

FINAL TERMS

Date: 3 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 US\$750,000,000 Aggregate Principal Amount of 4.197% Senior Preferred Fixed Rate Notes due 2028 (the "Senior Preferred Notes")

under the Program 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 European Economic Area (the "EEA"). For these purposes, a "retail investor" means a person who is one (or both) 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, as amended, 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, as amended (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 both) 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 (the "EUWA") in the UK; 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 in the UK. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA in the UK (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.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA in the UK ("UK MiFIR"); 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 (a "UK distributor") should take into consideration the manufacturer's target market assessment;

however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Senior Preferred Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

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

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 6 June 2025 which constitutes 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 6 June 2025 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**") 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, 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.

1. Issuer: ABN AMRO Bank N.V.
2. (i) Series Number: 033
(ii) Tranche Number: 1
(iii) Date on which the Senior Preferred Notes become fungible: Not Applicable
3. Specified Currency or Currencies: US\$
4. Aggregate Principal Amount: US\$750,000,000
of which:
US\$556,450,000 144A
US\$193,550,000 Regulation S
(i) Series: US\$750,000,000
of which:
US\$556,450,000 144A
US\$193,550,000 Regulation S
(ii) Tranche: US\$750,000,000
of which:
US\$556,450,000 144A
US\$193,550,000 Regulation S
5. Issue Price of Tranche: 100.000% of the Aggregate Principal Amount
6. (i) Specified Denominations: US\$200,000 and integral multiples of US\$1,000 in excess thereof.
(ii) Calculation Amount: US\$1,000
7. (i) Issue Date: 7 July 2025
(ii) Interest Commencement Date: Issue Date

(iii)	Trade Date:	30 June 2025
8.	Maturity Date:	7 July 2028
9.	Interest Basis:	4.197% Fixed Rate (further particulars specified in paragraph 15 below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at the Maturity Date at 100% of the Principal Amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Tax Call (further particulars specified in paragraph 26 below)
13.	Status of the Notes:	Senior Preferred (non-MREL) - the Terms and Conditions of the Senior Preferred Notes shall apply
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
(i)	Rate of Interest:	4.197% per annum, payable semi-annually in arrear on each Interest Payment Date
(ii)	Fixed Interest Period:	Period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.
(iii)	Interest Payment Date(s):	7 January and 7 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
(iv)	First Interest Payment Date:	7 January 2026
(v)	Fixed Coupon Amount(s):	US\$20.985 per Calculation Amount
(vi)	Initial/Final Fixed Coupon Amount for a short or long Interest Period (" Broken Amount(s) "):	Not Applicable
(vii)	Day Count Fraction:	30/360
(viii)	Determination Date(s):	Not Applicable
(ix)	Additional Business Center(s):	New York
(x)	Fixed Rate Reset Notes:	Not Applicable

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| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Final Redemption Amount of each Note: | 100% per Calculation Amount |
| | (i) Payment date (if other than as set out in the Conditions): | Not Applicable |
| 21. | Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or upon an event of default or other early redemption (if required or different from that set out in Condition 6(e)): | Condition 6(e) applies |

GENERAL PROVISIONS APPLICABLE TO THE SENIOR PREFERRED NOTES

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| 22. | Form of Senior Preferred Notes: | Registered

DTC Regulation S Global Certificate registered in the name of, or nominee of, DTC

Rule 144A Global Certificate(s) registered in the name of, or the name of a nominee of, DTC |
| 23. | New Safekeeping Structure: | No |
| 24. | Additional Financial Center(s): | Not Applicable |
| 25. | For the purposes of Condition 12, notices to be published in the Financial Times: | No |
| 26. | Whether Condition 7(a) of the Senior Preferred Notes applies (in which case Condition 6(b) of the Senior Preferred Notes will not apply) or whether Condition 7(b) and Condition 6(b) of the Senior Preferred Notes apply: | Condition 7(b) and Condition 6(b) apply |
| 27. | Relevant Benchmark: | Not Applicable |

DISTRIBUTION

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| 28. | (i) If syndicated, names of Agents: | ABN AMRO Capital Markets (USA) LLC
Goldman Sachs Bank Europe SE
J.P. Morgan Securities LLC
Morgan Stanley & Co. LLC
TD Securities (USA) LLC
Wells Fargo Securities, LLC |
| | (ii) Date of Pricing Term Sheet | 30 June 2025 |
| | (iii) Stabilizing Manager(s) (if any): | Not Applicable |

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| 29. | If non-syndicated, name of relevant Agent: | Not Applicable |
| 30. | Eligibility: | Rule 144A and Reg S |
| 31. | U.S. Selling Restrictions: | 144A/Reg S |

RESPONSIBILITY

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

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

By:
Duly authorized

By:
Duly authorized

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) for the Senior Preferred Notes to be admitted to trading on the Regulated Market of Euronext Dublin and listed on the Official List of Euronext Dublin with effect from 7 July 2025.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

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

S&P: A

As defined by S&P, an "A" rating means that the Issuer has strong capacity to meet its financial commitments, but the Notes are somewhat more susceptible to adverse economic conditions.

Moody's: Aa3

As defined by Moody's, an "Aa" rating means that the Notes are considered upper-medium-grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic assessment category.

Fitch: A+

As defined by Fitch, an "A" rating means that the Notes are judged to be of high credit quality and denotes expectation of low default risk. It indicates strong capacity for payment of financial commitments. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifier + indicates relative differences of probability of default or recovery for issues.

S&P Global Ratings Europe Limited ("**S&P**"), Moody's France SAS ("**Moody's**") and Fitch Ratings Ireland Limited ("**Fitch**") are established in the EEA and registered under Regulation (EC) No 1060/2009, as amended.

A rating does not constitute a recommendation to purchase, sell or hold a particular Note.

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Agents, 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 Agents and their respective affiliates are full service financial institutions and they may provide or may have in the past provided services to the Issuer in that capacity, and they may hold or make

investment recommendations relating to securities or instruments of the Issuer. See "*Plan of Distribution*".

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

Reasons for the offer: *See "Use of Proceeds" wording in Securities Note*

Green Bonds: No

European Green Bonds: No

Estimated net proceeds: US\$748,500,000

4. **YIELD**

Indication of yield: 4.197% 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.

5. **OPERATIONAL INFORMATION**

(i) CUSIP: *Rule 144A: 00084DBH2
Regulation S: 00084EAM0*

(ii) ISIN Code: *Rule 144A: US00084DBH26
Regulation S: US00084EAM03*

(iii) Common Code: *Rule 144A: 311396536
Regulation S: 311396676*

(iv) Any clearing system(s) other than DTC or Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

(v) Delivery: Delivery against payment

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

(vii) Intended to be held in a manner which would allow Eurosystem eligibility: No.
Whilst the designation is specified as "no", should the Eurosystem eligibility criteria be amended in the future such that the Senior Preferred Notes are capable of meeting them, the Senior Preferred Notes may then be deposited with one of the ICSDs acting as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not mean that the Senior Preferred Notes will then be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.