

## FINAL TERMS

Date: 16 July 2025

**ABN AMRO Bank N.V.**

*(incorporated in The Netherlands with its statutory seat in Amsterdam and registered in the Commercial Register of the Chamber of Commerce under number 34334259)*

**Legal Entity Identifier (LEI): BFXS5XCH7N0Y05NIXW11**

**Issue of EUR 157,000,000 3.445 per cent. Senior Preferred Unsecured Fixed Rate Notes due 18 July 2037 (the "Senior Preferred Notes")**

**under the Programme for the issuance of Medium Term Notes**

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Senior Preferred 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 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 (as amended, "EU MiFID II"); or (ii) a customer within the meaning of Directive 2016/97/EU where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "EU PRIIPs Regulation") for offering or selling the Senior Preferred Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Preferred Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** - The Senior Preferred 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 (the "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 domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (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 domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Senior Preferred Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior Preferred Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**EU MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Senior Preferred Notes has led to the conclusion that: (i) the target market for the Senior Preferred Notes is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Senior Preferred Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Preferred Notes (an "EU distributor") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Senior Preferred 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 Senior Preferred Notes (the "Conditions") set forth in the securities note dated 20 August 2024 as supplemented by a supplement dated 14 February 2025 and 6 June 2025, which together constitute a securities note for the purposes of the Prospectus Regulation (the "Securities Note"). This document constitutes the Final Terms of the Senior Preferred Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the base prospectus consisting of separate documents (i.e. (i) the Securities Note and (ii) the registration document of the Issuer dated 7 June 2024 as supplemented by supplements dated 20 August 2024,

22 November 2024, 14 January 2025, 13 February 2025, 27 March 2025 and 21 May 2025 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**", as supplemented by supplements dated 20 August 2024, 22 November 2024, 14 January 2025, 13 February 2025, 14 February 2025, 27 March 2025, 21 May 2025 and 6 June 2025) in order to obtain all the relevant information. Full information on the Issuer and the offer of the Senior Preferred Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. These Final Terms and the Base Prospectus have been published on <http://www.abnamro.com/bonds>. Any information contained in or accessible through any website, including <http://www.abnamro.com/ir>, does not form a part of the Base Prospectus and has not been scrutinised or approved by the AFM, unless specifically stated in the Base Prospectus, in any supplement hereto or in any document incorporated by reference in the Base Prospectus that all or any portion of such information is incorporated by reference in the Base Prospectus.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended.

1. Issuer: ABN AMRO Bank N.V.
2.
  - (i) Series Number: 323
  - (ii) Tranche Number: 1
  - (iii) Date on which the Senior Preferred Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount:
  - Tranche: EUR 157,000,000
  - Series: EUR 157,000,000
5. Issue Price of Tranche: 100 per cent. of the Aggregate Nominal Amount
6.
  - (a) Specified Denominations: EUR 100,000
  - (b) Calculation Amount: EUR 100,000
7.
  - (i) Issue Date: 18 July 2025
  - (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 18 July 2037
9. Interest Basis: 3.445 per cent. Fixed Rate  
(See paragraph 14 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Senior Preferred 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: Not Applicable
13. Status of the Notes: Senior Preferred (non-MREL) Notes – the Conditions of the Senior Preferred Notes shall apply

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |       |   |  |
|-------|---|--|
| 14.   | <b>Fixed Rate Note Provisions</b>       | Applicable   |
| (i)   | Rate(s) of Interest:                    | 3.445% per annum payable in arrear on each Interest Payment Date.  |
| (ii)  | Interest Payment Date(s):               | 18 July in each year up to and including the Maturity Date in each case subject to adjustment in accordance with the Following Business Day Convention, Unadjusted |
| (iii) | Fixed Coupon Amount(s):                 | EUR 3,445 per Calculation Amount   |
| (iv)  | Broken Amount(s):                       | Not Applicable   |
| (v)   | Day Count Fraction:                     | Actual/Actual (ICMA)   |
| (vi)  | Determination Date(s):                  | 18 July in each year   |
| 14.A  | <b>Fixed Rate Reset Note Provisions</b> | Not Applicable   |
| 15.   | <b>Floating Rate Note Provisions</b>    | Not Applicable   |
| 16.   | <b>Zero Coupon Note Provisions</b>      | Not Applicable   |

## PROVISIONS RELATING TO REDEMPTION

- |     |   |                                    |
|-----|---|------------------------------------|
| 17. | Issuer Call:  | Not Applicable                     |
| 18. | Investor Put:   | Not Applicable                     |
| 19. | Final Redemption Amount of each Senior Preferred Note:  | EUR 100,000 per Calculation Amount |
| 20. | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: | EUR 100,000 per Calculation Amount |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |   |
|-----|---|---|
| 21. | Form of Senior Preferred Notes:   |   |
| (a) | Form:   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Senior Preferred Notes only upon an Exchange Event. |
| (b) | New Global Note:  | Yes   |
| 22. | Financial Centre(s):  | Not Applicable  |
| 23. | Talons for future Coupons to be attached to definitive Senior Preferred Notes (and dates on which such Talons mature):                            | No  |
| 24. | For the purposes of Condition 12 ( <i>Notices</i> ), notices to be published in the Financial Times (generally yes, but not for domestic issues): | No  |
| 25. | Whether Condition 6(a) ( <i>Taxation</i> ) of the Senior Preferred Notes applies (in which case Condition 5(b) ( <i>Redemption</i> )              | Condition 6(b) ( <i>Taxation</i> ) and Condition 5(b) ( <i>Redemption for Tax Reasons</i> ) apply   |

*for Tax Reasons*) of the Senior Preferred Notes will not apply) or whether Condition 6(b) (*Taxation*) and Condition 5(b) (*Redemption for Tax Reasons*) of the Senior Preferred Notes apply:

26. Relevant Benchmark: Not Applicable

Signed on behalf of ABN AMRO Bank N.V.:

By: .....

*Duly authorised*

By: .....

*Duly authorised*

## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- |      |   |                |
|------|---|----------------|
| (i)  | Listing and admission to trading:                           | Not Applicable |
| (ii) | Estimate of total expenses related to admission to trading: | Not Applicable |

### **2. RATINGS**

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|----------|--|
| Ratings: | The Senior Preferred Notes to be issued have not been rated. |
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### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Senior Preferred Notes has an interest material to the offer. The Dealer and its affiliates have engaged and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for the Issuer and its affiliates in the ordinary course of business.

### **4. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

- |                         |  |
|-------------------------|--|
| Reasons for the Offer   | See "Use of Proceeds" wording in Securities Note |
| Estimated net proceeds: | EUR 157,000,000                                  |

### **5. YIELD**

- |                      |   |
|----------------------|---|
| Indication of yield: | 3.445 per cent. per annum   |
|                      | 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**

- |        |   |  |
|--------|---|--|
| (i)    | ISIN Code:  | XS3122399069   |
| (ii)   | Common Code:  | 312239906  |
| (iii)  | FISN:   | ABN AMRO BANK N/3.445EMTN 20370718   |
| (iv)   | CFI Code:   | DTFXFB   |
| (vi)   | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): | Not Applicable   |
| (vii)  | Delivery:   | Delivery against payment   |
| (viii) | Names and addresses of initial Paying Agent(s) (if any):  | ABN AMRO Bank N.V.<br>Gustav Mahlerlaan 10, Pac HQ8049<br>1082 PP Amsterdam<br>The Netherlands |
| (ix)   | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable   |

- |     |   |   |
|-----|---|---|
| (x) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation “yes” does not necessarily mean that the Senior Preferred 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. |
|-----|---|---|

The Senior Preferred Notes will be deposited initially upon issue with one of the ICSDs acting as common safekeeper.

7. **DISTRIBUTION**

- |       |   |                                  |
|-------|---|----------------------------------|
| (i)   | Method of distribution:                     | Non-syndicated                   |
| (ii)  | If syndicated, names of Managers:           | Not Applicable                   |
| (iii) | Stabilisation Manager(s) (if any):          | Not Applicable                   |
| (iv)  | If non-syndicated, name of relevant Dealer: | Commerzbank Aktiengesellschaft   |
| (v)   | U.S. Selling Restrictions:                  | Regulation S Category 2; TEFRA D |