

## FINAL TERMS

Date: 2 June 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 EUR 1,000,000,000 2.750 per cent. EuGB Senior Preferred Unsecured Fixed Rate Notes due 4 June 2029 (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, as amended (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 each 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.

**UK MIFIR 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 only eligible counterparties as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); 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 (a "**UK distributor**") should take into consideration the manufacturer's target market assessment;

however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") 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.

## 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 20 August 2024 as supplemented by a supplement dated 14 February 2025, 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 7 June 2024 as supplemented by supplements dated 20 August 2024, 22 November 2024, 14 January 2025, 13 February 2025, 27 March 2025 and 21 May 2025 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**", as supplemented by supplements dated 20 August 2024, 22 November 2024, 14 January 2025, 13 February 2025, 14 February 2025, 27 March 2025 and 21 May 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. These Final Terms and the Base Prospectus have been published on <http://www.abnamro.com/bonds>. 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, as amended.

- |    |   |  |
|----|---|--|
| 1. | Issuer:   | ABN AMRO Bank N.V.                               |
| 2. | (i) Series Number:  | 321  |
|    | (ii) Tranche Number:  | 1  |
|    | (iii) Date on which the Senior Preferred Notes become fungible: | Not Applicable                                   |
| 3. | Specified Currency or Currencies:                               | Euro (" <b>EUR</b> ")                            |
| 4. | Aggregate Nominal Amount:                                       |  |
|    | • Tranche:  | EUR 1,000,000,000                                |
|    | • Series:   | EUR 1,000,000,000                                |
| 5. | Issue Price of Tranche:   | 99.907 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations:                                    | EUR 100,000                                      |
|    | (b) Calculation Amount  | EUR 100,000                                      |
| 7. | (i) Issue Date:   | 4 June 2025                                      |
|    | (ii) Interest Commencement Date:                                | Issue Date                                       |
| 8. | Maturity Date:  | 4 June 2029                                      |
| 9. | Interest Basis:   | 2.750 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 (non-MREL) Notes – the Conditions of the Senior Preferred Notes shall apply   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |      |   |   |
|------|---|---|
| 14.  | <b>Fixed Rate Note Provisions</b>       | Applicable  |
|      | (i) Rate(s) of Interest:                | 2.750% per annum payable in arrear on each Interest Payment Date.   |
|      | (ii) Interest Payment Date(s):          | 4 June 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 2,750 per Calculation Amount  |
|      | (iv) Broken Amount(s):                  | Not Applicable  |
|      | (v) Day Count Fraction:                 | Actual/Actual (ICMA)  |
|      | (vi) Determination Date(s):             | 4 June in each year   |
| 14.A | <b>Fixed Rate Reset Note Provisions</b> | Not Applicable  |
| 15.  | <b>Floating Rate Note Provisions</b>    | Not Applicable  |
| 16.  | <b>Zero Coupon Note Provisions</b>      | 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:  | 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 |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |   |
|-----|---|---|
| 21. | Form of Senior Preferred Notes:   |   |
|     | (a) Form:   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Senior Preferred Notes only upon an Exchange Event. |
|     | (b) New Global Note:  | Yes   |
| 22. | Financial Centre(s):  | Not Applicable  |
| 23. | Talons for future Coupons to be attached to definitive Senior Preferred | No  |

Notes (and dates on which such Talons mature):

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

### **THIRD PARTY INFORMATION**

Relevant third party information has been extracted from the websites of Fitch, Moody's and S&P. 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 Fitch, Moody's and S&P, 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 Preferred Notes to be admitted to trading on Euronext Amsterdam with effect from 4 June 2025.
- (ii) Estimate of total expenses related to admission to trading: EUR 6,000

### 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: Aa3

As defined by Moody's, an "Aa" rating means that the Notes are considered upper-medium-grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic assessment 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. The modifier + indicates relative differences of probability of default or recovery for issues.

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.

### 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 Preferred Notes 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. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

Reasons for the Offer

An amount equivalent to the proceeds of the Senior Preferred Notes will be used to finance and refinance, in whole or in part, green bond eligible assets ("**Eligible Assets**") in accordance with the Issuer's green bond factsheet prepared by the Issuer in accordance with Annex I of Regulation (EU) 2023/2631 of the European Parliament and of the Council of 22 November 2023 (the "**EU Green Bond Regulation**"). Such amount is intended to be allocated to the following taxonomy-aligned economic activities:

<b>Green Buildings</b>	
Green buildings	Residential and commercial real estate mortgage loans
EU Taxonomy objective	Climate change mitigation
Activity (Annex 1 EU Taxonomy)	art. 7.7 Acquisition and ownership of buildings
Related NACE code	L68
<b>Renewable Energy</b>	
Renewable Energy	Loans towards renewable power generation in the category solar & wind power
EU Taxonomy objective	Climate change mitigation
Activity (Annex 1 EU Taxonomy)	Art. 4.1 Electricity generation using solar photovoltaic technology Art. 4.3 Electricity generation from wind power
Related NACE code	D35.11 and F42.22

The proceeds of the Senior Preferred Notes will be fully allocated towards Eligible Assets at the time of issuance. Unallocated proceeds (if any) will be temporarily invested 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 as set out in the Base Prospectus (as supplemented) 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 Institutional Shareholder Services (ISS-ESG).

The Notes are issued in accordance with the EU Green Bond Regulation.

European Green Bonds:

Yes

Date of EU Green Bonds Factsheet: 14 February 2025 (this is available on the Issuer's website: [www.abnamro.com/esgbonds](http://www.abnamro.com/esgbonds) but is not incorporated in nor forms part of the Final Terms or the Base Prospectus)

Estimated net proceeds:

EUR 997,570,000

5. **YIELD**

Indication of yield:

2.775 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: XS3083189319
- (ii) Common Code: 308318931
- (iii) FISN: ABN AMRO BANK N/2.75EMTN 20290604
- (iv) CFI Code: DTFNFB
- (vi) Any clearing system(s) other than 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 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 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 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.<br>Citigroup Global Markets Europe AG<br>Crédit Agricole Corporate and Investment Bank<br>Lloyds Bank Corporate Markets<br>Wertpapierhandelsbank GmbH<br>Morgan Stanley Europe SE |
| (iii) | Stabilisation Manager(s) (if any):          | ABN AMRO Bank N.V.   |
| (iv)  | If non-syndicated, name of relevant Dealer: | Not Applicable   |
| (v)   | U.S. Selling Restrictions:                  | Regulation S Category 2; TEFRA D   |