

## FINAL TERMS

**Date: 29 November 2024**

**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\$500,000,000 Aggregate Principal Amount of Senior Non-Preferred Callable Floating Rate Notes due 2028 (the "Senior Non-Preferred Notes")**

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

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Senior Non-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 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Senior Non-Preferred Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Non-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 Non-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 (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 Non-Preferred Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior Non-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 Non-Preferred Notes has led to the conclusion that: (i) the target market for the Senior Non-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 Non-Preferred Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Non-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 Non-Preferred Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

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

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Senior Non-Preferred Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

## 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 Non-Preferred Notes (the "**Conditions**") set forth in the securities note dated 7 June 2024 (the "**Securities Note**"). This document constitutes the Final Terms of the Senior Non-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 a first supplement dated 20 August 2024 and a second supplement dated 22 November 2024 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**", as supplemented by a first supplement dated 20 August 2024 and a second supplement dated 22 November 2024) in order to obtain all the relevant information. Full information on the Issuer and the offer of the Senior Non-Preferred Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on <http://www.abnamro.com/en/investor-relations/debt-investors/index.html>. 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.

1. Issuer: ABN AMRO Bank N.V.
2. (i) Series Number: 29  
(ii) Tranche Number: 1  
(iii) Date on which the Senior Non-Preferred Notes become fungible: Not Applicable
3. Specified Currency or Currencies: US\$
4. Aggregate Principal Amount: US\$500,000,000  
of which:  
US\$300,600,000 144A  
US\$199,400,000 Regulation S  
(i) Series: US\$500,000,000  
of which:  
US\$300,600,000 144A  
US\$199,400,000 Regulation S  
(ii) Tranche: US\$500,000,000  
of which:  
US\$300,600,000 144A  
US\$199,400,000 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\$100,000 in excess thereof  
(ii) Calculation Amount: US\$100,000
7. (i) Issue Date: 3 December 2024

	(ii)	Interest Commencement Date:	Issue Date
	(iii)	Trade Date:	25 November 2024
8.		Maturity Date	3 December 2028
9.		Interest Basis:	SOFR  (further particulars specified in paragraph 16 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.		Call Options:	Issuer Call (further particular specified in paragraph 17 below) MREL Disqualification Event Call (further particular specified in paragraph 20 below) Tax Call (further particular specified in paragraph 26 below)
13.		Status of the Notes:	Senior Non-Preferred Notes – the Terms and Conditions of the Senior Non-Preferred Notes shall apply
14.		Method of distribution:	Syndicated

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

15.		<b>Fixed Rate Note Provisions</b>	Not Applicable
16.		<b>Floating Rate Note Provisions</b>	Applicable
	(i)	Interest Period(s):	The period commencing on any Interest Payment Date (or the Interest Commencement Date) to, but excluding, the next succeeding Interest Payment Date, and in the case of the last such period, from and including the Interest Payment Date immediately preceding the Maturity Date to, but excluding, such Maturity Date
	(ii)	Interest Commencement Date:	Issue Date
	(iii)	Interest Determination Date	Two U.S. Government Securities Business Days prior to each Interest Payment Date
	(iv)	First Interest Payment Date:	3 March 2025

- (v) Specified Interest Payment Dates: 3 March, 3 June, 3 September and 3 December in each year, subject to adjustment in accordance with the Business Day Convention set out in (vii) below
- (vi) Effective Interest Payment Dates: Not Applicable
- (vii) Business Day Convention: Modified Following Business Day Convention
- (viii) Unadjusted: No
- (ix) Additional Business Center(s): New York and U.S. Government Securities Business Day
- (x) Manner in which the Rate of Interest and Interest Amounts is to be determined: Reference Rate Determination
- (xi) Party responsible for calculating the Rate of Interest and Interest Amounts (if not the Calculation Agent): Not Applicable
- (xii) Reference Rate Determination: Yes
- Initial Interest Rate: Interest rate that is determined in relation to the first interest period
  - Index Maturity: Not Applicable
  - Interest Basis: SOFR
  - Index Currency: US\$
  - Designated CMT Maturity Index: Not Applicable
  - Spread: +1.000%
  - Spread Multiplier: Not Applicable
  - Relevant Screen Page: Condition 4(b)(ii)(B)(6)
  - Interest Determination Date(s): The date falling two U.S. Government Securities Business Days prior to each Interest Payment Date

- Initial Interest Reset Date: 3 March 2025
- Initial Reset Period: Quarterly
  
- Interest Reset Dates / Period: Each Interest Payment Date
- Calculation Method: Compounded Daily
  
- Index Determination: Applicable
  
- Observation Method: Not Applicable
- Observation Look-back Period: Not Applicable
- Observation Shift Period: Not Applicable
- D: Not Applicable
- Cut-off Date: Not Applicable
- Reference Rate Replacement: Not Applicable
- Relevant Number: 2
  
- (xiii) ISDA Determination: Not Applicable
- (xiv) Linear Interpolation: Not Applicable
- (xv) Margin: 1.000%
- (xvi) Minimum Rate of Interest: 0.000% per annum
- (xvii) Maximum Rate of Interest: Not Applicable
- (xviii) Day Count Fraction: Actual/360
- (xix) Reference Bank(s) or Dealer(s) (if any): Not Applicable

## **PROVISIONS RELATING TO REDEMPTION**

17. Issuer Call: Applicable
- (i) Optional Redemption Date(s): 3 December 2027

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|-------|--|--|
| (ii)  | Optional Redemption Amount(s) of each Note:  | 100% per Calculation Amount                    |
| (iii) | Party responsible for calculating Optional Redemption Amount (if not the Fiscal Agent, Calculation Agent or Exchange Rate Agent):  | Not Applicable                                 |
| (iv)  | If redeemable in part:   | Not Applicable                                 |
| (v)   | Notice period:   | Not less than 15 nor more than 30 days' notice |
| 18.   | Final Redemption Amount of each Note:  | 100% per Calculation Amount                    |
| (i)   | Payment date (if other than as set out in the Conditions):   | Not Applicable                                 |
| 19.   | 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                         |
| 20.   | MREL Disqualification Event Call:  | Full or partial exclusion                      |
| (i)   | Optional Redemption Amount(s) of each Note:  | US\$100,000 per Calculation Amount             |
| (ii)  | Notice period:   | Not less than 15 nor more than 30 days' notice |
| 21.   | Variation or Substitution of Senior Non-Preferred Notes:   | Applicable                                     |

**GENERAL PROVISIONS APPLICABLE TO THE SENIOR NON-PREFERRED NOTES**

- |     |                                     |   |
|-----|-------------------------------------|---|
| 22. | Form of Senior Non-Preferred Notes: | Registered<br><br>DTC Regulation S Global Certificate registered in the name of, or nominee of, DTC<br><br>Rule 144A Global Certificate 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  |

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|-----|--|--|
| 25. | For the purposes of Condition 12, notices to be published in the Financial Times:  | No   |
| 26. | Whether Condition 7(a) of the Senior Non-Preferred Notes applies (in which case Condition 6(b) of the Senior Non-Preferred Notes will not apply) or whether Condition 7(b) and Condition 6(b) of the Senior Non-Preferred Notes apply: | Condition 7(b) and Condition 6(b) apply  |
| 27. | Condition 15 of the Senior Non-Preferred Notes applies   | No   |
| 28. | Relevant Benchmark:  | As far as the Issuer is aware, as at the date hereof, SOFR does not fall within the scope of the EU Benchmark Regulation |

**DISTRIBUTION**

- |     |  |   |
|-----|--|---|
| 29. | (i) If syndicated, names of Agents:        | ABN AMRO Capital Markets (USA) LLC<br>Citigroup Global Markets Inc.<br>J.P. Morgan Securities LLC<br>Morgan Stanley & Co. LLC<br>TD Securities (USA) LLC<br>Wells Fargo Securities, LLC |
|     | (ii) Date of Pricing Term Sheet            | 25 November 2024  |
|     | (iii) Stabilizing Manager(s) (if any):     | Not Applicable  |
| 30. | If non-syndicated, name of relevant Agent: | Not Applicable  |
| 31. | Eligibility:                               | Rule 144A and Reg S   |
| 32. | 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 Non-Preferred Notes to be admitted to trading on Euronext Amsterdam with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 4,900.00

### 2. RATINGS

Ratings: The Senior Non-Preferred Notes to be issued have been rated:

S & P: BBB

Moody's: Baa1

Fitch: A

In accordance with S&P's rating definitions, an obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

In accordance with Moody's' rating definitions, obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

In accordance with Fitch's rating definitions, 'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

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 (the "**CRA Regulation**").

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

3. **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 Non-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*".

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: US\$498,750,000

5. **YIELD** Not Applicable

6. **OPERATIONAL INFORMATION**

(i) CUSIP: *Rule 144A*: 00084DBE9

*Regulation S*: 00084EAJ7

(ii) ISIN Code: *Rule 144A*: US00084DBE94

*Regulation S*: US00084EAJ73

(iii) Common Code: *Rule 144A*: 295251751

*Regulation S*: 295251549

(vi) 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

(vii) Delivery: Delivery against payment

- (viii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (ix) 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 Non-Preferred Notes are capable of meeting them, the Senior Non-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 Non-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.