

FINAL TERMS

29 May 2013

ABN AMRO Bank N.V.

(incorporated with limited liability in The Netherlands with its statutory seat in Amsterdam, acting through its head office)

Issue of EUR 25,000,000 20YR Fixed Rate Covered Bonds

Guaranteed as to payment of principal and interest by

ABN AMRO Covered Bond Company B.V.

under the €25,000,000,000

Covered Bond Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 21 November 2012 and the supplemental base prospectuses dated 4 February 2013, 6 March 2013 and 21 May 2013 (the "**Base Prospectuses**"), which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. 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 Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands and copies may be obtained from Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands or by e-mail request from bonds.listing@abnamro.com.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU provided, however, that all references in this document to the "Prospectus Directive" in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant Member State)), and include any relevant implementing measure in the relevant Member State.

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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: | CB147 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | EUR |

4. Aggregate Nominal Amount of Covered Bonds admitted to trading:
 - (i) Series: EUR 25,000,000
 - (ii) Tranche: EUR 25,000,000
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000
 EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 99,000. No Covered Bonds in definitive form will be issued with a denomination above EUR 199,000
- (ii) Calculation Amount: EUR 100,000
7. (i) Issue Date: 31 May 2013
- (ii) Interest Commencement Date: 31 May 2013
8. Final Maturity Date: 31 May 2033
9. Interest Basis: 2.51 per cent. Fixed Rate
(further particulars specified below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Final Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest Basis or Redemption/ Payment Basis: Not Applicable
12. Call Option(s): Not Applicable
13. (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

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| 14. | Fixed Rate Covered Bond Provisions | Applicable |
| | (i) Rate of Interest: | 2.51 per cent. per annum payable annually |
| | (ii) Interest Payment Date(s): | 31 May in each year up to and including the Final Maturity Date not adjusted |
| | (iii) Fixed Coupon Amount(s): | EUR 2,510 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Date(s): | 31 May in each year |
| 15. | Floating Rate Covered Bond Provisions | Not Applicable |
| 16. | Zero Coupon Covered Bond Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Issuer Call | Not Applicable |
| 18. | Final Redemption Amount of each Covered Bond | EUR 100,000 per Calculation Amount |
| 19. | Early Redemption Amount of each Covered Bond | |
| | Early Redemption Amount(s) 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 (<i>Redemption and Purchase</i>) |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

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| 20. | 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 |
| 21. | New Global Note | Yes |
| 22. | Exclusion of set-off | Not Applicable |
| 23. | Additional Financial Centre(s): | Not Applicable |
| 24. | Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 25. | Consolidation provisions: | The provisions of Condition 16 (<i>Further Issues</i>) apply |

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

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| (i) | Listing: | None |
| (ii) | Admission to trading: | Not Applicable |
| (iii) | Estimate of total expenses related to admission to trading: | Not Applicable |

2. RATINGS

Ratings: The Covered Bonds to be issued have not been specifically rated. The rating allocated to Covered Bonds under the Programme generally is:

S&P: AAA

Moody's: Aaa

Fitch: AAA

Standard & Poor's Credit Market Services Europe Limited, Fitch Ratings Ltd. and Moody's Investors Service Limited are established in the European Economic Area and are registered under Regulation (EC) No. 1060/2009, as amended

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

Save as discussed in Section 1.5 Subscription and Sale of the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

4. REASONS FOR THE OFFER

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| Reasons for the offer: | The net proceeds from this issue of Covered Bonds will be used by the Issuer for general corporate purposes |
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5. OPERATIONAL INFORMATION

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| (i) | ISIN: | XS0938220216 |
| (ii) | Common Code: | 093822021 |

- (iii) 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 satisfaction of the Eurosystem eligibility criteria
 The Covered Bonds will be deposited initially upon issue with one of the ICSDs acting as common safekeeper
- (iv) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme 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

7. 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): Merrill Lynch International
- (iv) U.S. selling restrictions: Reg S Compliance Category/TEFRA D
- (v) ERISA: No
- (vi) Applicable Netherlands / Global selling restriction: As set out in the Base Prospectus, and with respect to the Netherlands:
 exclusively to persons or legal entities which

are qualified investors (as defined in the Prospectus Directive) in The Netherlands

(vii) Additional selling restrictions: Not Applicable