

FINAL TERMS

Date: 3 November 2023

Effective as of: 17 February 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 AUD 100,000,000 6.06 per cent. Senior Non-Preferred Notes due 21 February 2035 (the "Senior Non-Preferred Notes")

under the Programme for the issuance of Medium Term Notes

Due to a manifest error in item 6(x) of Part B of these Final Terms as executed on 17 February 2023, that item has been amended and these Final Terms have been re-executed on 3 November 2023, which amendment shall be effective as of 17 February 2023.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Senior Non-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 Non-Preferred Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Non-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 Non-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 Non-Preferred Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior Non-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 Non-Preferred Notes has led to the conclusion that: (i) the target market for the Senior Non-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 Non-Preferred Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Non-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 Non-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 Non-Preferred Notes (the "**Conditions**") set forth in the securities note dated 31 August 2022 as supplemented by a supplement dated 29 September 2022, 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 Non-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 and a supplement dated 13 February 2023 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**") in order to obtain all the relevant information. Full information on the Issuer and the offer of the Senior Non-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.

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

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| 1. | Issuer: | ABN AMRO Bank N.V. |
| 2. | (i) Series Number: | 294 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Senior Non-Preferred Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Australian Dollar (" AUD ") |
| 4. | Aggregate Nominal Amount: | |
| | • Tranche: | AUD 100,000,000 |
| | • Series: | AUD 100,000,000 |
| 5. | Issue Price of Tranche: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | AUD 200,000 |
| | (b) Calculation Amount | AUD 200,000 |
| 7. | (i) Issue Date: | 21 February 2023 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 21 February 2035 |
| 9. | Interest Basis: | 6.06 per cent. Fixed Rate (See paragraph 14 below) |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Senior Non-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: | MREL Disqualification Event Call (see paragraph 18 below) |
| 13. | Status of the Notes: | Senior Non-Preferred Notes |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate(s) of Interest: | 6.06% per annum payable in arrear on each Interest Payment Date. |
| | (ii) Interest Payment Date(s): | 21 February 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): | Not Applicable |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/365 (Fixed) |
| | (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

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| 17. | Issuer Call: | Not Applicable |
| 18. | MREL Disqualification Event Call: | Full or partial exclusion |
| | (i) Optional Redemption Amount(s): | AUD 200,000 per Calculation Amount |
| | (ii) Notice period (if other than as set out in the Conditions): | Not Applicable |
| 19. | Final Redemption Amount of each Senior Non-Preferred Note: | AUD 200,000 per Calculation Amount |
| 20. | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: | AUD 200,000 per Calculation Amount |
| 21. | Variation or Substitution: | Applicable |
| 22. | Condition 15 (<i>Substitution of the Issuer</i>) applies: | Yes |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. | Form of Senior Non-Preferred Notes: | |
| | (a) Form: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Senior Non-Preferred Notes only upon an Exchange Event |
| | (b) New Global Note: | Yes |

- 24. Financial Centre(s): Sydney and TARGET2

- 25. Talons for future Coupons to be attached to definitive Senior Non-Preferred Notes (and dates on which such Talons mature): No

- 26. For the purposes of Condition 12 (*Notices*), notices to be published in the Financial Times (generally yes, but not for domestic issues): No

- 27. Whether Condition 6(a) (*Taxation*) of the Senior Non-Preferred Notes applies (in which case Condition 5(b) (*Redemption for Tax Reasons*) of the Senior Non-Preferred Notes will not apply) or whether Condition 6(b) (*Taxation*) and Condition 5(b) (*Redemption for Tax Reasons*) of the Senior Non-Preferred Notes apply: Condition 6(b) (*Taxation*) and Condition 5(b) (*Redemption for Tax Reasons*) apply

- 28. Relevant Benchmark: Not Applicable

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 Non-Preferred Notes to be admitted to trading on Euronext Amsterdam with effect from 21 February 2023.
- (ii) Estimate of total expenses related to admission to trading: EUR 9,250

2. **RATINGS**

Ratings: The Senior Non-Preferred Notes to be issued have not been rated

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

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Senior Non-Preferred Notes has an interest material to the offer. The Dealer and its 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 See "Use of Proceeds" wording in Securities Note

Estimated net proceeds: AUD 100,000,000

5. **YIELD**

Indication of yield: 6.06 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: XS2589271175
- (ii) Common Code: 258927117
- (iii) FISN: **ABN AMRO BANK N/6EMTN 20350217**, see the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) CFI Code: DTFXFB, see the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (vi) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (vii) Delivery: Delivery against payment

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| (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: | No. Whilst the designation is specified as “no”, should the Eurosystem eligibility criteria be amended in the future such that the Senior Non-Preferred Notes are capable of meeting them, the Senior Non-Preferred Notes may then be deposited with one of the ICSDs acting as common safekeeper. Note that this does not mean that the Senior Non-Preferred Notes will then be recognised 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: | Non-syndicated |
| (ii) | If syndicated, names of Managers: | Not Applicable |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of relevant Dealer: | J.P. Morgan SE Taunustor 1 (TaunusTurm) 60310 Frankfurt am Main Germany |
| (v) | U.S. Selling Restrictions: | Regulation S Category 2; TEFRA D |