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**For Immediate Release**

## **OVER-ALLOTMENT OPTION ABN AMRO FULLY EXERCISED**

**The Hague, Amsterdam, the Netherlands – 3 December 2015. Stichting administratiekantoor beheer financiële instellingen (NL Financial Investments, “NLFI”) and ABN AMRO Group N.V. (“ABN AMRO” or the “Company”) today announce that the option to offer an additional 15% of the total number of depositary receipts (the “DRs”) representing ordinary shares in the capital of ABN AMRO (the “Shares”) sold in the initial public offering of ABN AMRO (the “IPO” or the “Offering”) (the “Over-allotment option”) has been exercised in full.**

The Over-allotment option was granted to the Joint Global Coordinators on behalf of the Underwriters by NLFI. Morgan Stanley & Co. International plc acted as stabilisation agent and has exercised the Over-allotment option.

Following the exercise of the Over-allotment option, the Offering (including 28.2 million over-allotment DRs) comprises 216.2 million DRs representing 23% of the Shares. This leads to total proceeds from the IPO (including over-allotment DRs) of €3.8 billion. NLFI has received the net proceeds from the Offering and will receive the net proceeds from the sale of the over-allotment DRs. NLFI will distribute the net proceeds it receives in connection with the Offering (including over-allotment DRs) to the Dutch State. The Company will not receive any proceeds in connection with the Offering (including over-allotment DRs).

Following the full exercise of the Over-allotment option, NLFI will hold 77% of the Shares. NLFI and ABN AMRO have agreed to a lock-up period of 180 days from the settlement date, 24 November 2015, subject to certain exceptions.

### **Earlier announcements related to the Offering**

On 20 November 2015, NLFI and ABN AMRO announced that the price for the Offer DRs was set at €17.75 and trading on an "if-and-when-delivered" basis commenced on Friday 20 November 2015 on Euronext Amsterdam. On 10 November 2015, NLFI and ABN AMRO announced the launch of the IPO and the publication of the prospectus. On 27 October 2015, NLFI and ABN AMRO announced their intention to launch an IPO and listing of ABN AMRO on Euronext Amsterdam. The press releases are available on the websites of NLFI and ABN AMRO.

ABN AMRO Bank N.V., Deutsche Bank AG, London Branch and Morgan Stanley & Co. International plc are acting as joint global coordinators and, together with Barclays Bank PLC, Citigroup Global Markets Limited, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., ING Bank N.V., J.P. Morgan Securities plc and Merrill Lynch International, as joint bookrunners for the Offering. RBC Europe Limited (trading as RBC Capital Markets) and Stifel Nicolaus Europe Limited (trading as Keefe Bruyette & Woods) are acting as co-lead managers for the Offering (together the “Underwriters”). N M Rothschild & Sons Limited is acting as financial adviser to NLFI and Lazard & Co., Limited is acting as financial adviser to ABN AMRO.

**ENDS**

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**Contact details:**

NLFI - Huub Hieltjes

T: +31 70 20 50 650

E: [huub.hieltjes@nlfi.nl](mailto:huub.hieltjes@nlfi.nl)

ABN AMRO Press Office

T: +31 20 62 88 900

E: [pressrelations@nl.abnamro.com](mailto:pressrelations@nl.abnamro.com)

ABN AMRO Investor Relations

T: +31 20 62 82 282

E: [investorrelations@nl.abnamro.com](mailto:investorrelations@nl.abnamro.com)

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In any EEA Member State that has implemented Directive 2003/71/EC, as amended (together with any applicable implementing measures in any member State, the "Prospectus Directive"), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

This document does not constitute a prospectus within the meaning of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) and does not constitute an offer to acquire securities. Any offer to acquire Securities will be made, and any investor should make his investment, solely on the basis of information that will be contained in the prospectus to be made generally available in the Netherlands in connection with such offering. When made generally available, copies of the prospectus may be obtained through the website of the Company.

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