

## FINAL TERMS

Date: 28 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 CHF 350,000,000 2.625 per cent. Green Senior Non-Preferred Unsecured Fixed Rate Notes due 2 March 2028 (the "Senior Non-Preferred Notes")**

**under the Programme for the issuance of Medium Term Notes**

**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 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 Non-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 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 approved 13 February 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 Non-Preferred Notes in Switzerland and the admission to trading of the Senior Non-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 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 <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. 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](mailto:swiss-prospectus@ubs.com))).

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

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|-----|---|--|
| 1.  | Issuer:   | ABN AMRO Bank N.V.   |
| 2.  | (i) Series Number:  | 297  |
|     | (ii) Tranche Number:  | 1  |
|     | (iii) Date on which the Senior Non-Preferred Notes become fungible: | Not Applicable   |
| 3.  | Specified Currency or Currencies:                                   | Swiss Franc (" <b>CHF</b> ")   |
| 4.  | Aggregate Nominal Amount:   |  |
|     | • Tranche:  | CHF 350,000,000  |
|     | • Series:   | CHF 350,000,000  |
| 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:   | 2 March 2023   |
|     | (ii) Interest Commencement Date:                                    | Issue Date   |
| 8.  | Maturity Date:  | 2 March 2028   |
| 9.  | Interest Basis:   | 2.625 per cent. Fixed Rate<br><br>(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. |

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|-----|---------------------------|--|
| 11. | Change of Interest Basis: | Not Applicable   |
| 12. | Put/Call Options:         | MREL Disqualification Event Call<br><br>(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. | <b>Fixed Rate Note Provisions</b>    | Applicable   |
|     | (i) Rate(s) of Interest:             | 2.625 per cent. per annum payable in arrear on each Interest Payment Date.   |
|     | (ii) Interest Payment Date(s):       | 2 March in each year up to and including the Maturity Date in each case subject to adjustment in accordance with the Following Business Day Convention, London, Zurich and TARGET 2 as Business Centres for the definition of "Business Day", Unadjusted |
|     | (iii) Fixed Coupon Amount(s):        | CHF 5,250 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. | <b>Floating Rate Note Provisions</b> | Not Applicable   |
| 16. | <b>Zero Coupon Note Provisions</b>   | 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):  | CHF 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:                                    | 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 |
| 21. | Variation or Substitution:  | Applicable                         |

22. Condition 15 (*Substitution of the Issuer*) Yes applies:

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Senior Non-Preferred Notes:

- (a) Form:

The Senior Non-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 28 February 2023, between, inter alios, the Issuer and the Principal Swiss Paying Agent (as defined below). The Permanent Global Note shall be deposited by the Principal 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 Non-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 Principal Swiss Paying Agent with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Senior Non-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 Non-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 Non-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 Non-Preferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Senior Non-Preferred Notes held through each participant in that Intermediary. In respect of the Senior Non-Preferred Notes held in the form of Intermediated Securities, the holders of the Senior Non-Preferred Notes (the "**Holders**") will be the persons holding the Senior Non-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 Non-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 Non-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 Principal 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 Non-Preferred Notes can only be ensured by means of effective definitive Notes (*Wertpapiere*). In such case, the Principal 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 Principal 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.

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|     | (b) New Global Note:   | No  |
| 24. | Financial Centre(s):   | Zurich, London 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 ( <i>Notices</i> ), notices to be published in the Financial Times (generally yes, but not for domestic issues):  | No  |
| 27. | Whether Condition 6(a) ( <i>Taxation</i> ) of the Senior Non-Preferred Notes applies (in which case Condition 5(b) ( <i>Redemption for Tax Reasons</i> ) of the Senior Non-Preferred Notes will not apply) or whether Condition 6(b) ( <i>Taxation</i> ) and Condition 5(b) ( <i>Redemption for Tax Reasons</i> ) of the Senior Non-Preferred Notes apply: | Condition 6(b) ( <i>Taxation</i> ) and Condition 5(b) ( <i>Redemption for Tax Reasons</i> ) apply |

28. Relevant Benchmark: Not Applicable
29. Other final terms:
- (i) Paying Agents: UBS AG shall act as principal Swiss paying agent (the "**Principal Swiss Paying Agent**") and Credit Suisse AG shall act as Swiss paying agent (together the "**Swiss Paying Agents**") in respect of the Senior Non-Preferred Notes.
- So long as the Senior Non-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 Non-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 Principal Swiss Paying Agent and references to "Paying Agent" shall, so far as the context permits, be construed as references to the Swiss Paying Agents.
- (ii) Payments: Payments of principal and interest in respect of the Senior Non-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 Principal 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 Non-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 Non-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 Non-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 Non-Preferred Notes shall be validly given through the Principal 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 Non-Preferred Notes shall be construed accordingly.

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: The Notes have been provisionally admitted to trading on the SIX Swiss Exchange as of 28 February 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 Non-Preferred Notes to be issued are expected to be rated:

S&P: BBB

As defined by S&P, a "BBB" rating means the Issuer has adequate capacity to meet its financial commitments, but the Notes are more subject to adverse economic conditions.

Moody's: Baa1

As defined by Moody's, a "Baa" rating means that the Notes are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics. 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, Moody's and Fitch are established in the EEA and registered under Regulation (EC) No 1060/2009, as amended (the "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 Non-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 Non-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;
2. Renewable energy; and
3. Eco-efficient and/or circular economy adapted products.

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

An external auditor will provide an annual assurance on the allocation of the net proceeds of the bonds to the Eligible Assets and/or Short Term Money Market Instruments. Such external auditor's assurance will be published on the Issuer's website.

In order to qualify as Eligible Assets, the assets are required to meet the below green bond eligibility criteria ("**Eligibility Criteria**"):

Category	Eligibility Criteria
1. Energy efficiency	
Green buildings – Residential mortgage loans for energy efficient buildings	Mortgage loans to finance new residential buildings, which comply with the Dutch Building Decree 2012 <sup>1</sup> ( <i>Bouwbesluit 2012: Chapter 5 and NEN 7120</i> ) and for which the first drawdown has occurred after 1 January 2015.
Green buildings – Commercial real estate loans for energy efficient and/or sustainable buildings	Loans or investments to finance new and existing commercial real estate building projects that comply with energy efficiency requirements and/or green building certification schemes as further defined in Annex I of ABN

<sup>1</sup> Bouwbesluit 2012: Chapter 5 and NEN 7120. The NEN Criteria describes the term, definitions and the method to determine the indicator of energy performance of a building which results in an energy performance coefficient.

	AMRO's Green Bond Framework, version April 2018.
Energy efficiency – Residential and commercial real estate loans for energy efficiency upgrades	Loans or investments to finance existing residential and commercial real estate building projects where energy efficiency improvements of at least 30% have been – or will be – made as further defined in Annex I of ABN AMRO's Green Bond Framework, version April 2018.
2. Renewable energy	
Renewable energy finance	Loans or investments to finance the acquisition, development, construction and operation of the following renewable energy sources:  <ul style="list-style-type: none"> <li>- onshore and offshore wind energy;</li> <li>- solar energy;</li> <li>- geothermal energy;</li> </ul> and <ul style="list-style-type: none"> <li>- tidal energy.</li> </ul> Loans or investments fully dedicated to the operational production, manufacturing and maintenance of the abovementioned renewable energy sources.
Retail green loans for renewable energy and energy efficiency	Loans to finance renewable energy and energy efficiency improvements <sup>2</sup> to existing residential

<sup>2</sup> Energy efficiency improvements included can be solar water heating installations, alternative heating systems (pellet heating), heat pumps, floor, wall and roof insulation, energy efficient windows, doors and frames, heat recovery systems, EE pumps and fans, CO2 controlled air ventilation systems, energy efficient boilers. More detailed information on <https://www.greenloans.nl/besparen-lenen/verantwoord-lenen/waarvoor-kunt-u-uw-groene-lening-gebruiken>.

	property of retail clients originated by ABN AMRO or its affiliates and for which the first drawdown has occurred after 1 January 2015.
3. Eco-efficient and/or circular economy adapted products	
Circular economy finance	Loans or investments to finance activities, assets or projects focused on the development of the circular economy, i.e. circular product design, recycled inputs, product lifespan extension, product utilisation and product take-back.  The activity, asset or project should have a positive environmental impact in terms of reducing either carbon emissions, waste, material use, energy use or water use <sup>3</sup> .

**"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 349,050,000

#### 5. YIELD

Indication of yield: 2.625 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: CH1251030099

<sup>3</sup> Fossil fuel related activities, assets or projects are excluded.

- (ii) Common Code: 259180597
- (vi) 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: 125.103.009
- (vii) Delivery: Delivery against payment
- (viii) Names and addresses of initial Paying Agent(s) (if any): Principal Swiss Paying Agent:  
**UBS AG**  
  
Bahnhofstrasse  
45CH-8001 Zurich  
Switzerland  
  
Additional Swiss Paying Agent;  
**Credit Suisse AG**  
  
Paradeplatz 8  
CH-8001 Zurich  
Switzerland
- (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 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

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Joint Lead Managers: Credit Suisse AG  
UBS AG
- (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

