

FINAL TERMS

Date: 22 June 2023

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 CHF 250,000,000 2.505 per cent. Green Senior Preferred Unsecured Fixed Rate Notes due 26 June 2028 (the "Senior Preferred Notes")****under the Programme 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 (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 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 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 Preferred Notes (the "**Conditions**") set forth in the securities note dated 31 August 2022 as supplemented by a supplement dated 29 September 2022 and a supplement dated 9 June 2023, which together constitute a securities note for the purposes of the Prospectus Regulation (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 10 June 2022 as supplemented by a supplement dated 31 August 2022, a supplement dated 14 September 2022, a supplement dated 10 November

2022, a supplement dated 10 February 2023, a supplement approved on 13 February 2023, a supplement dated 17 March 2023 and a supplement dated 15 May 2023 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**", and the prospectus (including all documents incorporated by reference therein) dated 28 February 2023 prepared for the public offer of the Senior Preferred Notes in Switzerland and the admission to trading of the Senior Preferred Notes on the SIX Swiss Exchange Ltd (the "**Swiss Prospectus**") 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 <https://www.abnamro.com/en/investor-relations/information/programme-documentation>. 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. Copies of the Swiss Prospectus may be obtained from UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, 8098 Zurich, Switzerland, or can be ordered by telephone (+41 44 239 47 03 voicemail or by e-mail (swiss-prospectus@ubs.com)).

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

1. Issuer: ABN AMRO Bank N.V.
2. (i) Series Number: 303
 - (ii) Tranche Number: 1
 - (iii) Date on which the Senior Preferred Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Swiss Franc ("CHF")
4. Aggregate Nominal Amount:
 - Tranche: CHF 250,000,000
 - Series: CHF 250,000,000
5. Issue Price of Tranche: 100 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: CHF 200,000 and multiples thereof
 - (b) Calculation Amount: CHF 200,000
7. (i) Issue Date: 26 June 2023
 - (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 26 June 2028
9. Interest Basis: 2.505 per cent. Fixed Rate
(See paragraph 14 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Senior 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: Not Applicable
13. Status of the Notes: Senior Preferred Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (i) Rate(s) of Interest: 2.505 per cent. per annum payable in arrear on each Interest Payment Date.
- (ii) Interest Payment Date(s): 26 June on each year up to and including the Maturity Date in each case subject to adjustment in accordance with the Following Business Day Convention and London, Zurich and TARGET 2 as Business Centres for the definition of "Business Day", Unadjusted
- (iii) Fixed Coupon Amount(s): CHF 5,010 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: 30/360
- (vi) Determination Date(s): Not Applicable
- (vii) Reference Rate Determination: No
- Reference Rate Replacement: 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. Investor Put: Not Applicable
19. Final Redemption Amount of each Senior Preferred Note: CHF 200,000 per Calculation Amount
20. Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: CHF 200,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. Form of Senior Preferred Notes:
- (a) Form: The Senior Preferred Notes will initially be issued in bearer form and will, upon issue, be represented by a permanent global note (the "**Permanent Global Note**"), substantially in the form scheduled to the Supplemental Agency Agreement dated 22 June 2023, between, inter alios, the Issuer and the Swiss Paying Agent (as defined below). The

Permanent Global Note shall be deposited by the Swiss Paying Agent with SIX SIS Ltd ("SIS") or any other intermediary in Switzerland recognized for such purposes by the SIX Swiss Exchange Ltd (SIS or any such other intermediary, the "**Intermediary**") until final redemption of the Senior Preferred Notes, or the exchange of the Permanent Global Note for definitive Notes with Coupons attached as set out below. Once the Permanent Global Note has been deposited by the Swiss Paying Agent with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Senior Preferred Notes will constitute intermediated securities (*Bucheffekten*) ("**Intermediated Securities**") in accordance with the provisions of the Swiss Federal Act on Intermediated Securities (*Bucheffektengesetz*).

So long as the Senior Preferred Notes are represented by the Permanent Global Note, each Holder (as defined below) shall have a quotal co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Note to the extent of his claim against the Issuer, provided that for so long as the Permanent Global Note remains deposited with the Intermediary the co-ownership interest shall be suspended and the Senior Preferred Notes may only be transferred or otherwise disposed of in accordance with the provisions of the Swiss Federal Act on Intermediated Securities (*Bucheffektengesetz*), i.e. by entry of the transferred Senior Preferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Senior Preferred Notes held through each participant in that Intermediary. In respect of the Senior Preferred Notes held in the form of Intermediated Securities, the holders of the Senior Preferred Notes (the "**Holders**") will be the persons holding the Senior Preferred Notes in a securities account (*Effektenkonto*) in their own name and for their own account or, in case of Intermediaries (*Verwahrungsstellen*), the Intermediaries holding the Senior Preferred Notes for their own account in a securities account (*Effektenkonto*) which is in their name.

Neither the Issuer nor the Holders shall at any time have the right to effect or demand the conversion of the Permanent Global Note into, or the delivery of, uncertificated securities (*Wertrechte*) or definitive Notes (*Wertpapiere*).

No physical delivery of the Senior Preferred Notes shall be made unless and until definitive Notes (*Wertpapiere*) are printed.

The Permanent Global Note shall be exchangeable in whole, but not in part, for definitive Notes (*Wertpapiere*) only if the

Swiss Paying Agent deems the printing of definitive Notes (*Wertpapiere*) to be necessary or if, under Swiss or any other applicable laws and regulations, the enforcement of obligations under the Senior Preferred Notes can only be ensured by means of effective definitive Notes (*Wertpapiere*). In such case, the Swiss Paying Agent shall provide, at the cost and expense of the Issuer, for the printing and delivery of definitive Notes (*Wertpapiere*) with Coupons attached in accordance with the rules and regulations of the Intermediary and without cost to the Holders. Should definitive Notes (*Wertpapiere*) with Coupons attached be so printed and delivered, the Permanent Global Note will immediately be cancelled by the Swiss Paying Agent and the definitive Notes (*Wertpapiere*) with Coupons attached shall be delivered to the Holders against cancellation of the Notes in the Holders' securities accounts.

- (b) New Global Note: No
22. Financial Centre(s): Zurich, London and TARGET 2
23. Talons for future Coupons to be attached to definitive Senior Preferred Notes (and dates on which such Talons mature): No
24. For the purposes of Condition 12 (*Notices*), notices to be published in the Financial Times (generally yes, but not for domestic issues): No
25. Whether Condition 6(a) (*Taxation*) of the Senior Preferred Notes applies (in which case Condition 5(b) (*Redemption for Tax Reasons*) of the Senior Preferred Notes will not apply) or whether Condition 6(b) (*Taxation*) and Condition 5(b) (*Redemption for Tax Reasons*) of the Senior Preferred Notes apply: Condition 6(b) (*Taxation*) and Condition 5(b) (*Redemption for Tax Reasons*) apply
26. Relevant Benchmark: Not Applicable
27. Other final terms:
- (i) Paying Agent: UBS AG shall act as principal Swiss paying agent (the "**Principal Swiss Paying Agent**") and Zürcher Kantonalbank shall act as Swiss paying agent (together the "**Swiss Paying Agents**") in respect of the Senior Preferred Notes.

So long as the Senior Preferred Notes are listed on the SIX Swiss Exchange, the Issuer will at all times maintain a paying agent having a specified office in Switzerland and/or

in such other places as may be required by the rules of such stock exchange.

Condition 10 of the Conditions of the Senior Preferred Notes shall be construed accordingly, and all references in the Conditions to the "Agent" shall, so far as the context permits, be construed as a reference to the Swiss Paying Agent and references to "Paying Agent" shall, so far as the context permits, be construed as references to the Swiss Paying Agent.

(ii) Payments:

Payments of principal and interest in respect of the Senior Preferred Notes will be made irrespective of any present or future transfer restrictions and without regard to any bilateral or multilateral payment or clearing agreement which may be applicable at the time of such payments in freely disposable Swiss Francs without collection costs in Switzerland and without any restrictions and irrespective of nationality, domicile or residence of the holder of a Note and without requiring any certification, affidavit or the fulfilment of any other formality

The receipt by the Swiss Paying Agent of the due and punctual payment of the funds in Swiss Francs in Zurich, in the manner provided by the Conditions and these Final Terms, shall release the Issuer from its obligation under the Senior Preferred Notes for the payment of interest and principal due on the respective Interest Payment Dates and on the Maturity Date to the extent of such payment.

Condition 4 of the Conditions of the Senior Preferred Notes shall be construed accordingly.

(iii) Taxation:

Condition 6(b) of the Conditions shall be amended and supplemented as follows:

"(vi) pursuant to laws enacted by Switzerland providing for the taxation of payments according to principles similar to those laid down in the draft legislation proposed by the Swiss Federal Council on 24 August 2011 and re-initiated on 17 December 2014, in particular, the principle to have a person other than the Issuer withhold or deduct tax."

So long as the Senior Preferred Notes are listed on the SIX Swiss Exchange Ltd and so long as the rules of the SIX Swiss Exchange Ltd so require, all notices in respect of the Senior Preferred Notes shall be validly given through the Swiss Paying Agent by means of electronic publication on the internet website of the SIX Swiss Exchange Ltd under the section headed Official Notices (currently: <https://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/news-tools/official-notices.html#/>) or otherwise in accordance with the regulations of the SIX Swiss Exchange Ltd.

(iv) Notices:

Condition 12 of the Conditions of the Senior Preferred Notes shall be construed accordingly.

Signed on behalf of ABN AMRO Bank N.V.:

By:.....

By:.....

Duly authorised

Duly authorised

PART B – OTHER INFORMATION**1. LISTING AND ADMISSION TO TRADING**

(i) Listing and admission to trading: The Senior Preferred Notes have been provisionally admitted to trading on the SIX Swiss Exchange as of 22 June 2023. The last trading date will be the second business day prior to the Maturity Date.

Listing will be applied for in accordance with the standard for Bonds of the SIX Swiss Exchange.

(ii) Estimate of total expenses related to admission to trading: Not Applicable

2. RATINGS

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

S & P: A

As defined by S&P, an "A" rating means that the Issuer has strong capacity to meet its financial commitments, but the Notes are somewhat more susceptible to adverse economic conditions

Moody's: A1

As defined by Moody's, an "A" rating means that the Notes are considered upper-medium-grade and are subject to low credit risk. 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 "**EU CRA Regulation**").

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

Save for any fees payable to the Joint Lead Managers, 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 Joint Lead 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. **REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the Offer

An amount equivalent to the net proceeds of the Senior Preferred Notes will be used exclusively to finance and refinance, in whole or in part, green bond eligible assets ("**Eligible Assets**") in the following categories:

1. Energy efficiency
Green buildings – Residential mortgage loans for energy efficient buildings
Green buildings – Commercial real estate loans for energy efficient and/or sustainable buildings
Energy efficiency – Residential and commercial real estate loans for energy efficiency upgrades
2. Renewable energy
Renewable energy finance
Retail green loans for renewable energy and energy efficiency
3. Eco-efficient and/or circular economy adapted products
Circular economy finance

Pending allocation of the net proceeds of the Senior Preferred Notes to Eligible Assets, the Issuer will invest such net proceeds in Short Term Money Market Instruments (as defined below).

In order to qualify as Eligible Assets, the assets are required to meet the green bond eligibility criteria ("**Eligibility Criteria**") as set out in the Base Prospectus and as amended to take into account, *inter alia*, incoming green bond standards and guidelines.

"**Short Term Money Market Instruments**" means debt instruments issued by sovereigns, supranationals, agencies, development banks

or financial institutions that are rated 'Prime' by
oekom research AG.

Estimated net proceeds: CHF 249,312,500

5. **YIELD**

Indication of yield: 2.505 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: CH1276269722

(ii) Common Code: 263808339

(iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification number(s): SIX SIS AG (CSD)
Swiss Security Number 127.626.972

(iv) Delivery: Delivery against payment

(v) Names and addresses of initial Paying Agent(s) (if any): Principal Swiss Paying Agent:
UBS AG

Bahnhofstrasse 45
CH-8001 Zurich
Switzerland

Additional Swiss Paying Agent:

Zürcher Kantonalbank

Bahnhofstrasse 9
CH-8001 Zurich
Switzerland

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

(vii) 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. 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.

7. **DISTRIBUTION**

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Joint Lead Managers: | UBS AG
Zürcher Kantonalbank |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (v) | U.S. Selling Restrictions: | Regulation S Category 2; TEFRA D in accordance with usual Swiss practice |