

FINAL TERMS

Date: 11 January 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 EUR 1,000,000,000 3.875% Senior Non-Preferred Unsecured Fixed Rate Notes due 15 January 2032 (the "Senior Non-Preferred Notes")

under the Programme 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 (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.

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 4 September 2023, which constitutes a securities note for the purposes of the Prospectus Regulation (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 9 June 2023 as supplemented by a supplement dated 18 August 2023, a supplement dated 6 September 2023, a supplement dated 5 October 2023

and a supplement dated 16 November 2023 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**", as supplemented by a supplement dated 18 August 2023, a supplement dated 6 September 2023, a supplement dated 5 October 2023 and a supplement dated 16 November 2023)) 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.

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

1.	Issuer:	ABN AMRO Bank N.V.
2.	(i) Series Number:	309
	(ii) Tranche Number:	1
	(iii) Date on which the Senior Non-Preferred Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	Euro (" EUR ")
4.	Aggregate Nominal Amount:	
	• Tranche:	EUR 1,000,000,000
	• Series:	EUR 1,000,000,000
5.	Issue Price of Tranche:	99.179 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denominations:	EUR 100,000
	(b) Calculation Amount	EUR 100,000
7.	(i) Issue Date:	15 January 2024
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	15 January 2032
9.	Interest Basis:	3.875 per cent. Fixed Rate (See paragraph 14 below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Senior Non-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:	MREL Disqualification Event Call (see paragraph 18 below)
13.	Status of the Notes:	Senior Non-Preferred Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	3.875% per annum payable in arrear on each Interest Payment Date.
	(ii) Interest Payment Date(s):	15 January 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 3,875 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	15 January in each year
14.A	Fixed Rate Reset Note Provisions	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Issuer Call:	Not Applicable
18.	MREL Disqualification Event Call:	Full or partial exclusion
	(i) Optional Redemption Amount(s):	EUR 100,000 per Calculation Amount
	(ii) Notice period:	Not less than 15 nor more than 30 days
19.	Final Redemption Amount of each Senior Non-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
21.	Variation or Substitution:	Applicable
22.	Condition 15 (<i>Substitution of the Issuer</i>) applies:	No

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Senior Non-Preferred Notes:	
	(a) Form:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Senior Non-Preferred Notes only upon an Exchange Event
	(b) New Global Note:	Yes
24.	Financial Centre(s):	Not Applicable

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| 25. | Talons for future Coupons to be attached to definitive Senior Non-Preferred Notes (and dates on which such Talons mature): | No |
| 26. | 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 |
| 27. | Whether Condition 6(a) (<i>Taxation</i>) of the Senior Non-Preferred Notes applies (in which case Condition 5(b) (<i>Redemption for Tax Reasons</i>) of the Senior Non-Preferred Notes will not apply) or whether Condition 6(b) (<i>Taxation</i>) and Condition 5(b) (<i>Redemption for Tax Reasons</i>) of the Senior Non-Preferred Notes apply: | Condition 6(b) (<i>Taxation</i>) and Condition 5(b) (<i>Redemption for Tax Reasons</i>) apply |
| 28. | Relevant Benchmark[s]: | Not Applicable |

Relevant third party information has been extracted from the websites of S&P, Moody's and Fitch. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, Moody's and Fitch, as applicable, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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: 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 15 January 2024
- (ii) Estimate of total expenses related to admission to trading: EUR 8,470

2. RATINGS

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

S&P: BBB

As defined by S&P, a "BBB" rating means the Issuer has adequate capacity to meet its financial commitments, but the Notes are more subject to adverse economic conditions

Moody's: Baa1

As defined by Moody's, a "Baa" rating means that the Notes are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics. The modifier "1" appended to the rating indicates a ranking in the upper end of that generic rating 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

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

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

Save for any fees payable to the Managers, 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 Manager and their 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 989,190,000

5. **YIELD**

Indication of yield: 3.997 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: XS2747610751

(ii) Common Code: 274761075

(vi) Any clearing system(s) other than Euroclear Bank S.A./N.V. 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.
Gustav Mahlerlaan 10, Pac HQ8049
1082 PP Amsterdam
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 Non-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 Non-Preferred Notes will be deposited initially upon issue with one of the ICSDs acting as common safekeeper.

7. **DISTRIBUTION**

(i) Method of distribution: Syndicated

(ii) If syndicated, names of Managers: ABN AMRO Bank N.V.
BofA Securities Europe SA
Commerzbank Aktiengesellschaft
HSBC Continental Europe
Lloyds Bank Corporate Markets
Wertpapierhandelsbank GmbH
Morgan Stanley Europe SE

(iii) Stabilisation Manager(s) (if any): Morgan Stanley Europe SE

- (iv) If non-syndicated, name of relevant Dealer: Not Applicable
- (v) U.S. Selling Restrictions: Regulation S Category 2; TEFRA D