covered Bonds described herein may not be made in the United States or to U.S. persons (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "**Securities Act**")) unless made outside the United States pursuant to Rule 903 and 904 of Regulation S (as defined in the Securities Act).
37. ERISA: No
38. Applicable Netherlands / Global selling restriction: As set out in the Base Prospectus and with respect to The Netherlands:  
  
exclusively to legal entities which are qualified investors (as defined in the Prospectus Directive) in The Netherlands
39. Additional selling restrictions: Not Applicable

## LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading on NYSE Euronext in Amsterdam ("**Euronext Amsterdam**") the issue of Covered Bonds described herein pursuant to the Programme for the issuance of Covered Bonds of ABN AMRO Bank N.V.

## RESPONSIBILITY

The Issuer and the CBC accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Signed on behalf of the CBC:

By:

By:

*Duly authorised*

*Duly authorised*

By:

By:

*Duly authorised*

*Duly authorised*

**CBB10 AMENDED AND RESTATED FINAL TERMS  
EXECUTION COPY**

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing: Euronext Amsterdam
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on Euronext Amsterdam as soon as possible on or after 18 January 2012
- (iii) Estimate of total expenses related to admission to trading: EUR 7,000

### 2. RATINGS

- Ratings: The Covered Bonds to be issued have been rated:
- S&P: AAA
- Moody's: Aaa
- Fitch: AAA
- Standard & Poor's Credit Market Services Europe Limited, Fitch Ratings Ltd. and Moody's Investors Service Limited are established in the European Economic Area and are registered under Regulation (EC) No. 1060/2009, as amended

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

Save as discussed in Section 1.5 *Subscription and Sale*, so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

#### REASONS FOR THE OFFER

- Reason for the offer: The euro equivalent of the gross proceeds from this issue of Covered Bonds will be used by the Issuer for general corporate purposes

### 4. YIELD

- Indication of yield: 3.513 per cent.
- The yield is calculated at the Issue Date on the basis of the Issue Price and

assuming redemption on the Final Maturity Date. It is not an indication of future yield.

If the floating rate provisions set out in paragraph 17 above apply: details of historic EURIBOR rates can be obtained from Reuters.

## 5. OPERATIONAL INFORMATION

- |       |   |              |
|-------|---|--------------|
| (i)   | Jurisdictions into which public offer is to be made:                                      | None         |
| (ii)  | ISIN:   | XS0732631824 |
| (iii) | Common Code:  | 073263182    |
| (v)   | New Global Note intended to be held in a manner which would allow Eurosystem eligibility: | Yes          |

Note that the designation "Yes" simply means that the Covered Bonds are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Covered Bonds 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 satisfaction of the Eurosystem eligibility criteria

- |        |  |                          |
|--------|--|--------------------------|
| (vi)   | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable           |
| (vii)  | Delivery:  | Delivery against payment |
| (viii) | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable           |