

FINAL TERMS

6 December 2019

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)

Issue of EUR 75,000,000 1.125 per cent. Covered Bonds due 23 April 2039 (to be fungible and form a single Series with the EUR 750,000,000 1.125 per cent. Covered Bonds due 23 April 2039 issued by the Issuer on 23 April 2019)

**Guaranteed as to payment of principal and interest by
ABN AMRO Covered Bond Company B.V.
under the €40,000,000,000
Covered Bond Programme**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Covered Bonds in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly any person making or intending to make an offer in that Relevant Member State of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Covered Bonds in any other circumstances. The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended or superseded, including the 2010 PD Amending Directive, to the extent implemented in the relevant Member State) and includes any relevant implementing measures in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

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

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 Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (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 Conditions (the "**Conditions**") set forth in the Base Prospectus dated 10 July 2019 and the supplemental Base Prospectuses dated 8 August 2019 and 15 November 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive, provided that solely for the purpose of Condition 7 (*Taxation*) sub (iv) and (c) and (d) of the sixth paragraph of Condition 14 (*Meetings of Covered Bondholders, Modification and Waiver*), the Issue Date shall be deemed to be 23 April 2019. These Final Terms contain the final terms of the Covered Bonds and must be read in conjunction with the Base Prospectus. This document constitutes the Final Terms relating to the issue of Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at www.abnamro.com/en/investor-relations/debt-investors and during normal business hours at the registered office of the Issuer, currently at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands and copies may be obtained from the Issuer at that address.

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| 1. | (i) | Issuer: | ABN AMRO Bank N.V., acting through its head office |
| | (ii) | CBC: | ABN AMRO Covered Bond Company B.V. |
| 2. | (i) | Series Number: | CBB22 |
| | (ii) | Tranche Number: | 2 |
| | (iii) | Date on which the Covered Bonds become fungible: | The Covered Bonds shall be consolidated, form a single series and be interchangeable for trading purposes with Tranche 1 of EUR 750,000,000 1.125 per cent. Covered Bonds due 23 April 2039 issued by the Issuer on 23 April 2019, on exchange of the Temporary Global Covered Bond for interests in the Permanent Global Covered Bond, as referred to in paragraph 21 |

below (which is expected to occur on or about 20 January 2020)

3. Specified Currency or Currencies: Euro ("EUR")
4. Aggregate Nominal Amount:
- (i) Series: EUR 825,000,000
 - (ii) Tranche: EUR 75,000,000
5. Issue Price: 112.089 per cent. of the Aggregate Nominal Amount plus accrued interest from 23 April 2019 to (but excluding) the Issue Date, being EUR 532,530.74
6. (i) Specified Denominations: EUR 100,000
- (i) Calculation Amount EUR 100,000
7. (i) Issue Date: 10 December 2019
- (ii) Interest Commencement Date: 23 April 2019
8. (i) Final Maturity Date: 23 April 2039
- (ii) Bullet Maturity: Soft
9. Extended Due for Payment Date: Applicable, the specified Interest Payment Date falling in or nearest to 23 April 2040
10. Interest Basis: 1.125 per cent. Fixed Rate from, and including, the Interest Commencement Date to, but excluding, the Final Maturity Date

Thereafter, one month EURIBOR + 0.11 per cent. Floating Rate from, and including, the Extension Date in respect of the Covered Bonds described herein (if applicable) to, but excluding, the Extended Due for Payment Date (unless the Guaranteed Final Redemption Amount in respect of the Covered Bonds described herein is paid in full prior to such date).

(further particulars specified below)

11. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption and subject to Condition 3 (*The Guarantee*), the Covered Bonds will be redeemed on the Final Maturity Date at 100 per cent. of their nominal amount.
12. Change of Interest Basis: In accordance with paragraphs 15 and 16 below
13. Call Option(s): Not Applicable
14. (i) Status of the Covered Bonds: Unsubordinated, unsecured, guaranteed
- (ii) Status of the Guarantee: Unsubordinated, secured (indirectly, through a parallel debt), unguaranteed

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Covered Bond Provisions** Applicable
- (i) Rate of Interest: 1.125 per cent. per annum payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 23 April in each year up to and including the Final Maturity Date, commencing on 23 April 2020, in each case subject to adjustment in accordance with the Following Business Day Convention, Unadjusted
- (iii) Fixed Coupon Amount(s): EUR 1,125 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Date(s): 23 April in each year
16. **Floating Rate Covered Bond Provisions** Applicable as of and including the Final Maturity Date
- (i) Interest Period(s): 1 month

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| (ii) | Specified Period: | Not Applicable |
| (iii) | Specified Interest Payment Dates: | The 23 rd day of each month, from, and including, the First Interest Payment Date set out in (iv) below up to, and including, the earlier of (i) the Extended Due for Payment Date and (ii) the date on which the Guaranteed Final Redemption Amount in respect of the Covered Bonds described herein is paid in full, subject to adjustment in accordance with the Business Day Convention set out in (v) below |
| (iv) | First Interest Payment Date: | 23 May 2039, provided that the Extension Date occurs in respect of the Covered Bonds described herein |
| (v) | Business Day Convention: | Modified Following Business Day Convention |
| (vi) | Unadjusted: | No |
| (vii) | Additional Business Centre(s): | Not Applicable |
| (viii) | Manner in which the Rate(s) of Interest and Interest Amount(s) is/are to be determined: | Screen Rate Determination |
| (ix) | Calculation Agent | Principal Paying Agent |
| (x) | Screen Rate Determination: | Yes |
| — | Reference Rate: | 1 month EURIBOR |
| — | Interest Determination Date(s): | The second day on which TARGET2 is open prior to the start of each Interest Period |
| — | Relevant Screen Page: | Reuters EURIBOR01 |
| (xi) | ISDA Determination: | No |
| (xii) | Margin(s): | + 0.11 per cent. per annum |
| (xiii) | Minimum Rate of Interest: | Not Applicable |
| (xiv) | Maximum Rate of Interest: | Not Applicable |
| (xv) | Day Count Fraction: | Actual/360 |

17. **Zero Coupon Covered Bond Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. **Issuer Call** Not Applicable
19. **Final Redemption Amount of each Covered Bond** EUR 100,000 per Calculation Amount

20. **Early Redemption Amount of each Covered Bond**

Early Redemption Amount per Calculation Amount payable on redemption for taxation reasons, or on acceleration following an Issuer Event of Default as against the Issuer or a CBC Event of Default or other early redemption: As set out in Condition 6 (*Redemption and Purchase*)

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21. **Form of Covered Bonds:** Bearer form
- Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds only upon an Exchange Event, subject to mandatory provisions of applicable laws and regulations.
- Upon issue of the Temporary Global Covered Bond, the Temporary ISIN and Temporary Common Code will be those set out in paragraphs 5(i) and 5(ii) of Part B of these Final Terms. Upon exchange of the Temporary Global Covered Bond for the Permanent Global Covered Bond, the Covered Bonds will be fungible and form a single Series with the EUR 750,000,000 1.125 per cent. Covered Bonds due 23 April 2039 issued by the Issuer on 23 April 2019 and the ISIN and Common Code will be those set out in paragraphs 5(i) and 5(ii) of Part B of these Final Terms.

22. New Global Note Yes
23. Exclusion of set-off Not applicable
24. For the purposes of Condition 13, notices to be published in a newspaper: Yes, in the Financial Times
25. Additional Financial Centre(s): Not Applicable
26. Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature): No
27. Consolidation provisions: The provisions of Condition 16 (*Further Issues*) apply
28. Relevant Benchmark: EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the Benchmark Regulation (Regulation (EU) 2016/1011).

RESPONSIBILITY

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

Signed on behalf of the Issuer:

Signed on behalf of the CBC:

By:

By:

Duly authorised

Duly authorised

By:

By:

Duly authorised

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext in Amsterdam
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on Euronext in Amsterdam with effect from 10 December 2019
- The Covered Bonds will become fungible and form a single Series with the EUR 750,000,000 1.125 per cent. Covered Bonds due 23 April 2039 issued by the Issuer on 23 April 2019 which have been admitted to trading on Euronext in Amsterdam
- (iii) Estimate of total expenses related to admission to trading: EUR 12,250

2. RATINGS

- Ratings: The Covered Bonds to be issued are expected to be rated:
- Moody's: Aaa
- Fitch: AAA
- Moody's Investors Service Ltd. and Fitch Ratings Limited 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 as discussed in *Section 1.5 Subscription and Sale*, so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Managers 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. YIELD

- Indication of yield: 0.470546 per cent. per annum (on the basis of the Issue Price for the period from and

including the Interest Commencement Date to, but excluding the Final Maturity Date)

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) ISIN Code: Until the Covered Bonds are consolidated, form a single series and are interchangeable for trading purposes with the first tranche, the Covered Bonds will have the temporary ISIN Code XS2091655030. After that, the Covered Bonds will have the same ISIN Code as the first tranche, which is XS1985004370
- (ii) Common Code: Until the Covered Bonds are consolidated, form a single series and are interchangeable for trading purposes with the first tranche, the Covered Bonds will have the temporary Common Code209165503. After that, the Covered Bonds will have the same Common Code as the first tranche, which is 198500437
- (iii) Other relevant code: A2R05N (German Securities Code)
- (iv) Intended to be held in a manner which would allow Eurosystem eligibility: Yes
Note that the designation "Yes" does not necessarily mean that the Covered Bonds 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 Covered Bonds will be deposited initially upon issue with one of the ICSDs acting as common safekeeper.
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

(vi) Delivery: Delivery against payment

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

6. **DISTRIBUTION**

(i) Method of distribution: Non-syndicated

(ii) (a) If syndicated, names of Managers: Not Applicable

(b) Stabilising Manager(s) (if any): Not Applicable

(iii) If non-syndicated, name of Dealer(s): J.P. Morgan Securities plc

(iv) U.S. selling restrictions: Regulation S Compliance Category 2 and TEFRA D

(v) ERISA: No

(vi) Applicable Netherlands / Global selling restriction: As set out in the Base Prospectus

(vii) Additional selling restrictions: Not Applicable