

FINAL TERMS

Date: 3 July 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\$750,000,000 Aggregate Principal Amount of Senior Preferred Floating Rate Notes due 2028
(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 European Economic Area (the "EEA"). For these purposes, a "retail investor" means a person who is one (or both) 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, as amended, 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 both) 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") in the UK; 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 in the UK. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA in the UK (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, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA in the UK ("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.

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

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Senior Preferred Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

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 6 June 2025 which constitutes 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 6 June 2025 (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 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, 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: 032
- (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\$750,000,000
of which:
US\$521,400,000 144A
US\$228,600,000 Regulation S
- (i) Series: US\$750,000,000
of which:
US\$521,400,000 144A
US\$228,600,000 Regulation S
- (ii) Tranche: US\$750,000,000
of which:
US\$521,400,000 144A
US\$228,600,000 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	7 July 2025
	(ii)	Interest Commencement Date:	Issue Date
	(iii)	Trade Date:	30 June 2025
8.		Maturity Date:	7 July 2028
9.		Interest Basis:	SOFR
			(further particulars specified in paragraph 16 below)
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.		Put/Call Options:	Tax Call (further particulars specified in paragraph 26 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:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.		Fixed Rate Note Provisions	Not Applicable
16.		Floating Rate Note Provisions	Applicable
	(i)	Interest Period(s):	The period commencing on any Interest Payment Date (or the Interest Commencement Date) to, but excluding, the next succeeding Interest Payment Date, and in the case of the last such period, from and including the Interest Payment Date immediately preceding the Maturity Date to, but excluding, such Maturity Date
	(ii)	Interest Commencement Date:	Issue Date
	(iii)	Interest Determination Date:	Two U.S. Government Securities Business Days prior to each Interest Payment Date
	(iv)	First Interest Payment Date:	7 October 2025
	(v)	Specified Interest Payment Dates:	7 January, 7 April, 7 July and 7 October in each year, subject to adjustment in accordance with the Business Day Convention set out in (vii) below
	(vi)	Effective Interest Payment Dates:	Not Applicable
	(vii)	Business Day Convention:	Modified Following Business Day Convention
	(viii)	Unadjusted	No
	(ix)	Additional Business Center(s):	New York and U.S. Government Securities Business Day

(x)	Manner in which the Rate of Interest and Interest Amounts is to be determined:	Reference Rate Determination
(xi)	Party responsible for calculating the Rate of Interest and Interest Amounts (if not the Calculation Agent):	Not Applicable
(xii)	Reference Rate Determination:	Yes
	• Initial Interest Rate:	Interest rate that is determined in relation to the first interest period
	• Index Maturity:	Not Applicable
	• Interest Basis:	SOFR
	• Index Currency:	US\$
	• Designated Maturity Index	CMT Not Applicable
	• Spread:	+0.750%
	• Spread Multiplier:	Not Applicable
	• Relevant Screen Page:	Condition 4(b)(ii)(B)(6)
	• Interest Determination Date:	The date falling two U.S. Government Securities Business Days prior to each Interest Payment Date
	• Initial Interest Reset Date:	7 October 2025
	• Initial Reset Period:	Quarterly
	• Interest Reset Dates:	Each Interest Payment Date
	• Calculation Method:	Compounded Daily
	• Index Determination:	Applicable
	• Observation Method:	Not Applicable
	• Observation Look-back Period:	Not Applicable
	• Observation Shift Period:	Not Applicable
	• D:	Not Applicable
	• Cut-off Date:	Not Applicable
	• Reference Rate Replacement:	Not Applicable

•	Relevant Number:	2
(xiii)	ISDA Determination:	Not Applicable
(xiv)	Linear Interpolation:	Not Applicable
(xv)	Margin(s):	+0.750% per annum
(xvi)	Minimum Rate of Interest:	0.000% per annum
(xvii)	Maximum Rate of Interest:	Not Applicable
(xviii)	Day Count Fraction:	Actual/360
(xix)	Reference Bank(s) or Dealer(s) (if any):	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Final Redemption Amount of each Note:	100% per Calculation Amount
(i)	Payment date (if other than as set out in the Conditions):	Not Applicable
21.	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		
22.	Form of Senior Preferred Notes:	Registered
		DTC Regulation S Global Certificate registered in the name of, or nominee of, DTC
		Rule 144A Global Certificate(s) registered in the name of, or the name of a nominee of, DTC
23.	New Safekeeping Structure:	No
24.	Additional Financial Center(s):	Not Applicable
25.	For the purposes of Condition 12, notices to be published in the Financial Times:	No
26.	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

27. Relevant Benchmark: As far as the Issuer is aware, as at the date hereof, SOFR does not fall within the scope of the EU Benchmark Regulation

DISTRIBUTION

28. (i) If syndicated, names of Agents: ABN AMRO Capital Markets (USA) LLC
Goldman Sachs Bank Europe SE
J.P. Morgan Securities LLC
Morgan Stanley & Co. LLC
TD Securities (USA) LLC
Wells Fargo Securities, LLC
- (ii) Date of Pricing Term Sheet 30 June 2025
- (iii) Stabilizing Manager(s) (if any): Not Applicable
29. If non-syndicated, name of relevant Agent: Not Applicable
30. Eligibility: Rule 144A and Reg S
31. 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 the Regulated Market of Euronext Dublin and listed on the Official List of Euronext Dublin with effect from 7 July 2025.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

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.

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 " <i>Use of Proceeds</i> " wording in Securities Note
Green Bonds:	No
European Green Bonds:	No
Estimated net proceeds:	US\$748,500,000

5. **OPERATIONAL INFORMATION**

(i)	CUSIP:	<i>Rule 144A: 00084DBJ8</i> <i>Regulation S: 00084EAN8</i>
(ii)	ISIN Code:	<i>Rule 144A: US00084DBJ81</i> <i>Regulation S: US00084EAN85</i>
(iii)	Common Code:	<i>Rule 144A: 311396692</i> <i>Regulation S: 311396706</i>
(iv)	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
(v)	Delivery:	Delivery against payment
(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 (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.