

FINAL TERMS

Date: 20 January 2025

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\$650,000,000 Aggregate Principal Amount of 4.718% Senior Preferred Fixed Rate Notes due 2027 (the "Senior Preferred Notes")

under the Program for the issuance of Medium Term Notes

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Senior 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 Preferred Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior 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 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 Preferred Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior 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 the manufacturer's product approval process, the target market assessment in respect of the Senior Preferred Notes has led to the conclusion that: (i) the target market for the Senior 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 Preferred Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Preferred Notes (an "EU distributor") should take into consideration the manufacturer's 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 Preferred Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

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

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 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 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, a second supplement dated 22 November 2024 and a

third supplement dated 14 January 2025 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**", as supplemented by a first supplement dated 20 August 2024, a second supplement dated 22 November 2024 and a third supplement dated 14 January 2025 in order to obtain all the relevant information. Full information on the Issuer and the offer of the Senior 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: US031
 - (ii) Tranche Number: 1
 - (iii) Date on which the Senior Preferred Notes become fungible: Not Applicable
3. Specified Currency or Currencies: US\$
4. Aggregate Principal Amount: US\$650,000,000
 - of which:
 - US\$625,200,000 144A
 - US\$24,800,000 Regulation S
 - (i) Series:
 - US\$650,000,000
 - of which:
 - US\$625,200,000 144A
 - US\$24,800,000 Regulation S
 - (ii) Tranche:
 - US\$650,000,000
 - of which:
 - US\$625,200,000 144A
 - US\$24,800,000 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\$1,000 in excess thereof
 - (ii) Calculation Amount: US\$1,000
7. (i) Issue Date: 22 January 2025
 - (ii) Interest Commencement Date: Issue Date
 - (iii) Trade Date: 15 January 2025
8. Maturity Date: 22 January 2027

9.	Interest Basis:	Fixed Rate (further particulars specified in paragraph 15)
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:	Tax Call (further particular specified in paragraph 25 below)
13.	Status of the Notes:	Senior Preferred (non-MREL) – the Terms and Conditions of the Senior Preferred Notes shall apply
14.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest / Initial Rate of Interest / Subsequent Fixed Reset Rate of Interest (if any):	From (and including) the Issue Date up to (but excluding) the Maturity Date, 4.718% per annum, payable semi-annually in arrear on each Interest Payment Date.
	(ii) Fixed Interest Period:	Period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.
	(iii) Interest Payment Date(s):	22 January and 22 July 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.
	(iv) First Interest Payment Date:	22 July 2025
	(v) Fixed Coupon Amount(s):	US\$23.59 per Calculation Amount.
	(vi) Initial/Final Fixed Coupon Amount for a short or long Interest Period (" Broken Amount(s) "):	Not Applicable
	(vii) Day Count Fraction:	30/360
	(viii) Determination Date(s):	Not Applicable
	(ix) Additional Business Center(s):	New York
	(x) Fixed Rate Reset Notes:	Not Applicable

16. **Floating Rate Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call: Not Applicable

18. Investor Put: Not Applicable

19. Final Redemption Amount of each Note: 100% per Calculation Amount

(i) Payment date (if other than as set out in the Conditions): Not Applicable

20. 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

GENERAL PROVISIONS APPLICABLE TO THE SENIOR PREFERRED NOTES

21. Form of Senior Preferred Notes: Registered
DTC Regulation S Global Certificate registered in the name of,
or the name of a nominee of, DTC
Rule 144A Global Certificate(s) registered in the name of,
or the name of a nominee of, DTC

22. New Safekeeping Structure: No

23. Additional Financial Center(s): Not Applicable

24. For the purposes of Condition 12, notices to be published in the Financial Times: No

25. Whether Condition 7(a) of the Senior Preferred Notes applies (in which case Condition 6(b) of the Senior Preferred Notes will not apply) or whether Condition 7(b) and Condition 6(b) of the Senior Preferred Notes apply: Condition 7(b) and Condition 6(b) apply

26. Relevant Benchmark: Not Applicable

DISTRIBUTION

- | | | | |
|-----|-------|--------------------------------------------|---------------------------------------------------------|
| 27. | (i) | If syndicated, names of Agents: | Not Applicable |
| | (ii) | Date of Pricing Term Sheet | 15 January 2025 |
| | (iii) | Stabilizing Manager(s) (if any): | Not Applicable |
| 28. | | If non-syndicated, name of relevant Agent: | Morgan Stanley & Co. LLC
Wells Fargo Securities, LLC |
| 29. | | Eligibility: | Rule 144A and Reg S |
| 30. | | 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 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: 144A: EUR 3,490
Regulation S: EUR 2,950

2. RATINGS

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

S&P: A

Moody's: Aa3

Fitch: A+

In accordance with S&P's rating definitions, an obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong.

In accordance with Moody's' rating definitions, obligations rated 'Aa3' are judged to be of high quality and are subject to very low credit risk. Modifier 3 indicates a ranking in the lower 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 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\$649,350,000

5. **YIELD**

Indication of yield: 4.718% 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) CUSIP: *Rule 144A*: 00084DBG4

Regulation S: 00084EAL2

(ii) ISIN Code: *Rule 144A*: US00084DBG43

Regulation S: US00084EAL20

(iii) Common Code: *Rule 144A*: 298521075

Regulation S: 298521091

(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 Preferred Notes are capable of meeting them, the Senior 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 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.