

FINAL TERMS

Date: 12 July 2024

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 750,000,000 Fixed Rate Reset Subordinated Tier 2 Callable Notes due 16 July 2036 (the "Subordinated Notes")

under the Programme for the issuance of Medium Term Notes

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Subordinated 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 Subordinated Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Subordinated 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 Subordinated 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 Subordinated Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Subordinated 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 Subordinated Notes has led to the conclusion that: (i) the target market for the Subordinated Notes is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Subordinated Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Subordinated 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 Subordinated 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 each manufacturer's product approval process, the target market assessment in respect of the Subordinated Notes has led to the conclusion that: (i) the target market for the Subordinated 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 Subordinated Notes to eligible counterparties and professional clients are appropriate.

Any person subsequently offering, selling or recommending the Subordinated Notes (a "**UK distributor**") should take into consideration the manufacturers' 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 Subordinated Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

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 Subordinated 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 Subordinated Notes (the "**Conditions**") set forth in the securities note dated 4 September 2023 as supplemented by a supplement dated 14 February 2024, which together constitute a securities note for the purposes of the Prospectus Regulation (the "**Securities Note**"). This document constitutes the Final Terms of the Subordinated 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 9 June 2023 as supplemented on 18 August 2023, 6 September 2023, 5 October 2023, 16 November 2023, 20 February 2024 and 4 April 2024 (the "**Registration Document**" and together with the Securities Note and a supplement to the base prospectus dated 10 June 2024, the "**Base Prospectus**") in order to obtain all the relevant information. Full information on the Issuer and the offer of the Subordinated 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.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any Subordinated Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act 1947 of Singapore (the "**ITA**"), shall not apply if such person acquires such Subordinated Notes using the funds and profits of such person's operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Subordinated Notes is not exempt from tax (including for the reasons described above) shall include such interest, discount income, prepayment fee, redemption premium or break cost in a return of income made under the ITA.

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

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| 1. | Issuer: | ABN AMRO Bank N.V. |
| 2. | (i) Series Number: | 310 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Subordinated Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (" EUR ") |

4. Aggregate Nominal Amount:
- Tranche: EUR 750,000,000
 - Series: EUR 750,000,000
5. Issue Price of Tranche: 99.634 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: EUR 100,000
- (b) Calculation Amount: EUR 100,000
7. (i) Issue Date: 16 July 2024
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 16 July 2036
9. Interest Basis: 4.375 per cent. to be reset on 16 July 2031 (Fixed Rate Reset)
- (see paragraph 14.A below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Subordinated 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: Issuer Call
- Regulatory Call
- (See paragraph 17/18 below)
13. Status of the Notes: Subordinated Tier 2 Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Not Applicable
- 14.A **Fixed Rate Reset Note Provision** Applicable
- (i) Initial Rate of Interest: 4.375 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s) 16 July 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) in respect of the period from (and including) the Interest Commencement Date up to but (excluding) the First Reset Date: EUR 4,375 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)

(vi)	Determination Date(s):	16 July in each year
(vii)	Reference Rate Replacement:	Applicable
(viii)	First Reset Date:	16 July 2031
(ix)	Second Reset Date:	Not Applicable
(x)	Anniversary Date(s):	Not Applicable
(xi)	Reset Determination Date(s):	Second Business Day prior to First Reset Date
(xii)	Reset Rate:	Annualised 5 year Mid-Swap Rate
(xiii)	Reference Bond:	Not Applicable
(xiv)	Reference Bond Rate Source:	Not Applicable
(xv)	Screen Page Reference Bond Rate:	Not Applicable
(xvi)	Screen Page:	Bloomberg ICAE screen page for EUR swaps
(xvii)	Relevant Time:	11 a.m. (Amsterdam time)
(xviii)	Fixed Leg Swap Payment Frequency:	Annual
(xix)	Floating Leg:	6 month EURIBOR
(xx)	Margin:	1.630%
(xxi)	Corresponding Tenor:	Not Applicable
(xxii)	First Reset Period Fallback:	2.745%
(xxiii)	TONA-TSR Applicable Time:	Not Applicable
(xxiv)	Party responsible for calculating the Rates of Interest:	Agent
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Issuer Call:	Applicable
(i)	Optional Redemption Date(s):	16 July 2031
(ii)	Optional Redemption Amount(s):	EUR 100,000 per Calculation Amount
(iii)	Notice period:	Not less than 15 nor more than 30 days
18.	Regulatory Call:	Applicable
(i)	Optional Redemption Amount(s):	EUR 100,000 per Calculation Amount

- (ii) Notice period: Not less than 15 nor more than 30 days
- (iii) MREL Disqualification Event: Full or partial exclusion
- 19. Final Redemption Amount: 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
- 21. Variation or Substitution: Applicable
- 22. Condition 15 (*Substitution of the Issuer*) applies: No

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 23. Form of Subordinated Notes:
 - (a) Form: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Subordinated Notes only upon an Exchange Event
 - (b) New Global Note: Yes
- 24. Financial Centre(s): Not Applicable
- 25. Talons for future Coupons to be attached to definitive Subordinated 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 Subordinated Notes applies (in which case Condition 5(b) (*Redemption for Tax Reasons*) of the Subordinated Notes will not apply) or whether Condition 6(b) (*Taxation*) and Condition 5(b) (*Redemption for Tax Reasons*) of the Subordinated Notes apply: Condition 6(b) (*Taxation*) and Condition 5(b) (*Redemption for Tax Reasons*) apply
- 28. Relevant Benchmark:

EURIBOR is provided by the European Money Markets Institute (the "**EMMI**"). As at the date hereof, EMMI appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the EU Benchmark Regulation.

The Mid-Swap Rate that appears on the Bloomberg ICAE screen page for EUR swaps is provided by ICAP Information Services Limited ("**ICAP**"). As at the date hereof, ICAP appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36

(Register of administrators and benchmarks) of the EU
Benchmark Regulation.

THIRD PARTY INFORMATION

Relevant third party information has been extracted from the websites of S&P, Moody's and Fitch. 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 S&P, Moody's and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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: Application has been made by the Issuer (or on its behalf) for the Subordinated Notes to be admitted to trading on Euronext Amsterdam with effect from 16 July 2024.
- (ii) Estimate of total expenses related to admission to trading: EUR 11,790

2. RATINGS

- Ratings: The Subordinated Notes to be issued are expected to be rated:
- S & P: BBB-
- As defined by S&P, a "BBB" rating means that the Issuer has adequate capacity to meet its financial commitments, but the Notes are more subject to adverse economic conditions. The modifier "-" appended to the rating indicates the relative standing within the rating category.
- Moody's: Baa2
- 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 "2" appended to the rating indicates a mid-range ranking of that generic rating category.
- Fitch: BBB+
- As defined by Fitch, an "BBB" rating indicates that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The modifier "+" appended to the rating denotes the relative status within the rating category.
- 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.

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 Subordinated 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: See "*Use of Proceeds*" wording in Securities Note
- Estimated net proceeds: EUR 745,005,000

5. **YIELD**

Indication of yield: 4.437 per cent. per annum.

The yield is calculated at the Issue Date on the basis of the Issue Price until the Reset Date. It is not an indication of future yield. Since the Rate of Interest will be reset on the Reset Date (unless the Issuer Call is exercised), an indication of yield up to the Maturity Date cannot be given.

6. **OPERATIONAL INFORMATION**

(i) ISIN Code: XS2859413341

(ii) Common Code: 285941334

(iii) 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

(iv) Delivery: Delivery against payment

(v) 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

(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: Yes.

Note that the designation “yes” does not necessarily mean that the Subordinated 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 Subordinated 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.
BNP Paribas
Deutsche Bank Aktiengesellschaft
HSBC Continental Europe
J.P. Morgan SE
NatWest Markets N.V.

- (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