SECOND SUPPLEMENT DATED 15 SEPTEMBER 2015
TO THE REGISTRATION DOCUMENT DATED 28 MAY 2015

ABN AMRO BANK N.V.

(incorporated with limited liability in The Netherlands with its statutory seat in Amsterdam)

Supplement to the Registration Document dated 28 May 2015

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the registration document dated 28 May 2015 issued by ABN AMRO Bank N.V., as supplemented by the first supplement dated 24 August 2015 (the "**Registration Document**"). This Supplement, together with the Registration Document, constitutes a registration document for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council (as amended, the "**Prospectus Directive**"). Terms given a defined meaning in the Registration Document shall, unless the context otherwise requires, have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference into the Registration Document, the statements in (a) above will prevail.

ABN AMRO Bank N.V. accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, such information is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with the Registration Document, and this Supplement, and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

The Registration Document and this Supplement should not be considered as a recommendation by the Issuer that any recipient of the Registration Document or this Supplement should purchase securities of the Issuer. Each investor contemplating purchasing any securities should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. The Registration Document and this Supplement do not constitute an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase any securities.

The delivery of the Registration Document and this Supplement will not in any circumstances imply that the information contained therein concerning the Issuer is correct at any time subsequent to the respective dates thereof or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since the date hereof or, if later, the date upon which the Registration Document as supplemented by this Supplement has been most recently amended or supplemented. Investors will need to make their own investigations and financial calculations on the basis of, amongst others, the financial information incorporated by reference herein in order to make an informed assessment of the future assets and liabilities, financial position, profit and losses and prospects of the Issuer and when deciding whether or not to purchase any financial instruments issued by the Issuer. The Issuer has no obligation to update the Registration Document as supplemented by this Supplement, except when required by and in accordance with the Prospectus Directive.

The Registration Document and this Supplement do not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of the Registration Document and this Supplement and the offer or sale of securities may be restricted by law in certain jurisdictions. The Issuer does not represent that the Registration Document or this Supplement may be lawfully distributed, or that any securities may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer which would permit a public offering of any securities or distribution of the Registration Document or this Supplement in any jurisdiction where action for that purpose is required. Accordingly, no securities may be offered or sold, directly or indirectly, and neither the Registration Document, this Supplement nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession the Registration Document, this Supplement or any securities of the Issuer may come must inform themselves about, and observe, any such restrictions on the distribution of the Registration Document and this Supplement and the offering and sale of such securities.

Any securities to be issued by the Issuer in connection with this Registration Document have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") any securities regulatory authority of any state or other jurisdiction of the United States. Accordingly, any such securities may not be offered, sold or delivered within the United States of America ("**US**") or to or for the account or benefit of US persons.

So long as the Registration Document and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Registration Document, together with the other documents listed in Section *3. Documents Incorporated by Reference* of the Registration Document will be available free of charge during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the Issuer (at its registered office at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands, by telephone +31 20 6282282 or by e-mail: investorrelations@nl.abnamro.com).

AMENDMENTS OR ADDITIONS TO THE REGISTRATION DOCUMENT

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Registration Document shall be supplemented in the manner described below (references to page numbers are to the pages of the registration document dated 28 May 2015):

1. In the Section *Risk Factors* the risk factor "*Conditions in the global financial markets and economy may materially adversely affect the Issuer's business financial position, results of operations and prospects*", on page 3, shall in its entirety be replaced with the following risk factor:

   "1. Conditions in the global financial markets and economy may materially adversely affect the Issuer's business financial position, results of operations and prospects.

   The outlook for the global economy over the near to medium term remains challenging. Results of operations in the past have been, and in the future may continue to be, materially affected by many factors of a global nature, including political, economic and market conditions; changes in consumer spending; investment and saving habits; monetary and interest rate policies of the European Central Bank ("**ECB**") and G7 central banks; the availability and cost of capital; the liquidity of global markets; the level and volatility of equity prices, commodity prices and interest rates; currency values and other market indices; technological changes and events; the availability and cost of credit; inflation or deflation; the stability and solvency of states, financial institutions and other companies; investor sentiment and confidence in the financial markets; or a combination of these or other factors. The business operations of the Issuer, its third party service providers and clients are also vulnerable to epidemics, weather or other forms of natural disasters, and other disasters caused by people which are wholly or partially beyond its control such as acts of terrorism, fire, acts of war, civil unrest and heightened geopolitical tension. These factors have resulted, or may in the future result in, a reduced demand for financial products and services, a deterioration in asset quality of the Issuer and increases in loan impairment charges. Moreover, a market downturn or a worsening of the Dutch, European or global economies may negatively impact the value of the Issuer's assets, the ability of its clients to meet financial obligations and could cause the Issuer's loan impairment charges to rise, reduce the Issuer's fee and commission income or cause the Issuer to incur further mark-to-market losses which could have a material adverse effect on the Issuer's business, financial position and results of operation.

   A revival of financial market tensions related to Eurozone sovereign debt concerns may lead to renewed stress in sovereign and bank funding markets. Dutch GDP growth lagged behind average Eurozone growth and showed declines through 2012 and 2013, limited growth in 2014, and an acceleration of more than two per cent year-on-year in the first half of 2015. Market conditions remain vulnerable and risks remain. Deterioration or long term persistence of the difficult economic environment, including as a result of an increase in unemployment rates and/or decreases in house prices threaten the quality of the Issuer's loan portfolio, in particular for retail clients. There is also a possibility that the Issuer may have insufficient access to, or incur higher costs associated with, funding alternatives, which could have a material adverse effect on the Issuer's business, financial position, results of operations and prospects. In addition, economic conditions remain challenging. The economy remains particularly vulnerable to a renewed rise in financial market tensions or new economic shocks, which could lead to a more severe economic downturn.

Any of the above factors may materially adversely affect the Issuer's business, financial position, results of operations and prospects."

2. In the Section *Risk Factors* the risk factor "*Volatility in, and the position of, financial markets, liquidity disruptions or market dislocations can adversely affect the Issuer's banking and funding activities*", on page 3, shall in its entirety be replaced with the following risk factor:

"2. Volatility in, and the position of, financial markets, liquidity disruptions or market dislocations can adversely affect the Issuer's banking and funding activities.

The securities and other financial markets can experience sustained periods of high volatility, unpredictable market movements, severe market dislocations and illiquidity or other liquidity disruptions. These market conditions can cause a reduction in the value of assets or collateral held by the Issuer, a decline in the profitability of certain assets, an increase in unrealized losses in the Issuer's various (asset) portfolios, a reduction in unrealized gains in the Issuer's various (asset) portfolios, volatility in the composition of the Issuer's balance sheet or in the demand for some of the Issuer's banking services and products and may impede the Issuer's timely or cost-efficient access to funding on the capital markets. In addition, financial markets are susceptible to severe events evidenced by rapid depreciation in asset values accompanied by a reduction in asset liquidity. Moreover, under these conditions market participants are particularly exposed to trading strategies employed by many market participants simultaneously and on a large scale, which may further exacerbate such rapid decreases in asset values, collateral or liquidity disruptions.

Since the start of the financial crisis in 2007, both the debt and the equity securities markets have been very volatile. Under these extreme conditions, funding transactions, as well as hedging and other risk management strategies may not be as effective at mitigating trading risks as they would be under more normal market conditions. The Issuer uses common financial derivative measures, balance sheet steering and interest rate management as part of its risk management strategy and it may not be able to manage its exposures adequately through the use of such strategies as a result of modeling, sensitivity analysis or other risk assessment method failures or as a result of appropriate derivative products not being available.

Market conditions, and periods of high volatility can occur not only as a result of purely economic factors, but also as a result of war, acts of terrorism, natural disasters or other similar events outside the Issuer's control, please also see risk factor "1. Conditions in the global financial markets and economy may materially adversely affect the Issuer's business financial position, results of operations and prospects". There is no assurance that market volatility will not result in a prolonged market decline, or such market declines for other reasons will not occur in the future.

Severe market events have historically been difficult to predict, and could lead to the Issuer realizing significant losses if extreme market events were to persist for an extended period of time. Therefore market volatility, liquidity disruptions, or dislocations could have a material adverse effect on the Issuer's business, financial position and results of operations."

3. In the Section *Risk Factors* the risk factor "*The regulatory environment to which the Issuer is subject gives rise to significant legal and financial compliance costs and management time, and non-compliance could result in monetary and reputational damages, all of which could have an adverse effect on the Issuer's business, financial position and results of operations*", on page 5, shall in its entirety be replaced with the following risk factor:

"6. The regulatory environment to which the Issuer is subject gives rise to significant legal and financial compliance costs and management time, and non-compliance could result in monetary and reputational damages, all of which could have an adverse effect on the Issuer's business, financial position and results of operations

The Issuer conducts its business in an environment that is highly regulated by financial services laws and regulations, corporate governance and administrative requirements and policies, in most or all of the locations in which it operates or enters into transactions with clients or other parties. In various jurisdictions in which the Issuer operates supervisory authorities may impose additional restrictions and conditions on the Issuer, including but not limited to capital, liquidity, corporate governance requirements and behavioural requirements. Interpretation of requirements by supervisory authorities and courts may change over time. For further information on legal and regulatory laws and regulation the Issuer is subject to, see chapter "*The Issuer—1. ABN AMRO Bank N.V. —1.7 Regulation*".

When expanding its business to other jurisdictions or offering new products in jurisdictions the Issuer is already active in, the Issuer may become subject to other and additional legislation and regulatory requirements. The local businesses will not only need to comply with the local laws and regulations, but also with certain laws and regulations with worldwide application, including certain European legislation and the U.S. Foreign Account Tax Compliance ("**FATCA**") regime (see for a description of FATCA the risk factor "*7. The financial services industry is subject to intensive regulation. Major changes in laws and regulations as well as enforcement action could adversely affect the Issuer's business, financial position, results of operations and prospects*" and "*The Issuer—1. ABN AMRO Bank N.V. —1.7 Regulation*"). The above requires the businesses to liaise in a timely manner with the Issuer's central legal and compliance departments.

The financial services industry continues to be the focus of significant regulatory scrutiny in many of the countries in which the Issuer operates. This has led to a more intensive approach to supervision and oversight, increased expectations, enhanced requirements and enforcement, and an increasing frequency and amount of data requests and visits from competent supervisory authorities. For example, as a result of compliance irregularities in ABN AMRO's Private Banking operations in Dubai, the Issuer has launched its "Accelerate Compliance" programme (see paragraph "*Dubai branch irregularities*" in section 1.8 (*Legal and arbitration proceedings*)) aiming to, *inter alia*, further distance the Issuer's internal compliance function from the commercial operations of the Issuer. The industry and the Issuer also continue to witness increasing complaints and are faced with many questions about margins, fees, the charging on of costs and the application of penalties. Implementing and monitoring compliance with applicable requirements means that the Issuer must continue to have a large staff dedicated to these activities and to spend monetary and management resources and to create sufficient awareness with the business staff of the products and services the Issuer offers and the rules applicable to them. Furthermore, the Issuer will also need to continue monitoring compliance of products and services that the Issuer no longer offers, which may be more complex than for products and services that are currently offered. If the Issuer is unable to commit sufficient resources for regulatory compliance, this could lead to delays and errors, and may force it to choose between prioritising compliance matters over administrative support for business activities, or may ultimately force the Issuer to cease the offering of certain products or services.

Any delays or errors in implementing regulatory compliance could lead to substantial monetary damages and fines, loss of significant assets, public reprimands, a negative effect on the Issuer's reputation, regulatory measures in the form of cease and desists orders, fines, increased regulatory compliance requirements or other potential regulatory restrictions on the Issuer's business, enforced suspension of operations and in extreme cases, withdrawal of licences or authorisations to operate particular businesses, or criminal prosecution in certain circumstances. In addition to non-compliance by the Issuer itself, the Issuer has in the past suffered and may in the future suffer negative consequences of non-compliance by its clients that have direct access to its systems. The Issuer may also suffer negative consequences of clients operating businesses or schemes in violation of applicable rules and regulations whose activities the Issuer could be held to monitor and, where applicable, to denounce or to interrupt. The Issuer may be required to make greater expenditures and devote additional resources and management time to addressing these liabilities and requirements, which could have an adverse effect on the Issuer's business, financial position and results of operations.

The Dutch Central Bank (*De Nederlandsche Bank N.V.*, "**DNB**"), for instance, has a legal mandate to exercise integrity supervision. DNB expects banks to have a solid systematic integrity risk analysis in place and to translate results of this analysis into actual integrity policies and control measures. Banks are in general required to devote attention to inherent integrity risks such as money laundering, financing of terrorism, sanctions, corruption, conflicts of interest, fraud and tax risks. By adequately and periodically analysing and discussing these integrity risks at board and senior management level, banks should be able to formulate dedicated integrity policies and implement appropriate measures and procedures to manage these risks. In its Supervisory Strategy 2014-2018 document, DNB defined integrity supervision as one of its supervisory focal points. In 2015, DNB has examined the systematic integrity risk analyses performed by financial institutions. Based on its examination, DNB has assessed the systematic integrity risk analyses of 80% of the financial institutions examined as insufficient. The Issuer also falls within this category.

As result of the introduction of the Single Supervisory Mechanism ("**SSM**") on 4 November 2014, the European Central Bank ("**ECB**") has become the primary prudential supervisory authority of the Issuer. For certain matters the Issuer will remain subject to supervision by local supervisory authorities such as DNB and the Netherlands Authority for the Financial Markets in The Netherlands (*Stichting Autoriteit Financiële Markten*, "**AFM**"). The transition of prudential supervision from DNB to ECB may for the years to come have a significant impact on supervision of the Issuer. It cannot be excluded that the ECB, as the new prudential supervisory authority, will collect and adopt best practices in the Eurozone, which may impact and change local practices as they currently exist. This may result in a change in the interpretation of regulations. As the relationship between the Issuer and the ECB will likely be different from the Issuer's relationship with DNB, the Issuer may be forced to significantly invest in resources to familiarise the new supervisory authority with the Issuer's business and financial position and to adapt to the new supervisory approach.

The Issuer believes that oversight and scrutiny by supervisory authorities have increased significantly in recent years. This has in general led to more regulatory investigations and enforcement actions as well as an increase in the amount of fines. The last few years have seen a steep escalation in the severity of the terms which competent supervisory authorities and law enforcement authorities have required to settle legal and regulatory proceedings against financial institutions, with settlements including unprecedented monetary penalties as well as criminal sanctions. Fines and settlement amounts paid by financial institutions in the recent past have been particularly high in the United States where the Issuer also has operations. If this trend were to continue or to occur in jurisdictions in which the Issuer operates its business, the negative effect to the Issuer of non-compliance could be more pronounced in the future than a similar event of non-compliance would have had in the past. Non-compliance with applicable regulation may also lead to civil liability towards affected clients and, increasingly, third parties.

The regulatory environment to which the Issuer is subject gives rise to significant legal and financial compliance costs and management time, which could have an adverse effect on the Issuer's business, financial position and results of operations."

4. In the Section *Risk Factors* the risk factor "*The financial services industry is subject to intensive regulation. Major changes in laws and regulations as well as enforcement action could adversely affect the Issuer's business, financial position, results of operations and prospects*", on page 7, shall in its entirety be replaced with the following risk factor:

"7. The financial services industry is subject to intensive regulation. Major changes in laws and regulations as well as enforcement action could adversely affect the Issuer's business, financial position, results of operations and prospects.

Since 2009, as many emergency government programs slowed or wound down, global regulatory and legislative focus has generally moved to a next phase of broader reform and a restructuring of financial regulation. Legislators and supervisory authorities, predominantly in Europe and in the United States but also elsewhere, are currently introducing and implementing a wide range of proposals that could result in major changes to the way the Issuer's global operations are regulated and could have adverse consequences for its business, business model, financial position, results of operations, reputation and prospects. These changes could materially impact the profitability of the Issuer's businesses, the value of its assets or the collateral available for its loans, require changes to business practices or force the Issuer to discontinue businesses and expose the Issuer to additional costs, taxes, liabilities, enforcement actions and reputational risk and are likely to have a material impact on the Issuer. Recent and ongoing prudential, conduct of business and more general regulatory initiatives include:

- New regulatory capital requirements proposed by the Basel Committee on Banking Supervision (the "**Basel Committee**"), including its proposals set out in its paper released on 16 December 2010 (revised in June 2011) and press release of 13 January 2011 (the "Basel III Final Recommendations"), which are being implemented in the European Union through the Capital Requirements Directive (2013/36/EU) known as "**CRD IV**" and Capital Requirements Regulation ((EU) No 575/2013) known as "**CRR**", resulting, inter alia, in the Issuer becoming subject to stricter capital and liquidity requirements and will also affect the scope, coverage, or calculation of capital. See also the risk factor "*8. As a result of capital and/or liquidity requirements, the Issuer may not be able to manage its capital and liquidity effectively, which may adversely affect its business performance*" below.

In addition, at the end of 2014, the Basel Committee published for public consultation revisions to the standardised approaches for credit, operational and market risk, and the introduction of capital floors based on standardised approaches. Of these proposals, the introduction of the standardised credit risk RWA (REA) floor would have the most significant impact on the Issuer. The proposals for the new standardised credit risk RWA (REA) calculation rules include (i) introduction of new risk drivers; (ii) introduction of higher risk weights; and (iii) removal of external ratings from the framework. In addition, the revisions are likely to require that banks which apply advanced approaches to risk categories, apply the higher of (i) the RWA (REA) floor based on (new) standardised approaches and (ii) the RWA (REA) floor based on advanced approaches in the denominator of their ratios. The consultations are now closed. Although timing for adoption, content and impact of these proposals remain subject to considerable uncertainty, the implementation of the standardised RWA (REA) floors would have a significant impact on the calculation of the Group's risk weighted assets due to the substantial difference in RWA (REA) calculated on the basis of advanced approaches and such calculation on the basis of new standardised rules for mortgages, and, to a lesser extent, exposures to corporates.

- The Deposit Guarantee Schemes Directive (2014/49/EU) ("**DGSD**") being transposed into national law in July 2015, which will require the funding of the current Deposit Guarantee Scheme ("**DGS**") to be changed from an ex-post funded system to a partially ex-ante funded system.

- The European regulation establishing uniform rules and a uniform procedure for the resolution of banks and certain investment firms in the framework of the Single Resolution Mechanism (Regulation 806/2014) (the "**SRM**"), which was published in the Official Journal of the European Union on 30 July 2014 and entered into force on 19 August 2014, providing for a single resolution framework, a single resolution board ("**Resolution Board**") and a single resolution fund ("**Resolution Fund**").

- The European Market Infrastructure Regulation ("**EMIR**") having introduced new obligations relevant for the Issuer, which are (i) central clearing for certain classes of OTC derivatives, (ii) the application of risk mitigation techniques for non-centrally cleared OTC derivatives and (iii) reporting of both exchange traded and OTC derivative transactions..

- The revised EU Directive on Markets in Financial Instruments ("**MiFID**") and the accompanying regulation "**MiFIR**" (together "**MiFID II**"), which replaces, extends and improves existing European rules on markets in financial instruments, giving more extensive powers to supervisory authorities, increasing market infrastructure and reporting requirements, more robust investor protection, increasing both equity and non-equity market transparency, introducing a harmonised position-limits regime for commodity derivatives and introducing the possibility to impose higher fines in case of infringement of its requirements.

- A regulation on key information documents for packaged retail and insurance-based investment products (Regulation 1286/2014) ("**PRIIPS**") requiring a key information document ("**KID**") to be provided when offering PRIIPS to certain clients.

- The Mortgage Credit Directive 2014/17/EU on credit agreements for consumers relating to residential immovable property adopted on 4 February 2014 (the "**Mortgage Credit Directive**") aiming to afford high level consumer protection throughout the EEA.

- A proposed new payment services directive ("**PSD II**") which may impose additional requirements on the Issuer with respect to payment services in the EEA and support the emergence of new players and the development of innovative mobile and internet payments in Europe.

- In the United States, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**"), enacted in July 2010, covering a broad range of regulations and requirements for financial services including a new framework of regulations and requirements for OTC derivative transactions, markets and participants.

- A banking tax introduced by the Dutch government for all entities that are authorised to conduct banking activities in The Netherlands.

- A proposed directive for a common Financial Transaction Tax ("**FTT**") to be implemented in 11 participating Member States, being Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovakia, Slovenia and Spain, which would together constitute the FTT-zone.

- Based on sections 1471-1474 of the United States Internal Revenue Code of 1986 and Treasury Regulations thereunder, a 30% withholding tax may be imposed on U.S. source payments to a non-U.S. (foreign) financial institution (FATCA).

- Various international and EU initiatives on automatic exchange of information (such as the OECD Common Reporting Standard, EU Savings Directive, amended EU Directive on Administrative Cooperation), which, when implemented, may have considerable impact on client on-boarding and administrative processes of the Issuer.

- A proposal adopted by the European Commission on 29 January 2014 for a regulation which would give banks' supervisors the power to require banks to separate certain potentially risky trading activities from their deposit-taking business if the pursuit of such activities compromises financial stability, accompanied by a proposal for a regulation on reporting and transparency of securities financing transactions.

- Legislation introduced by the Dutch government banning referral fees relating to specific complex financial products and services, such as mortgages, life insurance and pension insurance, reducing fee and commission income.

- Restrictions applicable to the Dutch principal residence mortgage loan market for individuals, including a reduction in the maximum loan amount for government-guaranteed mortgage loans (*Nationale Hypotheekgarantie*, "**NHG**"), a reduction of the maximum permissible amount of a mortgage loan relative to the value of the property and a reduction on tax deductibility of new mortgages loans, expected to put further downward pressure on the total outstanding volume of mortgages in The Netherlands which could decrease the size of the Issuer's mortgage portfolio and to have an effect on the house prices and the rate of economic recovery which may result in an increase of defaults, prepayments and repayments.

The mortgage lending rules and the restrictions to mortgage interest relief, applicable to the principal residence mortgage market, may have a particular impact on the Issuer's principal residence mortgage business. These measures might have a negative impact on the sale of the Issuer's principal residence mortgage products and therefore on the aggregate loan portfolio of the Issuer, on the interest margins that it is able to earn on new and existing principal residence mortgages, as well as on the ability of its clients to pay amounts due in time and in full. See also the risk factor "*12. The*

Issuer's operations and assets are located primarily in The Netherlands. Deterioration or long-term persistence of a difficult economic environment could have a negative effect on the Issuer's results of operations and financial position" below.

The tax regime applicable to the Issuer is to an extent based on the Issuer's interpretations of such laws and regulations. The Issuer cannot guarantee that such interpretations will not be questioned by the relevant authorities. There has in recent years been an increased interest by governments, political parties, the media and the public in the tax affairs of companies. This increased interest may also apply to the Issuer's tax policy or the tax affairs of the Issuer's clients. In addition, changes as to what is perceived by governments or by the public to be appropriate, ethical or sustainable behaviour in relation to tax may lead to a situation where the Issuer's tax policy is in line with all applicable tax laws, rules and regulations, but nevertheless comes under public scrutiny. These two developments could lead to reputational damage and damage to the Issuer's brand.

For further information on laws and regulation the Issuer is subject to, see chapter "*5. The Issuer—1. ABN AMRO Bank N.V. —1.7 Regulation*". The timing and full impact of new laws and regulations, including the initiatives described above, cannot be determined yet and are beyond the Issuer's control. The introduction of these and other new rules and requirements could significantly impact the manner in which the Issuer operates, particularly in situations where regulatory legislation can interfere with or even set aside national private law. New requirements may adversely affect the Issuer's business, capital and risk management strategies and may result in the Issuer deciding to modify its legal entity structure, capital and funding structures and business mix or exit certain business activities altogether or determine not to expand in certain business areas despite their otherwise attractive potential.

The large number of legislative initiatives requires constant attention from the Issuer's senior management and consume significant levels of resources to identify and analyse the implications of these initiatives. The Issuer may have to adapt its strategy, operations and businesses, including policies, procedures and documentation, to comply with these new legal requirements. Especially in view of the volume of existing initiatives, it cannot be excluded that certain new requirements will not be implemented in a timely fashion or implemented without errors or in a manner satisfactory to the applicable regulatory authority, resulting in non-compliance and possible associated negative consequences. Additionally, the Issuer may be forced to cease to serve certain types of clients or offer certain services or products as a result of new requirements. Any of the other above factors, events or developments may materially adversely affect the Issuer's businesses, financial position and results of operations and prospects."

5. In the Section *Risk Factors* the risk factor "*As a result of capital and/or liquidity requirements, the Issuer may not be able to manage its capital and liquidity effectively, which may adversely affect its business performance*", on page 9, shall in its entirety be replaced with the following risk factor:

"8. As a result of capital and/or liquidity requirements, the Issuer may not be able to manage its capital and liquidity effectively, which may adversely affect its business performance.

Effective management of the Issuer's capital and/or liquidity is critical to its ability to operate its businesses, to grow organically and to pursue its strategy. The Issuer is required by regulators in The Netherlands, the ECB or regulators in other jurisdictions in which it undertakes regulated activities, to maintain adequate capital resources and liquidity, as such regulator may deem appropriate. The maintenance of adequate capital and liquidity is also necessary for the Issuer's financial flexibility in the face of continuing turbulence and uncertainty in the global economy.

The Basel Committee has proposed a number of reforms to the regulatory capital and the liquidity framework for internationally active banks, the principal elements of which are set out in the Basel III Final Recommendations. Most notably these reforms are intended to increase the quality and quantity of capital, to build up additional capital buffers in good times that can be drawn upon in periods of stress, to impose (temporary) systemic risk buffers, strengthen the risk coverage of the capital framework in relation to derivative positions, and to introduce a new liquidity framework under which banks must gradually meet a liquidity coverage ratio and report on their net stable funding, and to introduce reporting requirements on leverage ratio. In the future, reporting requirement on stable funding and leverage ratio might be replaced or complemented by a requirement for banks to use stable sources of funding and meet a minimum leverage ratio. The envisaged required minimum percentage is unknown but likely to be set at 3%. The Dutch government aims for a higher percentage of 4% for institutions that have systemic relevance, and is lobbying for this higher percentage within the European Union. If the Issuer would become subject to a minimum leverage ratio of 4%, or more, the Issuer may be required to raise additional regulatory capital to meet the required leverage ratio. See "Annual Report 2014 - Risk & Capital Report", which has been incorporated by reference into this Registration Document, for information on the Issuer's capital and liquidity position under Basel III rules known as at 31 December 2014. The Basel III framework was implemented in the EEA through CRD IV and CRR. CRD IV replaced the preceding capital requirements directives (directives with numbers 2006/48/EC and 2006/49/EC ("**CRD I**"), amendment directive with number 2009/111/EC ("**CRD II**") and amendment directive with number 2010/76/EC ("**CRD III**")) and was transposed into Dutch law by the "Implementing law CRD IV and CRR *(Implementatiewet richtlijn en verordening kapitaalvereisten*)" and entered into force on 1 August 2014. CRR applies from 1 January 2014. There can be no assurance, however, that the Basel Committee will not amend or supplement the Basel III framework. Further, the Basel III framework may be implemented in a manner that is different from that which is currently envisaged or may impose more onerous requirements on the Issuer.

The Basel Committee is conducting further work on systemically important financial institutions and contingent capital in close coordination with the Financial Stability Board. The Basel Committee has stated that measures may include capital surcharges, contingent capital and bail-in debt (which could be introduced by statute, possibly impacting existing as well as future issues of debt and exposing them to the risk of conversion into equity and/or write-down of principal amount). Such measures would be in addition to proposals for the write-off of Tier 1 and Tier 2 debt (and its possible conversion into ordinary shares) if a bank becomes non-viable. The Issuer has been designated by DNB as a financial institution with systemic relevance for The Netherlands. As a result, the Issuer will need to progressively build up extra capital buffers. These buffers will become applicable in phases in the period from 2016 to and including 2019. The Issuer will be required to maintain this buffer on top of the minimum CET1 capital ratio of 4.5% it is required to meet, as well as a capital conservation buffer of 2.5%, and a counter-cyclical buffer ranging from 0-2.5%. When the Issuer is subject to a systemic relevance buffer and a systemic risk buffer, either (i) the higher of these buffers applies or (ii) these buffers are cumulative, depending on the location of the exposures which the systemic buffer addresses. As at the date hereof, the combined buffer requirement is set at 5.5% of CET1 capital above the minimum regulatory CET 1 Requirement of 4.5% (or 10% in aggregate) on a full phase-in basis. However, in the future the Issuer may need to comply with a higher combined buffer requirement. For example, the relevant regulator may impose a higher systemic risk buffer or introduce a countercyclical capital buffer.

In addition, under CRD IV competent supervisory authorities as a result of the common procedures and methodologies for the supervisory review and evaluation process ("**SREP**") may require additional capital to be maintained by a bank relating to elements of risks which are not fully covered by the pillar 1 minimum own funds requirements described above or which address macro-prudential requirements. The EBA issued guidelines on 19 December 2014 addressed to national supervisory authorities on the SREP which among other guidelines contain guidelines proposing a common approach to determine the amount and composition of additional capital requirements and which are to be applied by the competent supervisory authorities by 1 January 2016 (subject to certain transitional arrangements). Accordingly, a bank can be subject to (i) pillar 1 minimum own funds requirements (as referred to above), (ii) a combined buffer requirement (as referred to above) and (iii) additional capital requirements as a result of the SREP.

The Issuer is conservatively provisioned as confirmed by the outcome of the ECB's AQR with a minor impact of 12 basis points on its CET1 capital ratio.

The Issuer's capital position is strong with capital ratios well above the regulatory minimum requirements. Based on the current understanding of the applicable and pending regulations regarding leverage ratio, the Issuer aims for a leverage ratio equal or above 4% by 2018, which it aims to achieve through management of its exposure measure, the issuance of AT1 instruments and retained earnings. The Issuer is monitoring upcoming regulatory requirements in relation to MREL and TLAC and aims for equal or above 8% MREL by 2018 and pre-position for TLAC. At 30 June 2015, ABN AMRO had fully-loaded leverage ratio of 3.1%, approximately 22% risk-weighted TLAC and 6.2% MREL (solely based on equity and loss absorbing instruments). The strong funding and liquidity profile is demonstrated by a growing client deposit base with low outflows, a diversified wholesale funding maturity profile and a commitment to comply with future regulatory liquidity requirements (liquidity coverage ratio and net stable funding ratio) before they will be in force. Future regulatory developments will have an impact on the Issuer's capital position.

The changes to capital adequacy and liquidity requirements in the jurisdictions in which it operates described above or any future changes may also require the Issuer to raise additional regulatory capital or hold additional liquidity buffers, for example because of different interpretations of or methods for calculating risk exposure amount, or because the Issuer does not comply with ratios and levels, or instruments and collateral requirements that currently qualify as capital or capital risk mitigating techniques no longer do so in the future. If the Issuer is unable to raise the requisite regulatory capital, it may be required to further reduce the amount of its risk exposure amount or business levels, restrict certain activities or engage in the disposition of core and other non-core businesses, which may not occur on a timely basis or at prices which would otherwise be attractive to the Issuer. In addition, if the Issuer is not able to meet the applicable combined buffer requirements, this could have an adverse effect on the market's trust in respect of the long term viability of the Issuer, which could, for example, result in liquidity outflows that could ultimately have an adverse effect on the going concern viability of the Issuer.

As a result of stricter liquidity requirements or higher liquidity buffers, the Issuer may be required to optimise its funding composition which may result in higher funding costs for the Issuer, and in having to maintain buffers of liquid assets which may result in lower returns than less liquid assets. Furthermore, if the Issuer is unable to adequately manage its liquidity position, this may prevent it from meeting its short-term financial obligations. In addition, if a net stable funding requirement or leverage coverage ratio is implemented in the future, the Issuer might be required to attract additional stable sources of funding, which may result in higher funding costs for the Issuer.

The variety of capital and liquidity requirements of supervisory authorities in different jurisdictions may prevent the Issuer from managing its capital and liquidity positions in a centralised manner, which may impact the efficiency of its capital and liquidity management. Also, if internal processes are not sufficiently robust, this may result in higher than strictly necessary required capital and liquidity levels and increased costs.

As the SSM was introduced on 4 November 2014 and the ECB has become the single supervisor for the prudential supervision of credit institutions in participating Member States that qualify as "significant credit institutions", including the Issuer, the ECB is responsible for, among other things, market access and will supervise capital requirements, liquidity requirements as provided for by CRD IV and CRR and governance. As a result, the Issuer may be subject to different interpretations or methods for calculating risk exposure amount and capital instruments, may be subject to higher capital add on requirements, or may be required to hold additional liquidity buffers.

The above changes and any other changes that limit the Issuer's ability to manage effectively its balance sheet, liquidity position and capital resources going forward (including, for example, reductions in profits and retained earnings as a result of write-downs or otherwise, increases in risk exposure amount, delays in the disposal of certain assets or the inability to syndicate loans as a result of market conditions or otherwise) or to access funding sources, could have a material adverse impact on its financial position, regulatory capital position and liquidity provision."

6. In the Section *Risk Factors* the risk factor "*Proposals for resolution regimes may lead to fewer assets of the Issuer being available to investors for recourse for their claims, and may lead to lower credit ratings and possibly higher cost of funding*", on page 11, shall in its entirety be replaced with the following risk factor:

"9. Proposals for resolution regimes may lead to fewer assets of the Issuer being available to investors for recourse for their claims, and may lead to lower credit ratings and possibly higher cost of funding.

Dutch Intervention Act

The Dutch government has adopted banking legislation dealing with ailing banks (Special Measures Financial Institutions Act, *Wet bijzondere maatregelen financiële ondernemingen*, the "**Dutch Intervention Act**"). Pursuant to the Dutch Intervention Act, substantial new powers are granted to DNB and the Dutch Minister of Finance enabling them to deal with, inter alia, ailing Dutch banks prior to insolvency. The Dutch Intervention Act empowers DNB or the Minister of Finance, as applicable, to commence proceedings leading, inter alia, to:

a. transfer of all or part of the business (including deposits) of the relevant bank to a private sector purchaser;

b. transfer of all or part of the business of the relevant bank to a "bridge bank"; and

c. public ownership (nationalisation) of the relevant bank and expropriation of debt securities.

Subject to certain exceptions, as soon as any of these proposed proceedings have been initiated by DNB or the Minister of Finance, as applicable, the relevant counterparties of such bank would not be entitled to invoke events of default or set off their claims against the bank. The Dutch Intervention Act may lead to additional measures. For example, in connection with the nationalisation of SNS Reaal N.V. pursuant to the Dutch Intervention Act, a one-off resolution levy for all banks was proposed by the Minister of Finance.

The national framework for intervention by DNB is likely to be amended by the law implementing the resolution framework set out in the BRRD (as defined below). However, the powers granted to the Dutch Minister of Finance under the Dutch Intervention Act are likely to remain. The Dutch Minister of Finance may, take measures or expropriate assets or securities issued by or with the consent of a financial firm (*financiële onderneming*) or its parent, in each case if it has its corporate seat in The Netherlands, if in the Minister of Finance's opinion the stability of the financial system is in serious and immediate danger as a result of the situation in which the firm finds itself.

On 12 June 2014, a directive providing for the establishment of a European-wide framework for the recovery and resolution of credit institutions and investment firms (2014/59/EU, "**BRRD**") was published in the Official Journal of the European Union. The BRRD is currently in force and EU Member States were required to adopt and publish the laws, regulations and administrative provisions necessary to comply with the BRRD by 31 December 2014. The majority of the measures set out in the BRRD should have been implemented in national law with effect from 1 January 2015, with the bail-in power for other eligible liabilities to apply from 1 January 2016, at the latest. At the date of this Registration Document the implementation of the BRRD into Dutch law has not yet been completed. It is expected that a draft legislative proposal will be presented to the Dutch Parliament during the course of 2015.

The BRRD sets out a common European recovery and resolution framework which is composed of three pillars: preparation (by requiring banks to draw up recovery plans and resolution authorities to draw up resolution plans), early intervention powers and resolution powers. The measures of this directive apply since 1 January 2015 with the exception of the bail-in resolution tool which may be applied as from 1 January 2016 at the latest. The stated aim of BRRD is, similar to the Dutch Intervention Act, to provide relevant authorities with common tools and powers to address banking crises pre-emptively in order to safeguard financial stability and minimize taxpayers' exposure to losses.

Recovery and resolution plans

As required by the BRRD, the Issuer is required to draw up and maintain a recovery plan. This plan must provide for a wide range of measures that could be taken by the Issuer for restoring its financial position in case it significantly deteriorated. The Issuer must submit the plan to the competent resolution authority for review and update the plan annually or after changes in the legal or organisational structure, business or financial situation that could have a material effect on the recovery plan. Keeping the recovery plan up to date will require monetary and management resources.

The resolution authorities responsible for a resolution in relation to the Issuer will draw up the Issuer's resolution plan providing for resolution actions it may take if the Issuer would fail or would be likely to fail. In drawing up the Issuer's resolution plan, the resolution authorities will identify any material impediments to the Issuer's resolvability. Where necessary, the resolution authorities may require the Issuer to remove such impediments. This may lead to mandatory legal restructuring of the Issuer, which could lead to high transaction costs, or could make the Issuer's business operations or its funding mix to become less optimally composed or more expensive. The Resolution Board (as defined below) may also require the Issuer to issue additional liabilities at various levels within the Issuer or concentrated at the level of ABN AMRO Group N.V. This may result in higher capital and funding costs for the Issuer, and as a result adversely affect the Issuer's profits and its ability to pay dividends.

Early intervention

If the Issuer does not comply with or, due to a rapidly deteriorating financial position, would be likely not to comply with capital or liquidity requirements in the near future, the supervisory authorities will have the power to impose early intervention measures. A rapidly deteriorating financial position could, for example, occur in the case of a deterioration of the Issuer's liquidity situation, increasing level of leverage and non-performing loans. Intervention measures include the power to require changes to the legal or operational structure of the Issuer, the power to make changes to the Issuer's business strategy, and the power to require the Issuer's managing board to convene a general meeting of shareholders, set the agenda and require certain decisions to be considered for adoption by the general meeting.

Resolution measures

If the Issuer were to reach a point of non-viability, the resolution authority could take pre-resolution measures. These measures include the write down and cancelation of shares, and the conversion of capital instruments into shares. A write down or conversion of capital instruments into shares could adversely affect the rights and effective remedies of holders of Notes and the market value of their Notes could be negatively affected.

BRRD provides resolution authorities with broader powers to implement resolution measures with respect to banks which reach non-viability, which may include (without limitation) the sale of the bank's business, the separation of assets, the replacement or substitution of the bank as obligor in respect of debt instruments, modifications to the terms of debt instruments and discontinuing the listing and admission to trading of financial instruments. BRRD contemplates that such measures apply since 1 January 2015, except for certain provisions which may affect the Notes as described below.

When applying the resolution tools and exercising the resolution powers, including the preparation and implementation thereof, the resolution authorities are not subject to (i) requirements to obtain approval or consent from any person either public or private, including but not limited to the holders of shares or debt instruments, or from any other creditors, and (ii) procedural requirements to notify any person including any requirement to publish any notice or prospectus or to file or register any document with any other authority, that would otherwise apply by virtue of applicable law, contract, or otherwise. In particular, the resolution authorities can exercise their powers irrespective of any restriction on, or requirement for consent for, transfer of the financial instruments, rights, assets or liabilities in question that might otherwise apply.

Single Resolution Mechanism

The BRRD is complemented by the directly binding regulation (EU) No 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010 (the "**SRM**"). The primary scope of the SRM is the euro area and SRM will, once applicable, be applied to the Issuer as a primary recovery and resolution code instead of the Dutch implementation measures relating to the BRRD. The SRM establishes a single European resolution board (the "**Resolution Board**") having resolution powers over the institutions that are subject to the SRM, thus replacing or exceeding the powers of the national authorities. The Resolution Board will draw up and adopt a resolution plan for the entities subject to its powers, including the Issuer. It will also determine, after consultation with competent authorities, a minimum requirement for own funds and eligible liabilities subject to write-down and conversion powers which the Issuer will be required to meet at all times. The Resolution Board will also use the powers of early intervention as set forth in the SRM, including the power to require an institution to contact potential purchasers in order to prepare for resolution of institution. The Resolution Board will have the authority to exercise the specific resolution powers pursuant to the SRM similar to those of the national authorities under the BRRD. The resolution tools available for the Resolution Board include the sale of business tool, the bridge institution tool, the asset separation tool and the bail-in tool as further specified in the SRM. The use of one or more of these tools will be included in a resolution plan to be adopted by the Resolution Board.

Pursuant to the SRM, the bail-in tool may be applied to recapitalise an institution to restore its ability to comply with the licensing conditions and to sustain market confidence in the institution or to convert claims or debts to equity or reduce their principal amount. The bail-in tool covers bonds and notes issued by the institution subject to resolution measures, but certain defined instruments are excluded from the scope, such as covered bonds.

The provisions relating to resolution plans and cooperation between the Resolution Board and the national authorities are in effect as of 1 January 2015. The resolution powers of the Resolution Board will take effect from 1 January 2016. The Resolution Board may apply interpretations of BRRD or recovery and resolution strategies that differ from those applied by the relevant national resolution authority. Any change in the interpretation or strategy may affect the resolution plans for the Issuer, as prepared by the relevant national resolution authority.

The SRM provides for a Resolution Fund that will be financed by banking groups included in the SRM. The Issuer will only be eligible for contribution by the single resolution fund after a resolution action is taken if shareholders, the holders of relevant capital instruments and other eligible liabilities have made a contribution (by means of a write down, conversion or otherwise) to loss absorption and recapitalization equal to an amount not less than 8% of the total liabilities (including own funds and measured at the time of the resolution action). This means that the Issuer must hold on to sufficient own funds and liabilities eligible for write down and conversion in order to have access to the single resolution fund in case of a resolution. This may have an impact on the Issuer’s capital and funding costs. Application of the uniform rules is set to be implemented in four stages: 19 August 2014, 1 November 2014, 1 January 2015 and 1 January 2016.

State Aid

On 10 July 2013, the European Commission announced the adoption of its temporary state aid rules for assessing public support to financial institutions during the crisis (the "**Revised State Aid Guidelines**"). The Revised State Aid Guidelines impose stricter burden-sharing requirements, which require banks with capital needs to obtain additional contributions from equity holders and capital instrument holders before resorting to public recapitalizations or asset protection measures. The European Commission has applied the principles set out in the Revised State Aid Guidelines from 1 August 2013. In these guidelines, the European Commission has made it clear that any burden sharing imposed on subordinated debt holders will be made in line with principles and rules set out in BRRD.

The Dutch Intervention Act, BRRD, SRM and the Revised State Aid Guidelines may increase the Issuer’s cost of funding and thereby have an adverse impact on the

Issuer's funding ability, financial position and results of operations. In case of a capital shortfall, the Issuer would first be required to carry out all possible capital raising measures by private means, including the conversion of junior debt into equity, before one is eligible for any kind of restructuring State aid."

7. In the Section *Risk Factors* the risk factor "*The Issuer is subject to significant counterparty risk exposure and exposure to systemic risks which may have an adverse effect on the Issuer's results*", on page 14, shall in its entirety be replaced with the following risk factor:

"13. The Issuer is subject to significant counterparty risk exposure and exposure to systemic risks which may have an adverse effect on the Issuer's results.

The Issuer's businesses are subject to general credit and country risks, including credit risks of borrowers and other counterparties. Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent in a wide range of the Issuer's businesses. Third parties that owe the Issuer money, securities or other assets may not pay or perform under their obligations. These parties include borrowers (under loans), the issuers whose securities the Issuer holds, customers, trading counterparties, counterparties under swaps and credit and other derivative contracts, clearing agents, exchanges, clearing houses and other financial intermediaries. These parties may default on their obligations to the Issuer due to bankruptcy, lack of liquidity, downturns in the economy, financial markets or real estate values, operational failure or other reasons. Further, collateral posted may prove insufficient or inadequate. This is particularly predominant in businesses and operations of the Issuer that rely on sufficient collateral, such as in relation to its securities financing operations, asset-based financing business (Commercial Finance and Lease), diamonds and jewellery credit portfolio, clearing activities or Energy, Commodities & Transportation ("**ECT**") credit portfolio. In the past few years, the Issuer has seen adverse changes in the credit quality of its borrowers and counterparties, for example, as a result of their inability to refinance their indebtedness. In the years prior to 2014, in line with economic developments, the Issuer saw and may see in the future increasing delinquencies, defaults and insolvencies across a range of sectors (such as small and medium sized enterprises, in the area of Lombard-lending (where borrowers are under an obligation to provide additional collateral if the value of existing collateral goes down), commercial real estate, construction and (inland) shipping) and in a number of geographies. This trend has in the past led to and may continue to lead to impairment charges for the Issuer.

While the Issuer's operations and assets are located primarily in The Netherlands, it does have a number of branches, offices, business and operations located internationally as well as clients who operate in other jurisdictions, which exposes the Issuer to country risks.

The Issuer also has outsourcing arrangements with a number of third parties, notably in respect of IT, and certain services operations, such as cash centers, cash transportation, servicing of ATMs, and back office activities, for example in human resources operations. Accordingly, the Issuer is at risk of these third parties not delivering on their contractual obligations. There can be no guarantee that the suppliers selected by the issuer will be able to provide the functions for which they have been contracted, either as a result of them failing to have the relevant capabilities, products or services, or due to inadequate service levels set by, or ineffective monitoring by, the Issuer.

The Issuer invests, as a part of discretionary portfolio management, client monies in third party investment funds which it does not control or it may advise the clients to do so. If these funds do not deliver adequate performance, the Issuer could face reputational damage, and, in the case of significant underperformance or fraud, clients may seek to be compensated by the Issuer.

In view of the current global economic outlook, the Issuer may continue to see adverse changes in the credit quality of its borrowers and counterparties, for example, as a result of their inability to refinance their indebtedness, with increasing delinquencies, defaults and insolvencies across a range of sectors (such as the personal, banking and financial institution sectors) and in a number of geographies. This trend has led to and may continue to lead to further impairment charges, higher costs, additional write-downs and losses for the Issuer.

The Issuer is one of a limited number of international lenders in the diamond and jewellery industry which has experienced reduced liquidity, with various banks leaving the industry or reducing their exposure. As of 2012, the Issuer also decided to reduce its exposure to this industry. To the extent that clients of the Issuer have insufficient access to liquidity, their creditworthiness may negatively be affected, which may adversely affect the quality of the Issuer’s credit portfolio in this industry. Furthermore, the diamond and jewellery industry perceive the Issuer as a leading bank in financing of the industry given its previous exposure. Market participants and representative bodies in the industry might expect the Issuer to continue to provide liquidity to the market. If the Issuer does not provide this liquidity, this may damage the Issuer’s reputation.

The financial and/or commercial soundness of many financial institutions may be closely interrelated as a result of credit, trading, clearing or other relationships between the institutions. As a result, concerns about, or a default, or threatened default by one institution could affect the banking system and lead to significant market-wide liquidity problems and financial losses at many financial institutions. It may even lead to further defaults of other financial institutions, which is referred to as "systemic risk". A systemic risk event may also adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, to which the Issuer is exposed. The systemic risk of the global financial industry is still at an elevated level. High sovereign indebtedness, low capital levels at many banks and the high interconnectivity between the largest banks and certain economies are important factors that contribute to this systemic risk. A default by, or even concerns about a default by, one or more financial services institutions could lead to significant systemic liquidity problems, or losses or defaults by other financial institutions.

The above factors may lead to material losses for the Issuer and may have an adverse effect on the Issuer's business, financial position, results of operations and prospects."

8. In the Section *Risk Factors* the risk factor "*The Issuer depends on the accuracy and completeness of information about customers, counterparties and itself. The Issuer's business operations require meticulous documentation, recordkeeping and archiving*", on page 16, shall in its entirety be replaced with the following risk factor:

"15. The Issuer depends on the accuracy and completeness of information about customers, counterparties and itself. The Issuer's business operations require meticulous documentation, recordkeeping and archiving.

In deciding whether to extend credit or enter into other transactions with customers and counterparties, the Issuer may rely on information furnished to the Issuer by or on behalf of the customers and counterparties, including financial statements and other financial information. The Issuer also may rely on the audit report covering those financial statements. The Issuer's financial position and results of operations could be negatively affected by relying on such information or on financial statements that do not comply with generally accepted accounting principles or that are materially misleading. If information about clients and counterparties turns out to be materially inaccurate, incomplete or misleading, this could lead to fines or regulatory action, violation of rules and regulations, engagement in incorrect commercial transactions.

The Issuer is also responsible for performing know your customer checks to prevent tax evasion or avoidance. However, it may not be apparent to the Issuer whether a client is engaged in tax evasion, because of the complex structure of many of these transactions. Tax evasion or avoidance by the client may be attributed to the Issuer even though it has not actively assisted clients in tax evasion or avoidance if the Issuer fails to adequately satisfy its know your customer obligations. Failure to manage tax risks could lead to reputational damage or regulatory fines and penalties.

Also, the Issuer has a monitoring duty in relation to transactions outstanding, including on client positions being either in-the-money or out-of-the-money, or the amount having been borrowed by clients being lower or higher than the value of property or security or the corresponding derivative. This monitoring allows the

Issuer, amongst other things, to take appropriate commercial decisions and to verify continued suitability of the product for certain retail clients and compliance with legal requirements of the Issuer. Monitoring a large number of different products, including discontinued products that are still outstanding, is complex and it could become more difficult or even impossible if the Issuer should fail to properly document transactions or archive documentation. The risk is further exacerbated by the increased use of technology and modern media for interacting with clients. Employees may take client orders in violation of policies, including taking orders over a mobile telephone line which conversations are not recorded or it may prove impossible or very difficult to find the relevant discussion from among a large number of recordings. The Issuer conducted an internal review into transaction reporting to the AFM and found that it had not accurately reported or had omitted to report a significant number of financial markets transactions in its Capital Markets Solutions business. As a result, the AFM may take enforcement action, including the imposition of a fine.

The Issuer's business operations require meticulous documentation, recordkeeping and archiving. Incomplete documentation, documentation not properly executed by counterparties, inadequate recordkeeping or archiving, and the loss of documentation could materially adversely affect the Issuer's business operations in a number of ways.

Technical limitations, end of lifecycles, erroneous operational decisions, inadequate policies, human mistakes, outdated computer systems and programs for the storage of older data, system failures, system decommissioning and underperforming third party service providers (including where the business continuity and data security of such third parties proves to be inadequate), may all lead to incomplete or inappropriate documentation, or the loss or inaccessibility of documentation. Following an internal review, shortcomings in documentation were uncovered and due to the large number of client files, more may be uncovered in the future which has caused and may cause in the future, the Issuer to pay out compensation to clients. The fact that the constituent parts of the Issuer have historically documented legal acts and transactions with clients differently, and, in consequence, different procedures, models and IT systems have been applied to similar transactions, increases this risk. If legal acts or transactions are not properly documented or the paperwork is inadequately stored, this could lead to failure to comply with legal and regulatory requirements on administrative and other record keeping requirements, delays in accessing data required to comply with regulatory requests and requirements, inability to and for making the right commercial decisions and could have an impact on providing information or evidence in regulatory and other investigations, procedures or litigation in which the Issuer may be involved.

Management requires adequate information about the Issuer, its clients and counterparties and about the state of financial markets and market data in order to make appropriate and informed commercial and strategic decisions. If management data on the Issuer's credit portfolios is inadequate, this could lead to the Issuer exceeding its concentration risk guidelines and incurring more risk than would be prudent or than is permitted pursuant to applicable rules and regulations Similarly, if, as happened in certain instances regarding savings mortgages sold, changes in the products the Issuer offers are not properly processed a mismatch may occur between the amount due at maturity and the amount saved by the client. This may lead to claims for compensation on the Issuer. Also, the strategic decisions that the Issuer takes are to a large extent dependent on accurate data. If the quality of data available to the Issuer's management is insufficient, because it is incomplete, not up-to-date, unavailable or not available in a timely fashion or because it contains mistakes or because its significance is not properly evaluated, this could have a material adverse effect on the Issuer's business, results of operations and reputation."

9. In the Section *Risk Factors* the risk factor "*The Issuer is exposed to regulatory scrutiny and potentially significant claims for violation of the duty of care owed by it to clients and third parties*", on page 17, shall in its entirety be replaced with the following risk factor:

"16. The Issuer is exposed to regulatory scrutiny and potentially significant claims for violation of the duty of care owed by it to clients and third parties.

Due to their position in society (*maatschappelijke functie*) and specific expertise, financial institutions in The Netherlands owe a duty of care (*zorgplicht*). Financial institutions must also comply with duty of care rules in Dutch law, which includes provisions on client classification, disclosure requirements and know-your-customer obligations. Pursuant to the General Banking Conditions (*Algemene Bankvoorwaarden*) used by Dutch banks, a bank must always act in accordance with its duty of care, irrespective of whether the service or product is sold to a professional client or a non-professional client. The duty of care does not always end at the moment when the client has purchased a given product or service, but the financial institution may have to take action upon (known) changes in circumstances affecting the client, in particular if the product or service has a long life. The scope of the rules and standards referred to above differs depending on the type of service rendered or product sold, and the nature of (the activities of) the clients and third parties affected. If a duty of care is violated, claims may be based on general principles of contract, tort or securities law, including for violation of standards of reasonableness and fairness, error, wrongful treatment or faulty due diligence. Actions may be brought individually by persons that suffered losses or damages, or on behalf of a large number of – sometimes initially unnamed persons – in class-action style proceedings. Proceedings may be brought in court and before the Dutch financial institute for out of court settlement of financial disputes "**Kifid**" (*Klachteninstituut Financiele Dienstverlening*).

Clients in the future could increasingly use "execution only" services instead of paying for advice and such shift could lead to injudicious client losses and decisions which they may seek to recover from the Issuer on the basis of duty of care principles.

A number of proceedings have been initiated against the Issuer for violation of its duty of care and a larger number of claims are threatened. Also, a number of class action groups are actively soliciting plaintiffs for mass litigation proceedings. Accordingly, there can be no assurance that additional proceedings will not be brought. Current proceedings are still pending and their outcome is uncertain, as is the timing of reaching any finality on these legal claims and proceedings. These uncertainties are likely to continue for some time. As a result, although the consequences could be substantial for the Issuer, with a potentially material adverse effect on the Issuer's reputation, results of operations, financial position and prospects, it is not possible to reliably estimate or quantify the Issuer's exposure at this time.

Another subject that has attracted press coverage regards the provision of loans by the Issuer to students of flight training programs on the basis of expected future earnings. A large number of students has not been able to find work upon qualifying as commercial pilots; as a result they have difficulties repaying the significant principal amounts and the interest owed by them. A number of former students has complained about the Issuer's practices. Similar issues exist with other categories of clients. If, going forward, lending on the basis of future income of the borrower is not permitted due to regulatory requirements, it may lead to less volumes of lending on that basis, which might negatively affect the income of the Issuer.

European and national regulations, for example, increasingly require financial institutions to provide elaborate disclosure to clients on services and products, such as through the proposed key investor information document, to permit clients to more reliably assess the service or product and to enable them to compare it with similar services or products offered by other providers. Increased price transparency rules have entered into force or are envisaged by proposed European regulations for various services and products, such as those based on MiFID II and PRIIPs. In the Dutch market, the AFM and Dutch banks have agreed upon providing (non-professional) clients increased price transparency as of 1 January 2015 in anticipation of similar rules set forth in MiFID II. These rules impose obligations on financial institutions to make clear to potential clients what a service or product costs and when prices may be changed.

After the global financial crisis, the duty of care standards applicable to financial institutions have become more stringent as a result of new regulations and resulting from a more expansive interpretation of existing rules and standards by courts and supervisory authorities. The Issuer expects these trends to continue.

Where in the past the duty of care was held to apply predominantly to clients, the application of this standard has on the basis of case law been extended more broadly for the benefit of third parties that suffer damages inflicted by clients of the financial institution. In these cases, courts held, for example, that in certain circumstances financial institutions may be expected to monitor activities of their clients, denouncing or even halting any suspected illegal activity.

Most recently, Dutch courts have held that also non-profit organisations, public and semi-public institutions, and small and medium-sized enterprises may benefit from a duty of care more similar to that previously applicable to non-professional clients only, for example with respect to interest rate swap transactions. During the past few years, many of the (interest) derivatives sold to SME and (semi-)public institutions, such as housing corporations (*woningcorporaties*), educational institutions (*onderwijsinstellingen*), (governmental) agencies dealing with water management (*waterschappen*), healthcare institutions, municipalities and provinces, have shown a negative value as a result of a sharp fall in interest rates. This development has received negative attention in the Dutch media, in Parliament and from the AFM. Multiple lawsuits, including class actions, on the subject are pending or have resulted in settlements or court decisions and Kifid rulings. More recently, in June 2015, Parliament resolved that the government would reprimand financial institutions, remind them of their responsibility in society following from their special duty of care (*bijzondere zorgplicht*) and move them to cooperate to remove clauses in derivatives portfolios that hinder supervision (e.g., termination events referring to powers of supervisory authorities). As required by and in consultation with the AFM, the Issuer has reviewed its SMEs interest rate derivative portfolio. The objective of this review, which was completed in the first half of 2015 was to determine whether the Issuer acted in accordance with the laws and regulations applicable at the time. The outcome of the review was that the Issuer in several instances is unable to determine conclusively that it has fully complied with its duty of care obligations in connection with the sale of interest rate derivatives to SME clients. In these cases it could not be fully established that clients were sufficiently informed about the risk of their particular combination of floating rate interest loan and interest rate derivative, specifically in the scenario of declining interest rates. Currently, the Issuer is engaging proactively with all of its SMEs interest rate derivative portfolio clients to discuss the outcome of the review and, if necessary, offer such clients an alternative product or another solution. In addition, in these matters, the AFM, and other (supervisory) authorities have taken and may take measures against or impose fines on the parties involved, including the Issuer.

Following the extensive media attention in relation to Vestia in general, a public and political discussion was initiated as to whether SME and (semi-)public institutions can considered as professional clients or whether they should benefit from a higher level of protection. The AFM expressed the view that clients should be classified not only pursuant to the statutory rules regarding client classification, but also on the basis of information provided by the client in respect of its actual level of knowledge and experience with the relevant service or product. Policy guidelines on the use of financial derivatives by (semi-)public institutions of the Dutch Minister of Finance (*Beleidskader inzake het gebruik van financiële derivaten door (semi-)publieke instellingen*) published on 17 September 2013 prescribe among other things that (semi-)public institutions may only enter into financial derivatives with an investment firm if it has classified them as a non-professional client. Although the Issuer has re-classified all housing corporations, educational institutions and care institutions as non-professional clients, this may not protect it from claims for services rendered or products sold prior to the re-classification.

In addition, ABN AMRO Levensverzekering N.V. ("**ABN AMRO Levensverzekering**"), a subsidiary of Delta Lloyd ABN AMRO Verzekeringen Holding B.V. ("**ABN AMRO Verzekeringen**") in which the Issuer has a 49% interest, is exposed to claims from customers concerning unit-linked insurance contracts. Following the public debate that began in 2006 around the (alleged) lack of transparency concerning unit-linked insurance contracts and the level of costs associated with these products, ABN AMRO Levensverzekering entered into agreements with certain consumer and investor interest groups. The agreements include a settlement on standardised charges for individual, privately held unit-linked insurance products purchased in the past. ABN AMRO Levensverzekering has taken provisions for these settlements and remains a well-capitalised life insurance company. The Issuer in cooperation with ABN AMRO Levensverzekering is also executing the flanking policy, and as such has activated 96.8% of the holders of non-accumulating policies. In the future also other client segments will be activated with a view to coming to a suitable solution. The public debate around insurance mis-selling (*woekerpolissen*) is however still ongoing and possible future claims and related costs may affect the capital position of ABN AMRO Levensverzekering. The Issuer has received complaints and faces, and may in the future face additional, exposure and claims for its role in distributing these products. A number of Kifid proceedings is pending against the Issuer and the insurers.

The developments described above are complex and could have substantial consequences for the Issuer, including an increase in claims by customers and increased costs and resources. Also, it cannot be excluded that additional sector-wide measures will be imposed by supervisory authorities or the legislator which can have a negative impact on the Issuer. All these developments may have a material adverse effect on the Issuer’s business, reputation, results of operations, financial position and prospects."

10. In the Section *Risk Factors* the risk factor "*The Issuer is subject to operational risks that could adversely affect its business.*", on page 18, shall in its entirety be replaced with the following risk factor:

*"**17. The Issuer is subject to operational risks that could adversely affect its business.***

The Issuer is exposed to many types of operational risk, being the risk of loss resulting from inadequate or failed internal processes, and systems, or from external events. Categories of risks identified by the Issuer as operational risks are: client, product and business practices, execution, delivery and process management, technology and infrastructure failures, malicious damage (terrorism), disasters and public safety and employee practices and workplace safety. This includes the risk of internal and external fraud, cybercrime or other types of misconduct by employees or third parties, unauthorized transactions by employees and operational errors, including clerical or record keeping errors or errors resulting from faulty computer or telecommunications systems. In the area of payments, over the past several years the Issuer has been subject to cybercrime fraud in the form of phishing and malware. The Issuer believes that there is a growing threat of attacks on information technology systems from individuals and groups via the internet, including the IT systems of the Issuer that contain client and Issuer information and transactions processed through these systems).

Operating the IT landscape is a core part of the Issuer's activities. The Issuer's current IT infrastructure is complex, with (i) a high number of applications (including duplicate functionalities), (ii) many interfaces and/or a large number of point-to-point interfaces that are difficult to maintain, (iii) partly outdated software for which it is hard to find skilled resources, (iv) no uniform data definitions or data models and (v) a highly diversified infrastructure with different types and versions of platforms. This results in data quality issues, high maintenance cost and necessitates manual actions in day-to-day processes, but more importantly reduces the agility for responding quickly to market trends and new innovations.

The Issuer may also be subject to disruptions of the Issuer’s operating systems, arising from events that are wholly or partially beyond the Issuer’s control (including, for example, computer viruses or electrical or telecommunication outages), which may give rise to losses in service to customers and to loss or liability to the Issuer, including potentially large costs to both rectify the issue and possibly reimburse losses to the client. The Issuer is further exposed to the risk that external vendors may be unable to fulfill their contractual obligations to the Issuer, and to the risk that their business continuity and data security systems prove to be inadequate. In 2014, outsourced and offshored IT services comprised approximately 75% of the budget available to the IT department. The Issuer is currently re-engineering and simplifying its IT and operations landscape. There can be no assurance that the Issuer will realise the anticipated benefits associated with this re-engineering programme in the timeframe planned, or at all. In addition, there can be no assurance that the total implementation cost currently anticipated will not be exceeded. Technological advances between now and full implementation of the programme may be faster than the re-engineering programme anticipates, resulting in the risk that the Issuer may need to make further investments in its IT landscape.

Also, the quality of data available to management may, at times, be insufficient or the data might not be available in a timely fashion. This may cause management to make improper decisions which in turn could influence the Issuer's results of operations or financial position adversely. Furthermore, the Issuer faces the risk that the design of the Issuer's controls and procedures prove to be inadequate or are circumvented. Technological efficiency and automation is an important factor for the control environment of the Issuer. Inadequate technology in the control environment may, for example, lead to delayed or late detection or reporting, or no detection or reporting at all, of errors, fraud, incidents, risks or the materialisation thereof, which may lead to losses, fines, claims, regulatory action and reputational damage. Although the Issuer has implemented risk controls and loss mitigation measures, and substantial resources are devoted to developing efficient procedures, to identify and rectify weaknesses in existing procedures and to train staff, it is not possible to be certain that such actions have been or will be effective in controlling each of the operational risks faced by the Issuer.

The Issuer also makes use of IT applications hosted by and stores data, such as for example the Issuer's HR data, with third party service providers. ABN AMRO relies on third parties in connection with its IT and market infrastructure such as Equens, Euroclear, SWIFT and exchanges. Failure of these third-party service providers could lead to interruptions in the business operations of ABN AMRO and of services offered or information provided to clients. Such failures could also prevent ABN AMRO from serving clients' needs in a timely manner. For example, for many if not most of its own and its clients' payments, the Issuer relies on SWIFT.

There is currently no critical client data stored in applications of third parties, but it cannot be excluded that this will change in the future. Subject to strict rules, some third party providers have access to, or are given, privacy sensitive client or employee information. The Issuer is subject to regulations that control the flow of information such as privacy laws and the passing on of price sensitive information. As a result, information about the Issuer, its clients or its employees that is made intentionally, unintentionally or unlawfully public by employees, contractors or personnel seconded to the Issuer, including employees of third party suppliers, could lead to regulatory sanctions, breaches of privacy rules, confidentiality undertakings and other legal and contractual obligations, possibly resulting in claims against the Issuer and a loss of trust in the Issuer. In addition, leaked information may be used against the interests of the Issuer, its clients or its employees, including in litigation and arbitration proceedings.

Any weakness in these systems or controls, data leakages, or any breaches or alleged breaches of applicable laws or regulations, could have a materially negative impact on the Issuer's business, financial position, reputation and results of operations."

11. In the Section *Risk Factors* the risk factor "*Failure to comply with anti-money-laundering, anti-bribery laws or international sanctions could lead to fines or harm the Issuer's reputation and could disrupt the Issuer's business and result in a material adverse effect on the Issuer's business, financial position and results of operations.*", on page 19, shall in its entirety be replaced with the following risk factor:

"***19. Failure to comply with anti-money-laundering, anti-bribery laws or international sanctions could lead to fines or harm the Issuer's reputation and could disrupt the Issuer's business and result in a material adverse effect on the Issuer's business, financial position and results of operations.***

Combating money laundering, bribery and terrorist financing, and the enforcement of compliance with economic sanctions has been a major focus of government policy relating to financial institutions in recent years (most notably for the Issuer's operations in the United States and the European Union). These laws and regulations impose obligations on the Issuer to maintain appropriate policies, procedures and controls to detect and prevent money laundering and terrorist financing, report unusual transactions and suspicions of money laundering and terrorist financing, comply with economic sanctions and combat bribery. Even though staff is regularly trained on these subjects and appropriate measures are implemented to support staff, the Issuer depends on sufficient awareness and compliance by its staff of these relevant laws and regulations for the execution of its policies, procedures and controls. The Issuer may violate anti-money laundering and counter terrorism financing rules and regulations for failure to properly identify and verify the identification of clients (including whether such client is subject to sanctions), determine a client's source of funds or the reason for the banking relationship.

Despite the Issuer's compliance programs and internal control policies and procedures, a risk remains that the Issuer's clients, employees or agents might commit reckless or negligent acts, or that they might violate laws, regulations or policies. The Issuer's Energy, Commodities & Transportation business may be exposed to a heightened risk of corruption since some of its clients are active in countries with relatively high scores on corruption indices.

The legislation, rules and regulations which establish sanctions regimes are often broad in scope and complex, and in recent years, governments have increased and strengthened such regimes. As a consequence, the Issuer may be forced to restrict certain business operations or unwind certain ongoing transactions or services, which may cause material losses and affect the Issuer's ability to expand.

In addition, the extra-territorial reach of U.S. and EU regulations in respect of economic sanctions requires the Issuer to establish effective controls and procedures in order to prevent violations of United States and EU sanctions against designated foreign countries, nationals, entities and others. The Issuer's operations and the products and services it offers bring it within the scope of these sanctions regimes. For example, the recent crisis in the region of Crimea and related events has led to sanctions for certain transactions in relation to Russia. Should the crisis in Crimea continue or new or escalated tensions between Russia and Ukraine or other countries emerge, or should economic or other sanctions in response to such crises or tensions be imposed, this could have a further adverse effect on the economies in the region, including the Russian economy, and could lead to further sanctions being imposed. This could have a negative effect on Issuer's operations and the products and services it offers in relation to such regions.

Failure by the Issuer to implement and maintain adequate programmes to combat money laundering, bribery and terrorist financing or to ensure economic sanctions compliance could lead to fines or harm the Issuer's reputation and could disrupt the Issuer's business and result in a material adverse effect on the Issuer's business, financial position, results of operations and prospects.

With respect to certain countries, such as Iran and Russia, amongst others, the US State Department, the US Treasury Department's Office of Foreign Assets Control ("**OFAC**") and the European Union have issued restrictive measures and trade embargoes. Since 2010, extensive additional international (including EU and US) sanctions against Iran have been adopted which together form a complex set of economic restrictions. A non-US financial institution found to have engaged in specified activities involving Iran could become subject to various types of sanctions, including (but not limited to) denial of US bank loans, restrictions or a prohibition on its ability to open or maintain correspondent or payable-through accounts with US financial institutions, and the blocking of its property within US jurisdictions."

12. In the Section *Risk Factors* the risk factor "*The Issuer is subject to changes in financial reporting standards or policies, including as a result of choices made by the Issuer, which could materially adversely affect Issuer's reported results of operations and financial condition and may have a corresponding impact on capital ratios"*, on page 20, shall in its entirety be replaced with the following risk factor:

"20. The Issuer is subject to changes in financial reporting standards or policies, including as a result of choices made by the Issuer, which could materially adversely affect Issuer's reported results of operations and financial condition and may have a corresponding impact on capital ratios.

The Issuer's consolidated financial statements are prepared in accordance with IFRS, which is periodically revised or expanded. Accordingly, from time to time the Issuer is required to adopt new or revised accounting standards issued by recognised bodies, including the *International Accounting Standards Board* ("**IASB**"). It is possible that future accounting standards which the Issuer is required to adopt, could change the current accounting treatment that applies to its consolidated financial statements and that such changes could have a material adverse effect on Issuer's results of operations and financial condition. For example, IFRS 9 on financial instruments, which will replace IAS 39, will result in significant changes to the Issuer's consolidated financial statements. The contemplated accounting change is expected to become effective for annual periods beginning on or after 1 January 2018 and is still subject to endorsement by the EU. As a result of IFRS 9, the Issuer will have to recognise credit losses on loans and other financial instruments at an earlier stage which will lead to a substantially higher loan loss allowance, and corresponding lower capital on implementation. In addition, IFRS 9 is expected to lead to more profit and loss and capital volatility, because changes in counterparty credit quality could lead to shifts from a 12-month expected loss to a life time expected loss and vice versa. In addition, more financial instruments may be classified at fair value through profit or loss. An increase in loan loss provisions, and the potential for greater pro-cyclicality on provisioning could have an impact on lending activities due to implementation of IFRS 9. Further changes in financial reporting standards or policies, including as a result of choices made by the Issuer, could have a material adverse effect on the Issuer's reported results of operations and financial condition and may have a corresponding impact on capital ratios."

13. In the Section *Risk Factors* the risk factor "*The Issuer is subject to reputational risk*", on page 21, shall in its entirety be replaced with the following risk factor:

"23. The Issuer is subject to reputational risk.

Reputational risk exists in many forms in all of the Issuer's activities. Examples are the failure or perceived failure to comply with legal and regulatory rules, laws, regulations and other requirements, principles or codes of conduct (including but not limited to the code of conduct on sustainability) by the Issuer, its customers, or other third parties linked to the Issuer, anti-money laundering, bribery or anti-corruption measures, anti-terrorist financing procedures, the quality and transparency of products sold to clients, the manner in which the Issuer protects its legitimate interest upon a client default or a margin obligation arising or the conduct of its employees. Failure to comply or to sufficiently comply with legal and regulatory rules and other requirements is the subject of ongoing investigations in connection with the Issuer's Private Banking operations in Dubai.

Reputational risk is, for example, generally perceived to be significant in the diamond and jewellery business, in which business the Issuer is one of a limited number of international lenders. In addition, the Issuer’s reputation could also be harmed as a result of negative external publicity over which the Issuer has no or minimal control (such as social media). These factors may adversely affect the Issuer’s operating results, prospects and financial position."

14. In the Section *Risk Factors* the risk factor "*The Issuer’s clearing business may incur losses or may be subject to regulatory actions and fines that could negatively affect the Issuer’s result of operations, prospects and financial position as well as negatively affect the Issuer’s reputation*", on page 22, shall in its entirety be replaced with the following risk factor:

"25. The Issuer’s clearing business may incur losses or may be subject to regulatory actions and fines that could negatively affect the Issuer’s results of operations, prospects and financial position as well as negatively affect the Issuer’s reputation.

The Issuer's subsidiary ABN AMRO Clearing Bank N.V. ("**ABN AMRO Clearing**") is a global clearing firm and plays a leading role in the financial market infrastructure on various exchanges. ABN AMRO Clearing provides, amongst others, the following services with respect to financial instruments: clearing, settlement, custody, financing, direct market access, securities lending and margin financing. ABN AMRO Clearing has access to all major exchanges and is connected to over 150 liquidity centres worldwide. ABN AMRO Clearing provides these services exclusively to professional clients such as principal trading groups, alternative investors, financial institutions, corporate hedgers and market makers.

ABN AMRO Clearing’s business operates on the basis of extensive and complex IT systems. If these systems fail to operate properly, resulting in trades not being settled or not being settled on time, it could result in substantial losses for ABN AMRO Clearing as well as its clients. ABN AMRO Clearing has in the past incurred and risks incurring in the future regulatory fines related to failures in the proper operation of IT systems, regardless of whether these were caused by failure of an ABN AMRO Clearing system or a third party system. As a result, the Issuer could also suffer reputational damage and clients could decide to take their business elsewhere. A relatively small number of ABN AMRO Clearing’s clients represent a large part of its operating income. The loss of one or more of these clients could have a material and adverse effect on ABN AMRO Clearing’s results of operations and financial condition.

ABN AMRO Clearing is a member of a number of central counterparties ("**CCPs**"). In accordance with the applicable rules, ABN AMRO Clearing contributes to the default fund of these CCPs. The default fund will be used in case of a default by a clearing member. ABN AMRO Clearing may be requested to provide an additional contribution in the event that the default fund Is not sufficient to cover the default. Furthermore, ABN AMRO Clearing is exposed to counterparty risk in respect of the CCP itself. A default by another clearing member or a CCP could also materially and negatively affect securities prices and therefore the value of collateral held by ABN AMRO Clearing. Any default or other failure by a clearing member or CCP could materially impact ABN AMRO Clearing's results of operations, prospects and financial condition.

ABN AMRO Clearing offers its clients global execution services. This means that clients are provided with direct market access and as such can use ABN AMRO Clearing's memberships, which enables them to place orders directly on certain markets and stock exchanges in the name of ABN AMRO Clearing. Some clients may use automated trading systems such as algorithmic trading and high frequency trading. ABN AMRO Clearing facilitating these types of trading may lead to reputational damage for the Issuer if these practices become more controversial. Any breaches by clients or by ABN AMRO Clearing itself of applicable laws, rules and regulations, including market abuse prohibitions and reporting obligations may result in regulatory actions taken against or fines being imposed on ABN AMRO Clearing. ABN AMRO Clearing has in the past incurred and risks incurring in the future regulatory fines in this regard. Furthermore, if a client fails to perform its obligations under any contract entered into in the name of ABN AMRO Clearing, ABN AMRO Clearing may be held liable. ABN AMRO Clearing may fail to effectively perform pre-trade and post-trade controls, to exercise timely risk-monitoring and transaction surveillance or to employ a kill-switch device or to perform reporting obligations, and may therefore not be successful in preventing erroneous trading, such as "fat finger errors", or misconduct by its clients. This risk is particularly relevant in respect of clients who employ their own trading or order systems instead of ABN AMRO Clearing's infrastructure. Although ABN AMRO Clearing may have recourse on its clients for any of such breaches or non-performance, there remains a risk that ABN AMRO Clearing is not able to fully recover amounts paid. Client conduct may therefore have a material and adverse effect on ABN AMRO Clearing's reputation, results from operations and its financial condition. Losses can be even higher in relation to clients that use a credit line from ABN AMRO Clearing or any other entity in the Issuer and as a result have leveraged positions.

ABN AMRO Clearing seeks to mitigate its exposure to clients through the maintenance of collateral, including for client positions that ABN AMRO Clearing finances. Often, collateral consists of cash or financial instruments, the value of which may fluctuate in very short periods of time. Therefore, ABN AMRO Clearing applies a haircut, the level of which is dependent on the volatility and liquidity of the underlying collateral. A change in the value of the collateral will be absorbed by the haircut but may nonetheless result in ABN AMRO Clearing holding insufficient collateral. ABN AMRO Clearing can accordingly be exposed to credit risk on its clients. Furthermore, if a client's collateral becomes insufficient ABN AMRO Clearing may not be able to immediately take remedial action, which may result in increased damages. If ABN AMRO Clearing does take remedial action, especially in the case of large sudden price movements, it may face a claim from its client. If a client goes bankrupt or becomes insolvent, ABN AMRO Clearing may become involved in disputes and litigation with the client's bankruptcy administrator or may become involved in regulatory investigations. This could increase ABN AMRO Clearing's operational and litigation costs and may result in losses. For example, during the occasion of the recent sudden appreciation of the Swiss franc, a client of ABN AMRO Clearing suffered a significant deterioration of collateral, which it was unable to remedy in time as a result of which ABN AMRO Clearing incurred unexpected losses.

ABN AMRO Clearing is a global clearer and therefore it is always exploring the possibilities of doing business in countries where it currently has no presence. Local registration or license requirements can vary for different types of investors and services. Furthermore, as long as ABN AMRO Clearing is not locally registered or has obtained a licence, restrictions might apply with respect to marketing activities. ABN AMRO Clearing risks incurring regulatory fines if it breaches any local requirements and such breach may have a reputational impact.

Finally, new capital requirements applicable to clearing operations could force the Issuer to hold more capital for its clearing operations, which would affect the profitability of the clearing business and which could restrict the ability of the Issuer to use this capital for other – potentially more profitable – operations. In addition, due to the implementation of a revised calculation method for the exposure measure for clearing services set out in Commission Delegated Regulation (EU) 2015/62 of 10 October 2014 amending Regulation (EU) No 575/2013 of the European Parliament and of the Council with regard to the leverage ratio ("**CDR**"), the Group's fully-loaded leverage ratio decreased to 3.1% as at 30 June 2015. The CDR specifies that when a clearing member guarantees the exchange traded derivative transactions of clients towards CCPs, it must include the guarantee in the exposure measure.

Each of the above events can materially and negatively affect ABN AMRO Clearing's, and thereby the Issuer's, results of operations, prospects and financial condition as well as materially and negatively affect the Issuer's reputation."

15. In the Section *Risk Factors* the risk factor "*Termination of Dutch State Ownership of the Issuer may result in increased perception of risk by investors, depositors and customers*", on page 24, shall in its entirety be replaced with the following risk factor:

"27. Termination of Dutch State Ownership of the Issuer may result in increased perception of risk by investors, depositors and customers.

On 29 September 2011, direct control of ABN AMRO was transferred to the NLFI, see "*The Issuer —2. Shareholder, Group and Control*". The Dutch State keeps all options open for a return to the private market for ABN AMRO, but has indicated it favors an Initial Public Offering ("**IPO**"). In August 2013, the Dutch Minister of Finance sent a letter to Parliament, stating, amongst others that an IPO is the most realistic exit strategy for ABN AMRO and that the final decision will depend on four prerequisites: (a) the financial sector is stable, (b) the market is ready, (c) ABN AMRO is ready and (d) the intention is to recover as much as possible of the total investments. In the meantime, ABN AMRO has started IPO preparations. A decision on the timing of the IPO has not yet been taken as of the date of this Base Prospectus and NLFI remains the sole shareholder of ABN AMRO until the IPO. On 22 May 2015 the Minister stated that he expects the IPO to be launched at the earliest in the fourth quarter of 2015. On 1 July 2015 Dutch Parliament approved the Dutch Government's decision to return ABN AMRO to the private market.

The timing and the form in which a change in the ownership of the Issuer may take is uncertain and may result in increased perception of risk by investors, depositors and customers which could adversely affect."

16. In the Section *Risk Factors* after the risk factor "*The European Commission has imposed certain conditions on the Issuer that could adversely affect the Issuer's competitive position, its business and results of operations.*", on page 24, the following risk factors shall be inserted:

"29. The Issuer is exposed to a variety of political, legal, social, reputational, economic and other risks due to its international growth strategy and existing international presence.

The Issuer aims to increase the international contribution to operating income to 20-25% by 2017 through selective, capability-led international growth. It has identified four international activities that provide an avenue for profitable growth. These include the Private Banking activities in France, Germany and Asia; ECT Clients; asset based finance and MoneYou. Accordingly, the Issuer may develop a new key market or decide to make additional investments in existing higher-risk markets, and may as a result be exposed to additional or increased social, political and economic instability, among other risks. These risks relate to a wide range of factors, including but not limited to the following: currency restrictions and exchange controls, other restrictive or protectionist policies and actions, diverse systems of laws and regulation, the imposition of unexpected taxes or other payment obligations on the Issuer, changes in political regulatory and economic frameworks, economic sanctions, risks relating to modification of contract terms, or other government actions, capital controls and restrictions on the Issuer's ability to transfer cash to or repatriate cash from its subsidiaries, restrictions in certain countries on investments by foreign companies, divergent labour regulations and cultural expectations regarding employment, and divergent cultural expectations regarding industrialisation, international business and business relationships. Sometimes, in certain jurisdictions, uncertainty may exist as to whether security interests vested for the benefit of the Issuer can be enforced as a legal or as a practical matter. The Issuer is also subject to the risk that the government of a sovereign state or political or administrative subdivisions thereof defaults on its financial obligations.

In addition to risks relating to the Issuer's international growth strategy, the Issuer is exposed to risks relating to its existing international presence as it has a number of subsidiaries, branches, (representation) offices, businesses and operations located outside the Netherlands and clients who operate internationally. International activities of the Issuer include internet based retail savings products in Eurozone countries (currently Germany, Belgium and Austria) via MoneYou, Private Banking activities in Western Europe and Asia, asset based financing countries neighbouring the Netherlands, and ECT Clients and Clearing globally. For example, the Issuer offers asset based financing to clients in various countries through its ECT Clients business, including in Russia and in the Ukraine where the Issuer predominantly finances short term, strategic commodity exports (for example oil, grain or metals). The Issuer closely monitors geopolitical developments and adherence to the sanctions imposed by the United States and the European Union after the Russian annexation of Crimea. Although the Issuer is currently not aware of any additional sanctions being considered, sanction risk remains elevated as a consequence of the protracted conflict in eastern Ukraine. Any further sanctions in relation to Russian or other clients of the Issuer may limit the Issuer's ability to continue and expand its operations.

No predictions can be made as to governmental regulations applicable to the Issuer's operations that may be enacted in the future, changes in political regimes or other political, social and economic instability, or as to risk of wars, terrorism, sabotage, other armed conflicts and general unrest. Furthermore, local registration or license requirements can vary for different types of investors and services. As long as ABN AMRO is not locally registered or has obtained a licence, restrictions might apply with respect to marketing activities. ABN AMRO risks incurring regulatory fines if it breaches any local requirements and such breach may have a reputational impact. A materialisation of any of the risks mentioned above may materially and adversely affect the Issuer's reputation and may limit the Issuer's ability to pursue its international growth strategy in regions where it currently operates or where it may wish to operate in the future and accordingly have a material and adverse effect on the Issuer's business, results of operations, financial condition, reputation and prospects.

30. Due to public pressure and perceived infringements of privacy law, the Issuer may be precluded as a practical matter from implementing business models based on analysis and use of client generated data.

Due to public pressure and perceived infringements of privacy law, the Issuer may be precluded as a practical matter from implementing business models based on analysis and use of client generated data. In recent years, financial institutions have attempted to introduce and explore the potential for introduction of new business models in which client behaviour is analysed – often if not always on an anonymous basis – to allow commercial use of this data by the financial institution or by third parties on a free or paid basis. Clients whose data the Issuer analyses and uses may deem the Issuer to be infringing requirements and such complaints could lead to broader calls opposing the implementation of this type of new business model, which may cause harm to the Issuer's reputation. If the Issuer were to be precluded from developing and implementing new business models based on the use and analysis of client data, this could have a material and negative effect on its business operations and competitiveness with a material and adverse effect on the Issuer's business, results of operations and financial condition.

31. If the Issuer is unable to successfully implement its strategy, or if its strategy does not yield the anticipated benefits, or if the Issuer is unable to successfully pursue targeted business opportunities, this could have a material and adverse effect on the Issuer’s business, revenues, results of operations, financial condition and prospects.

The Issuer’s strategy aims to enhance client centricity, invest in the Issuer’s future, strongly commit to a moderate risk profile, pursue selective, capability-led international growth and improve profitability. The strategy and targets of the Issuer are based on assumptions and expectations, including but not limited to macro-economic developments, interest rates, revenue, expenses and cost of risk, that may not prove valid. Also, the benefits and impact of the Issuer’s strategy and targets could fall short of what the Issuer envisages. The Issuer may, in addition, not succeed in achieving its targets, because of insufficient management attention, incorrect decisions or choices, inefficiencies or other reasons.

Furthermore, the Issuer may strive to achieve its strategy through acquisitions and/or divestments of businesses, operations, assets and/or entities. Acquisitions and divestment transactions may involve complexities and time delays, for example in terms of integrating and/or merging businesses, operations and entities, and targeted benefits may therefore not be achieved or be delayed. Furthermore, the Issuer may incur unforeseen liabilities from former and future acquisitions and divestments.

In addition, the Issuer intends to continue to explore and pursue opportunities to strengthen and grow its business generally. In doing so the Issuer may launch new products and enter new markets or increase its presence in existing markets. When seeking to expand its business, the Issuer may incur risks which may be material including, among other things, the risks described in the paragraph immediately below.

The Issuer may spend substantial time, money and other resources developing new products and services or improving offerings. If these products, services or improved offerings are not successful or not as innovative as envisaged, the Issuer may miss a potential market opportunity and not be able to offset the costs of such initiatives. Furthermore, the Issuer may develop new products and services that are not or are not sold in compliance with applicable rules or regulations. The Issuer may incur losses, fines, claims, regulatory action and reputational damage as a result thereof. The Issuer may enter or increase its presence in markets that already possess established competitors who may enjoy the protection of barriers to entry. The Issuer may offer new products and services, or improve products and services being offered, which may require substantial time and attention of its management team, which could prevent the management team from successfully overseeing other initiatives. The Issuer may become subject to new or stricter regulatory requirements, or the supervision by new supervisory authorities or existing supervisory authorities in new geographic markets which may increase its administrative, operational and management expenses to comply with such new or stricter requirements and supervision. Finally, the Issuer may not be able to identify new business opportunities.

The ability to successfully implement the Issuer’s strategy or pursue business opportunities will also be impacted by factors such as general economic and business conditions, many of which are outside the control of the Issuer and which may make it difficult for the Issuer to expand internationally and to achieve its international expansion target for 2017.

If the Issuer’s strategy is not implemented successfully, or if the Issuer’s strategy does not yield the anticipated benefits, or if acquisitions or divestments do not yield the anticipated benefits and/or lead to unforeseen liabilities, or if the Issuer is unable to successfully launch new products or services, improve offerings or pursue other business opportunities in time or at all, this could have a material and adverse effect on the Issuer’s business, revenues, results of operations, financial condition and prospects.

32. The business model of full service banks such as the Issuer may in the mid to longer-term become difficult to sustain without substantially changing the business model

If some of the following events were to occur simultaneously, this could constitute a threat to the viability of full service banks: more stringent capital requirements and more onerous risk weighting, increased competition, more regulation generally, disruptive technological advances, and pressure on margins. A combination of these and other factors might affect the profitability of the large full banking organisations subject to a large volume of regulations that require support by a complex and expensive IT infrastructure and that are subject to high capital and liquidity requirements for generally modest-margin services. If the Issuer does not manage to respond quickly and adequately to any reduced viability of parts of its business model, for example by entering new or growing existing successful business lines, then the Issuer's business might shrink and become less profitable. Full service banks may disappear with their services being taken over by businesses that are able to operate with fewer risks, a smaller infrastructure and with lower capital. It is possible also that certain elements of the business model of full service banks will not prove viable over time as a result of which full service banks will focus on a part of their current value chain only."

17. In the Section "*Documents Incorporated by Reference*" on page 25, the following new paragraph (l) shall be inserted (with deletion of "and" at the end of paragraph (j) and replacement of "," at the end of paragraph (k) with "; and"):

    "(l) the press release titled "*ABN AMRO revises its financial targets upward*" dated 9 September 2015. The information set out therein is unaudited,".

18. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*" under the section titled "1.1. *History and recent developments*" the paragraph "*State Ownership and the role of NLFI*", on page 31 shall in its entirety be replaced with the following paragraph:

    "*State Ownership and the role of NLFI*

    The Dutch State keeps all options open for a return to the private market for ABN AMRO, but has indicated it favors an Initial Public Offering ("**IPO**"). In August 2013, the Dutch Minister of Finance sent a letter to Parliament, stating, amongst others that an IPO is the most realistic exit strategy for ABN AMRO and that the final decision will depend on four prerequisites: (a) the financial sector is stable, (b) the market is ready, (c) ABN AMRO is ready and (d) the intention is to recover as much as possible of the total investments. In the meantime, ABN AMRO has started IPO preparations. NLFI remains the sole shareholder of ABN AMRO until the IPO. On 22 May 2015 the Minister stated that he expects the IPO to be launched at the earliest in the fourth quarter of 2015. On 1 July 2015 Dutch Parliament approved the Dutch Government's decision to return ABN AMRO to the private market."

19. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraphs shall be inserted as the last paragraphs of the section titled "1.2 *Business description*" on page 31:

"Retail Banking holds a number one position in consumer credit cards[1] and a number two position in mortgages origination[2] and in savings.[3] Retail Banking has the number three position as the primary bank for approximately 21% of the Dutch population.[4]

Private Banking in the Netherlands operates under the brand name ABN AMRO MeesPierson and is a market leader in the Netherlands[5] as measured by client assets. Corporate Banking holds a number one position in mid-sized corporates (corporates with EUR 30 million to EUR 250 million in turnover)[6] and in the large corporates segment as measured by overall relationship quality.[7]"

20. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following sentences shall be inserted after the first sentence of the section titled "1.3 *Retail banking – Business scope and clients*" on page 32:

"81% of active clients (age 18+) within Retail Banking have been with the bank for longer than 10 years. Retail Banking has a multi-channel business model offering its products and services through an extensive branch network of 285 branches (as of 30 June 2015), with approximately 90% of clients living within five kilometres of such a branch, as well as through five Advice & Service Centres (as of 31 December 2014) and digital channels."

21. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraph shall be inserted as the second paragraph of the section titled "1.3 *Retail banking – Main subsidiaries – ABN AMRO Verzekeringen*" on page 33:

"ABN AMRO Verzekeringen, through its subsidiaries, acts as an insurer and intermediary for life-and non-life insurances. Retail Banking receives commission payments for the sale of damage insurance. ABN AMRO acts as an intermediary for

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[1] Source: Based on number of credit cards, calculated on the basis of information from DNB Payment statistics Retail payments, table t5.12nk, September 2014

[2] Based on new mortgages production in euros; calculated on the basis of information from the Dutch land register (*Kadaster*), Hypotheken Scan, 2014

[3] Based on aggregate savings and deposits in euros; calculated on the basis of information from DNB Domestic MFI-statistics, table 5.2.6, January 2015

[4] Source: GfK (research company) online tracker; based on question 'which bank do you consider as your primary bank?' 2014

[5] Source: Internal analysis based on publicly available information (company annual reports of peer banks, Investor relations presentations and press articles) and ABN AMRO MeesPierson has been considered number one Private Banking in the Netherlands in 2015 for the 13th consecutive year by peers (Euromoney)

[6] Source: TNS NIPO Financiële Monitor survey with respect to 'primary bank' relationships, Q2 2015 (an industry wide used standard for survey)

[7] Source: Greenwich Large Corporate Banking 2014 Netherlands – Target Market LC

ABN AMRO Verzekeringen. Based on a contract between ABN AMRO Pensions and the employer, ABN AMRO Pensions collects payment on a monthly basis from employers for the benefit of pension accrual for their individual employees. The defined contribution per employee is invested in lifecycle investment funds (the base case situation), or in a small range of investment funds (depending on the preference of the individual employee and based on his or her risk profile). In addition, ABN AMRO Pensions facilitates term life insurance and disability pensions. These products are distributed through individual actuarial advisers. ABN AMRO Pensions services nearly 200 corporate clients."

22. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the first sentence of the section titled "1.4 *Private banking – Business scope and clients*" on page 33 shall be replaced in its entirety by the following sentence:

    "Private Banking offers fully integrated financial advice and a broad array of services focused on wealth structuring, wealth protection and wealth transfer."

23. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following sentence shall be added as the last sentence of the second paragraph of the section titled "1.4 *Private banking – Business scope and clients*" on page 33:

    "ABN AMRO's discretionary portfolio management has increased at a higher rate than the increase in total client assets in 2014 compared to 2013 and 2012. Client assets have grown at a CAGR of 10% since 2012."

24. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraphs shall be added as the last two paragraphs of the section titled "1.4 *Private banking – Business scope and clients* " on page 33:

    "ABN AMRO also believes it has key capabilities in, and therefore intends to focus on, its asset-based finance business (commercial finance and lease) in Western Europe and ECT Clients globally. In addition, via its internet savings proposition, MoneYou, ABN AMRO intends to continue growing its savings volume in Western Europe.

    ABN AMRO introduced fee based investment advisory concept in the Netherlands in 2013 in anticipation of the ban on retrocession fees (effective as of January 2014), which prohibits banks from receiving inducements on investments funds and products held by clients. These investment advisory fee structures are also being introduced in France and Germany (even though there is currently no ban on retrocession fees in those countries), which together with the Netherlands account for 80% of the operating income of Private Banking. The fee-based concepts for investment advisory have contributed to the recurring income base of the earnings model."

25. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraphs shall be inserted as the last two paragraphs of the section titled "1.5 *Corporate banking – Business scope and clients* " on page 34:

"Corporate Banking aims to further embed sustainability in its daily operations and to invest in the empowerment, knowledge, skills, development and working environment of its employees. ABN AMRO measures the engagement of its employees by means of its yearly internal Employee Engagement Survey. In 2014, the score on this Employee Engagement Survey was 74%, which means that 74% of the Corporate Banking staff feels engaged (compared to 47% in 2010).

In addition, Corporate Banking aims to increase its cost efficiency and to improve its operational efficiency, which is evidenced, e.g., by reducing its domestic branch network from 78 locations to 22 locations."

26. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraph shall be inserted as the last paragraph of the section titled "1.5 *Corporate banking – Commercial Clients* " on page 35:

"As of 31 December 2014, the business line Commercial Clients was ranked second in the client segment by clients with an annual turnover of between EUR 1 million and EUR 250 million in terms clients identifying it as their primary bank. [8] For clients with an annual turnover of between EUR 30 million and EUR 250 million, Commercial Clients ranked first. [9] In addition, Commercial Clients achieved high client satisfaction levels in 2014 (51%).[10]"

27. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following sentence shall be inserted as the last sentence of the section titled "1.5 *Corporate banking – Main subsidiaries – ABN AMRO Clearing Bank*" on page 35:

"Overall, ABN AMRO Clearing Bank's clients are likely to recommend ABN AMRO Clearing Bank to their business associates, as evidenced by ABN AMRO Clearing Bank obtaining a global Net Promoter Score of +13 for 2014."

28. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraphs shall be inserted after the last sentence of the section titled "1.6 *Group Functions – Technology, Operations & Property Services*" on page 36:

"Additionally, Operations, which is responsible for the processing of all transactions by or with clients, mutations in client contracts or relationships and administrative

[8] Source: TNS NIPO Financiële Monitor 2014

[9] Source: TNS NIPO Financiële Monitor 2014

[10] Source: GfK Client Satisfaction Survey (*Klanttevredenheidsonderzoek*) Grootzakelijk 2014

processing of products and services, improved the straight-through-processing rate to 99.3% for all client transactions 2014.

ABN AMRO also successfully mitigated IT security risk, resulting in lower operational losses over the past three calendar years. From 2012 to 2014, operational losses in relation to internet banking fraud, such as phishing, declined by 99%. Operational losses resulting from skimming declined by 95% and operational losses resulting from debit card fraud declined by 47%.

In 2013, ABN AMRO launched a programme named TOPS2020, which is mainly focused on re-engineering its IT core banking landscape. TOPS2020 is expected to run until 2020 and to lead to a cumulative investment of EUR 510 million in the period between 2013 to 2017, generating "business as usual" cost savings of EUR 230 million as from 2017."

29. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraph shall be inserted as the last paragraph of the section titled "1.7 *Regulation – Regulation and supervision in the European Union – Solvency Supervision – Capital adequacy framework (Basel)*" on page 37:

"In addition, at the end of 2014, the Basel Committee published for public consultation revisions to the standardised approaches for credit, operational and market risk, and the introduction of capital floors based on standardised approaches. The proposals for the new standardised credit risk RWA (REA) calculation rules include (i) introduction of new risk drivers; (ii) introduction of higher risk weights; and (iii) removal of external ratings from the framework. In addition, the revisions are likely to require that banks which apply advanced approaches to risk categories, apply the higher of (i) the RWA (REA) floor based on (new) standardised approaches and (ii) the RWA (REA) floor based on advanced approaches in the denominator of their ratios. The consultations are now closed."

30. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraphs shall be inserted as the last section of the section titled "1.7 *Regulation – Regulation and supervision in the European Union* " on page 46:

"Supervision of insurance activities

As from 1 January 2016, the insurance companies in ABN AMRO (in the Netherlands, Belgium, France, and Luxembourg) must comply with a new solvency framework and prudential regime commonly referred to as "**Solvency II**". Solvency II consists of a European Directive (2009/138/EC) to be implemented in Dutch law as per 1 January 2016, a European Regulation ((EU) 2015/35) and a number of technical standards and guidelines issued by EIOPA. Solvency II completely overhauls the solvency framework and prudential regime currently applicable to insurers and requires them to make adaptions in many areas to comply with this new regime.

Solvency II consists of three pillars. The first pillar is made up of quantitative requirements, most importantly introducing a risk-based solvency capital requirement calculated on the basis of a market value consistent balance sheet and taking into account the actual risks run by the insurer and their interconnectedness. Only own funds that meet strict requirements are eligible to meet the solvency capital requirement. The second pillar complements the first with qualitative requirements regarding the governance of insurers. Rules in this pillar most importantly relate to the internal organisation of insurers including rules on key functions, risk management and the internal control of insurers. In the area of risk management the requirement of an own risk and solvency assessment (ORSA) is introduced requiring insurers to undertake a self-assessment of their risks, corresponding solvency requirements, and adequacy of own funds. The third pillar introduces a greater level of transparency than currently, requiring extensive reporting to supervisory authorities and a solvency and financial condition report to be made public.

Insurers are also subject to conduct of business rules that are very similar to those applicable to banks. Insurers are furthermore subject to the PRIIPS Regulation and EMIR and will also become subject to the IDD once implemented in Dutch law. If insurers offer mortgage credit, they are also subject to the rules on mortgage lending. Anyone acquiring a qualifying holding in an insurer must comply with rules on structural supervision as is the case with respect to banks.

As is the case with respect to banks, Dutch insurers are subject to certain rules on recovery and resolution. For life insurers the FMSA provides for a relief scheme (*opvangregeling*) that can be deployed by DNB in certain specific circumstances. The relief can consist of obligatory reinsurance of all or part of the life insurer's portfolio or obligatory transfer of the life insurer's portfolio. As already set out above, insurers are also subject to the Dutch Intervention Act. In case DNB perceives signs of a dangerous development regarding the insurer's own funds, solvency or technical provisions and it can reasonably be foreseen that this development cannot be sufficiently or timely reversed, DNB may request the court to declare the insurer subject to an emergency regulation (*noodregeling*). The rules on emergency regulation are similar to those applying to banks.

Insurance brokerage

The Insurance Distribution Directive ("**IDD**", formerly known as the Insurance Mediation Directive II) will replace Directive 2002/92/EC ("**Insurance Mediation Directive**"). The Insurance Mediation Directive regulates brokers and other intermediaries selling insurance products. In contrast to the Insurance Mediation

Directive, the scope of the IDD will be extended to all sellers of insurance products, focussing especially on market integration, fair competition between distributors of insurance products and policyholder protection. It is expected that the IDD will be endorsed by the European Parliament and Council by the end of 2015 and that the directive will enter into force in 2016. Subsequently, Member States will have two years to implement the IDD into national legislation.

Key proposals are, among other things, mandatory disclosure requirements obliging insurance intermediaries to disclose to their customers the nature of remuneration they receive, including any contingent commissions, and in case the remuneration is directly payable by the customer the amount of the remuneration, or if the full amount of remuneration cannot be calculated, the basis of its calculation. Further, IDD will extend the scope of the current Insurance Mediation Directive to cover direct sales by insurance and reinsurance companies without the use of an intermediary. Insurers carrying out direct sales will be required to comply with information and disclosure requirements and certain conduct of business rules, including a general obligation to act honestly, fairly and professionally in accordance with customers' best interests. In the case of the sale of bundled products, for instance, the insurance company will have to inform customers about the possibility to purchase the components of the package separately and about the costs of each component when purchased separately. In addition, the IDD proposals set out stricter requirements for the sale of insurance-based investment products, for example, the obligation to identify and disclose conflicts of interest or to gather information from customers to assess the appropriateness of the product.

UCITS V/AIFM Directive/MMFR

Directive 2014/91/EU ("**UCITS V**") introduces an obligation for management companies to establish and maintain for those categories of staff whose professional activities have a material impact on the risk profiles of the UCITS that they manage, remuneration policies and practices that are consistent with sound and effective management, and further harmonises the tasks and duties of depositaries.

Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers ("**AIFM Directive**"), together with the underlying AIFM Regulation 231/2013 of 19 December 2012, establishes a framework for the regulation and supervision of the alternative investment fund ("**AIF**") industry, particularly hedge funds and private equity funds, but essentially covering all non-UCITS investment funds. The AIFM Directive came into force on 21 July 2011 and was implemented in the FMSA on 22 July 2013.

When directly or indirectly offering units or shares of AIFs to, or placing such units or shares with investors, banks and investment firms must ascertain whether the units or shares are being marketed in accordance with the FMSA.

The proposed Money Market Funds Regulation ("**MMFR**") introduces new rules aimed at making money market funds ("**MMFs**") more resilient to crises and at the same time securing their financing role for the economy. MMFs are either UCITS or AIFs that invest in short-term financial instruments and have specific objectives. The MMFR aims to make MMFs safer and provide for more transparency, investor information and investor protection by requiring MMFs to diversify their asset portfolios, invest in higher-quality assets, follow strict liquidity and concentration requirements and have sound stress testing processes in place. The MMFR is currently in the European legislative process.

4th EU AML/CFT Directive

On 26 June 2015, Directive EU 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, amending Regulation (EU) No 648/2012 of the European Parliament and of the Council, and repealing Directive 2005/60/EC of the European Parliament and of the Council and Commission Directive 2006/70/EC, entered into force, enhancing the existing EU measures to combat money laundering and the financing of terrorism. The provisions of the directive will need to be transposed into the laws of the EU Member States (*Wet ter voorkoming van witwassen en financieren van terrorisme or WWF*T) and must be applied by 26 June 2017. Important changes in the EU requirements regarding anti-money laundering and the countering of the financing of terrorism (EU AML/CFT requirements) relate to additional requirements for identification and verification of the ultimate beneficial owner and extension of the definition of politically exposed persons (PEPs) to domestic PEPs. The changes will have considerable impact on client on-boarding processes and may require re-papering of client files to meet the obligations on a group wide level."

31. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraph shall be inserted as the second paragraph of the section titled "1.7 *Regulation – Regulation and supervision in the Netherlands – Dutch Deposit Guarantee Scheme*" on page 47:

"The deadline for the transposition of the majority of provisions of DGSD into national law was 3 July 2015. In the Netherlands the provisions of DGSD have not yet been implemented and laws implementing DGSD are expected to be passed by Parliament in the fourth quarter of 2015. The Dutch Ministry of Finance has indicated to Parliament that should an insolvency event occur, the rules and procedures in accordance with DGSD will be followed to the fullest extent possible. The funding of the current DGS will be amended from an ex-post funded system to a partially ex-ante funded system. This means that participating banks will have to contribute to the scheme on a periodic basis rather than facing charges only when an actual insolvency event occurs requiring them to compensate the clients of the affected banks. The available means in the DGS system will in principle need to be 0.8% of the amount of covered deposits held with the participating banks in 2024. However, the Dutch State has, in accordance with the derogation proceeding in the DGSD, requested the EC to approve a lower target level considering that the Dutch banking sector is highly concentrated and in case of a bank failure, the failing bank is likely to be subject to resolution proceedings. The EC may (but has not yet done so) approve a lower target level between 0.8% and 0.5%. Contributions will be based on the covered deposits of the bank and risk based contributions, but Member States may also impose minimum contributions to compensate clients of the affected bank. Contributions will be based on the covered deposits of the bank and risk based contributions, but Member States may also impose minimum contributions. Additional requirements of the DGSD include a broadening of the scope of clients for whom the deposit guarantee will be available (in addition to consumer deposits, deposits of businesses will be included, whereas currently only companies that are allowed to publish abridged annual accounts fall within its scope), transparency and information requirements to customers and the shortening of the period for making payments under the DGS from 20 working days to 7 working days."

32. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraphs shall be inserted as the last paragraphs of the section titled "1.7 *Regulation – Regulation in the rest of the world* " on page 51:

"***Sanctions***

Sanctions are political instruments in the foreign and security policy of countries and international organisations (such as the United Nations and EU). Sanctions regimes imposed by governments, including those imposed by the European Union, US, including the Office of Foreign Assets Control, or other countries or international bodies prohibit the Group and its clients from engaging in trade or financial transactions with certain countries, businesses, organizations and individuals. These legislative, regulatory and other measures include anti-terrorism measures, international sanctions, blockades, embargoes, blacklists and boycotts imposed by, amongst others, the EU, the United States and the United Kingdom, but also by individual countries. Violation of sanction regimes may have material implications such as criminal penalties, administrative fines and the prohibition to do business in the country that proclaimed the sanctions.

For further information on laws and regulations applicable to the Issuer see, inter alia, the risk factors "*6. The regulatory environment to which the Issuer is subject gives* *rise to significant legal and financial compliance costs and management time, and non-compliance could result in monetary and reputational damages, all of which could have an adverse effect on the Issuer's business, financial position and results of operations*", "7. *The financial services industry is subject to intensive regulation. Major changes in laws and regulations as well as enforcement action could adversely affect the Issuer's business, financial position, results of operations and prospects*", "*8. As a result of capital and/or liquidity requirements, the Issuer may not be able to manage its capital and liquidity effectively, which may adversely affect its business performance*", "*9. Proposals for resolution regimes may lead to fewer assets of the Issuer being available to investors for recourse for their claims, and may lead to lower credit ratings and possibly higher cost of funding*" and "*10. The Issuer is subject to stress tests and other regulatory enquiries, the outcome of which could negatively impact the Issuer's reputation, financing costs and trigger enforcement action by supervisory authorities. Stress tests could also bring to the surface information which may result in additional regulatory requirements or measures being imposed or taken which could have a negative impact on the Issuer's business, results of operations, profitability or reputation*"."

33. In the Section "*The Issuer – 1. ABN AMRO Bank N.V.*", the following paragraph shall replace the first paragraph of the section titled "*1.8 Legal and arbitration proceedings*" on page 51:

    "ABN AMRO is involved in a number of governmental, legal and arbitration proceedings in the ordinary course of its business in a number of jurisdictions, including those set out in this section. However, on the basis of information currently available, and having taken legal counsel with advisors, ABN AMRO is of the opinion that, save as set out below, it is not, nor has it been, involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which ABN AMRO or the Issuer is aware) during the 12 months preceding the date of this Registration Document which may have, or have had in the recent past, significant effects on the financial position or profitability of ABN AMRO, the Issuer and/or its subsidiaries. With respect to the total amount of provisions related to legal and arbitration proceedings we refer to the latest publically available financial statements incorporated by reference herein."

34. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following paragraphs shall be inserted after the last paragraph of the section titled "1.8 *Legal and arbitration proceedings*" on page 51:

    "***Sale of interest rate derivatives***

    ABN AMRO's interest rate derivatives portfolio in the Netherlands consists of approximately 6,000 contracts entered into with approximately 4,500 SME clients.

The sale of derivatives to these clients has led to complaints and to court cases against financial institutions that sold the derivatives, including ABN AMRO. Multiple lawsuits on the subject are pending or have resulted in settlements or court decisions and Kifid rulings. ABN AMRO is currently involved in a class action that relates to the sale of interest rate derivatives to SMEs. Clients of ABN AMRO have claimed, among other things that the risks relating to the products sold to them were not, or not sufficiently, disclosed, that the products sold to them were not suited for their circumstances, and/or that ABN AMRO owed them a duty of care which ABN AMRO had breached and/or that ABN AMRO was restricted in exercising their contractual right to increase margin on loans covered by an interest rate swap. The significant losses incurred by Vestia in connection with a substantial derivatives portfolio have for example been prominently reported in the media and multiple proceedings are ongoing to recover losses and other damages from ABN AMRO.

In addition, in these matters, regulatory and other authorities have taken and may in the future take further measures against or impose fines on the parties involved, including ABN AMRO, which may be material. As required by and in consultation with the AFM, ABN AMRO has reviewed its SMEs interest rate derivative portfolio. The objective of this review, which was completed in the first half of 2015, was to determine whether ABN AMRO acted in accordance with the laws and regulations applicable at the time. The outcome of the review was that ABN AMRO in several instances is unable to determine conclusively that it has fully complied with its duty of care obligations in connection with the sale of interest rate derivatives to SME clients. In these cases it could not be fully established that clients were sufficiently informed about the risk of their particular combination of floating rate interest loan and interest rate derivative, specifically in the scenario of declining interest rates.

For example, the review revealed cases of mismatch between the loan and the interest rate derivative. This could be caused by an early prepayment of the loan or mismatches in other features of the loan and the interest rate derivative. A mismatch could lead to the relevant SME client being overhedged. As a result, these SME clients are faced with a risk exposure which is in most cases equal to the difference between the floating interest rate to be received and the fixed interest rate to be paid in the interest rate derivative, to the extent of the overhedge. To resolve the overhedge situation, the interest rate derivative has to be (partially) unwound. However, as a result of the declining floating interest rates, the interest rate derivative has a negative mark-to-market value. Pursuant to the terms of the interest rate derivatives contract, the mark-to-market value has to be settled by the parties when unwinding interest rate derivatives. This settlement results in a payment obligation by the SME client, which is similar to the penalty paid upon early repayment of an equivalent fixed interest rate loan. Currently, ABN AMRO is engaging proactively with all of its SMEs interest rate derivative portfolio clients to discuss the outcome of the review and, if necessary, offer such clients an alternative product or another solution. ABN AMRO has in a number of SME client files agreed to (i) (partially) unwind the interest rate swap and/or (ii) partly compensate the SME clients. ABN AMRO aims to provide an appropriate solution, if applicable, to all other relevant SME clients before the end of 2015. As of 30 June 2015, ABN AMRO has recognised a provision for anticipated compensation amounts.

The AFM has reviewed five client files of non-professional SMEs that bought interest rate derivatives between October 2010 and January 2013. The AFM concluded with respect to these files that ABN AMRO has insufficiently looked after the interests of its clients and that the recordkeeping of ABN AMRO with respect to these files was inadequate. The AFM has expressed its intention to impose a fine in relation to these findings. Current proceedings are pending and their outcome, as well as the outcome of any threatened proceedings, is uncertain, as is the timing of reaching any finality on these legal claims and proceedings.

Vestia

ABN AMRO has sold certain derivatives products to housing corporation Vestia in the period from 2004 to 2010. When the mark-to-market value of Vestia's derivatives portfolio increased as a result of declining market interest rates, ABN AMRO and certain other financial institutions, pursuant to the contracts between them and Vestia, demanded that Vestia provide additional security for its obligations. Vestia was unable to do so and as part of a 2012 settlement with a large group of financial institutions, including ABN AMRO, Vestia's derivatives portfolio was unwound as a result of which Vestia suffered significant losses. Subsequently, a number of serious irregularities within and outside of Vestia were uncovered which resulted in criminal and civil action against the persons involved. Vestia has recently informed ABN AMRO that it contemplates bringing proceedings against ABN AMRO and a large group of other financial institutions. Vestia would seek to recover damages caused by the wrongful sale of derivatives and subsequent acts by the defendants. In order to have a more solid basis for its claims, Vestia is currently seeking to force ABN AMRO to disclose certain documents that Vestia believes contain relevant information. ABN AMRO is resisting disclosure. In addition, other defendants have obtained authorisation from the court to join ABN AMRO in proceedings for damages brought against them by Vestia. ABN AMRO has not yet been summoned by such parties. ABN AMRO is currently assessing its legal position in these and potential other future proceedings. ABN AMRO is unable to accurately assess the size of potential exposure of ABN AMRO.

DNB thematic review of customer due diligence

In April 2014, DNB conducted a thematic review into the management of integrity risks and compliance with anti-money laundering laws and regulations at Private Banking in the Netherlands, focusing on customers from countries with a high risk of money laundering. In its inspection of customer files at Private Banking in the Netherlands, DNB found that, in a number of client acceptance files and reviews, the identification and verification of ultimate beneficial owners, source of wealth and/or analysis of tax risks were not documented adequately. ABN AMRO immediately initiated a program called Vertrouwd en Verantwoord Bankieren at Retail Banking and Private Banking in the Netherlands aiming to ensure that consistent standards are applied across both segments, to upgrade relevant client acceptance and anti-money laundering policies, to raise awareness amongst staff and to improve the quality of the documentation in customer due diligence files and the risk assessment thereof. DNB has requested that the remediation of approximately 100,000 customer due diligence files be completed by 31 December 2016, failing which an incremental penalty (dwangsom) in a maximum amount of EUR 500,000 would be imposed. In the meantime, ABN AMRO has extended its review program to cover nearly all Retail Banking (which review of client files is conducted on a risk-based basis), Private Banking and Corporate Banking client files in the Netherlands.

Internationally, a twin program called "Reliable and Responsible Banking 2.0" with similar objectives has been initiated. The program calls for a comprehensive review of client files aiming to ensure that the client portfolio in international Private Banking location meets ABN AMRO’s global standards. This program will also address recent findings in ABN AMRO’s Dubai branch. See "—Dubai branch irregularities". DNB and DFSA (defined below) have initiated local investigations that have not yet been completed and may result in the imposition of a fine.

Although these reviews should have the effect of significantly improving compliance, deficiencies will likely be uncovered that might otherwise have remained unnoticed, which may require remediation and potentially the payment of compensation.

In general, management of integrity risks and compliance with anti-money laundering laws and regulations by ABN AMRO was identified as a point of concern in both internal audits by ABN AMRO and external investigations by the regulators.

Dubai branch irregularities

DNB and the Dubai Financial Services Authority ("DFSA") are conducting investigations in connection with ABN AMRO’s Private Banking operations in Dubai. In the second half of 2014, ABN AMRO initiated an internal review of Private Banking activities at the Dubai branch on the basis of a whistle blowing complaint that it had received in accordance with its Global Whistle Blowing Policy. ABN AMRO informed DNB and DFSA of the complaint and the outcome of its initial review. In concluding its review, ABN AMRO found that four employees in a particular client segment team had not or insufficiently complied with ABN AMRO's internal policies and rules of the DFSA in relation to customer due diligence, in particular requirements for client identification and determination of the source of funds of a number of clients of Private Banking at the Dubai branch. In addition, a number of Private Banking accounts were used for business payment transactions for which the purpose could not be explained sufficiently.

Further to a second whistleblowing complaint, ABN AMRO found irregularities with respect to a few transactions. These irregularities occurred mainly in the second half of 2013 and the first half of 2014 and one further back in 2011 and have been reported to the relevant authorities. DNB and the DFSA are currently considering whether they should take any further measures.

ABN AMRO discontinued the employment contracts with nine employees who were directly or indirectly involved in the irregularities.

ABN AMRO has initiated a remediation program to reassess the client portfolio of Private Banking at the Dubai branch aiming to ensure that the customer due diligence files meet ABN AMRO's policies and local requirements. As part of the remediation program, each of the 1,187 customer files at the Dubai branch office is expected to be reviewed and as a result, ABN AMRO may terminate its relationship with clients who are not compliant with the global standards that ABN AMRO maintains for client acceptance and client transactions.

ABN AMRO is taking measures to further strengthen its international governance, in part by tightening reporting lines and escalation procedures to ABN AMRO's head office in Amsterdam, because it found that concerns expressed by employees were not adequately escalated.

ABN AMRO is cooperating with the investigations of DNB and the DFSA, who may take enforcement action, including the imposition of a fine. DNB concluded that the controls of anti-money-laundering and combating the financing of terrorism risks both at the local level and at head office level on the Dubai branch was insufficient. The deficiencies related to the first line of defence (business), second line of defence (compliance) and to a lesser extent the third line of defence (internal audit).

Furthermore, ABN AMRO has developed "Accelerate Compliance", a programme to enhance its compliance function, knowledge and awareness in its business lines and to remediate shortcomings. The programme will focus on compliance capacity, knowledge and tooling, the countervailing power of the compliance function, quality assurance, systematic integrity risk analysis, as well as compliance awareness, ownership and the right compliance culture. ABN AMRO will instruct an external party to perform an audit on the execution and implementation of this programme.

Intertrust

In connection with the sale of a Swiss trust business to Intertrust N.V., ABN AMRO has, in the share purchase agreement, given certain indemnities to Intertrust N.V. Since 2013, litigation has been threatened, but not brought, against the Swiss trust business by one of the latter's clients in connection with an alleged loss of value of certain assets that were allegedly transferred late by the Swiss trust business to this client. The client would have suffered a loss of approximately CHF 62 million excluding interest. In 2014, Intertrust N.V. brought litigation against ABN AMRO to establish that any damages that Intertrust N.V. might suffer as a result of any claim by the client fall within the scope of the indemnification given by ABN AMRO. As the client has not commenced formal proceedings, Intertrust N.V. and ABN AMRO have agreed in 2015 to suspend, for the time being, the proceedings on the scope of the indemnity.

Union Bancaire Privée

On 4 December 2013, Union Bancaire Privée S.A. ("UBP") commenced arbitration proceedings against ABN AMRO before the International Chamber of Commerce. The basis of liability arises from the share purchase agreement between the two parties regarding the sale of ABN AMRO (Switzerland) AG, which was concluded in 2011. After a partial settlement regarding several issues, two claims remain subject to this arbitration: (i) a claim for compensation of potential future damages as a result of possible claims by clients in connection with retrocession payments received by ABN AMRO (Switzerland) AG which were not paid on to clients and (ii) a claim for compensation of potential future damages in connection with potential liabilities due to possible breaches of US laws committed in the past, in relation to possible tax evasion by US clients. Since in both claims damages are expected by UBP but have not yet been suffered, the parties have agreed to stay the arbitration proceedings until at least 1 November 2015.

Adjustment of margin charge on mortgage loans with floating interest rates

ABN AMRO has sold mortgage loans with floating, often EURIBOR-based, interest rates (close to 1% of the total mortgage portfolio). An important element of the pricing model of these mortgage loans is the ability for ABN AMRO to charge costs - allocated and unallocated - on to its clients by adjusting the margin charge on top of the prevailing floating interest rate. In many of these products, ABN AMRO has structured its ability to do so in provisions in its terms and conditions that allow it to unilaterally adjust pricing or contract terms. As the external funding costs (spread on top of EURIBOR) of ABN AMRO has gone up and ABN AMRO has adjusted the margin charge upward in many cases, ABN AMRO is faced by clients contesting the ability of ABN AMRO to do so. The complaints are based on a number of specific and general legal principles. In 2012, a class action was brought by Stichting Stop de Banken in relation to mortgage agreements with a floating interest rate based on EURIBOR, alleging that ABN AMRO was contractually not allowed to unilaterally increase the level of the applicable margin and violated its duty of care. On the same subject, ABN AMRO was found to have violated its duty of care with respect to an individual out of court settlement proceeding by the appeals commission of Kifid. In the meantime, multiple individual proceedings and an additional class action have been initiated against ABN AMRO. The uncertainties are likely to continue for some time and ABN AMRO is unable to accurately assess the size of its potential exposure. Recently, a competitor of ABN AMRO lost a case in the lower court that dealt with the same aspects of floating interest rates and margin adjustments on a loan covered by an interest rate swap that is also relevant for some of the ongoing proceedings.

Transaction reporting

ABN AMRO conducted an internal review into transaction reporting to the AFM and found that it had not accurately reported or had omitted to report a significant number of financial markets transactions in its Capital Markets Solutions business. Transaction reporting is the submission of data to the AFM about financial market transactions which includes details of the product traded, the trade counterparty and the trade characteristics such as buy/sell, price and the quantity concerned. ABN AMRO informed the AFM about the results of its review and back reported the related transactions. The AFM may take enforcement action including the imposition of a fine (maximum of EUR 1 million).

Imtech

ABN AMRO has extended credit to the Imtech N.V. group of businesses and it holds shares in Imtech N.V. further to an underwriting commitment in an Imtech N.V. rights offering. The Imtech N.V. group has been in financial difficulties ever since certain fraudulent events, perpetrated by certain managers and staff, were discovered a few years ago. In April 2015, Stichting Imtechclaim has threatened to initiate a collective action lawsuit against Imtech N.V., KPMG and the underwriters of the Imtech N.V. rights offering. Since a claim has not yet been formally filed, the complaint is not entirely clear but ABN AMRO expects that it would, among other complaints, refer to prospectus liability and inappropriate behaviour as a result of conflicts of interest (dubieuze dubbelrol). The amount of damages that Stichting Imtechclaim can claim depends on the number of persons in the class which, ABN AMRO believes, is currently very small.

Etesco Millennium – Tuzla Shipyard

ABN AMRO owns Etesco Millennium ("EM"), an offshore accommodation platform, through its SPV subsidiary Nazca Floatel B.V. ("Nazca"). Nazca acquired legal ownership of EM as a result of collateral execution in connection with a loan granted to the previous owner of EM. Nazca let EM out as a bareboat charter to Trese, a Mexican company. After Trese defaulted on multiple occasions on its payments, Nazca terminated the bareboat charter on 5 February 2015 while EM sat for reparations in Tuzla, a Turkish shipyard.

Trese initiated arbitration proceedings against Nazca before the London Court of International Arbitration for a claim in the amount of USD 65 million. Nazca has filed a counterclaim in the arbitration proceedings in the amount of USD 55 million. ABN AMRO has been advised that Trese is in poor liquidity position, as a result of which it is uncertain whether (i) Trese will pursue the arbitration, given the time and cost involved and (ii) Trese will be able to make payments to Nazca should Nazca’s claim be successful. Tuzla shipyard claims amounts from Nazca and ABN AMRO for the time EM is moored on its premises. Proceedings have not been served by Tuzla shipyard on Nazca or ABN AMRO.

Claims relating to the history of ABN AMRO

In April 2014, RBS PLC and RBS N.V. (together "RBS") commenced International Chamber of Commerce arbitration proceedings in Paris and court proceedings before the Brussels District Court against ABN AMRO and other parties. Both proceedings relate to the sale by RBS N.V. (formerly ABN AMRO Bank N.V.) in 2007 of 50% of the shares in a joint venture company specialised in asset management called ABN AMRO Mellon Global Securities N.V. (the "AA Mellon JV") to Mellon Bank N.A. ("Mellon"). A substantial part of the AA Mellon JV business consisted of ABN AMRO asset management funds (the "AAAM funds"). Due to the takeover in 2007 of the former ABN AMRO group by, amongst others, Fortis, the agreement between RBS and Mellon was allegedly re-negotiated as it was anticipated that Fortis, which was to become the owner of the AAAM funds, would move the asset management activities of those funds away from AA Mellon JV and take those activities in-house. This would likely have a negative impact on the expected revenues of AA Mellon JV. It was therefore allegedly agreed between RBS and Mellon that certain amounts due to a fall in revenues of the acquired AA Mellon JV business would be repayable by RBS to Mellon. As a result, RBS repaid certain amounts to Mellon in the beginning of 2009. In the Brussels court proceedings, RBS alleges that Fortis (currently divided into Ageas N.V., BNP Paribas Fortis N.V. and ABN AMRO Bank N.V. (as successor in title to Fortis Bank Nederland (Holding) N.V. ("FBNH"))) breached an alleged agreement to compensate RBS in an amount of EUR 75 million. ABN AMRO is scheduled to file a statement of defense in January 2016. In the arbitration proceedings, RBS alleges that it has suffered damages of EUR 135 million (EUR 75 million referred to above and an additional EUR 60 million allegedly paid to Mellon) in connection with the AA Mellon JV transaction for which it is allegedly indemnified under the Consortium Shareholders Agreement of 28 May 2007 (the "CSA") by the Fortis entities (Ageas and/or ABN AMRO) and/or the Dutch State, which became parties to the CSA by virtue of various deeds of accession. ABN AMRO has filed a short answer to RBS's request for arbitration in February 2015. The arbitration panel nomination was finalised in June 2015 and arbitration proceedings are ongoing.

A group of former Fortis SA/NV and Fortis N.V. shareholders, including the Vereniging voor Effectenbezitters is litigating against, among other persons, Ageas, certain banks and a number of former Fortis SA/NV and Fortis N.V. directors. The Vereniging voor Effectenbezitters alleges damages in excess of EUR 17 billion. The claimants in certain actions have been successful in establishing misleading disclosure by, among other persons, Ageas. ABN AMRO is not a party to any of these proceedings. Although ABN AMRO believes that there is no basis for successful claims against it in connection with these matters, it cannot be excluded that it is joined in current proceedings, or that proceedings in connection with the matters described above are brought against it.

Van den Berg Ponzi scheme

From 2002 to 2005, Mr René van den Berg invested large sums of money for third parties through his FBNH accounts. In 2005, Mr Van den Berg was declared bankrupt and sentenced to a term of imprisonment of five years for being the key player in a large Ponzi scheme fraud. The victims of this fraud are claiming an aggregate amount of EUR 35 million in damages from ABN AMRO (initially from FBNH, that was later incorporated into ABN AMRO) by reason of breaching a public duty of care. On 18 March 2014 the court of appeal delivered an interlocutory judgment that was unfavourable to ABN AMRO. ABN AMRO deemed this judgment to be fundamental to the proceedings and appealed to the Supreme Court of the Netherlands (Hoge Raad). ABN AMRO considers it likely that it will be ordered to partially compensate the victims of the Van den Berg Ponzi scheme fraud and maintains a provision of EUR 25 million for this purpose.

Discussions with tax authorities in Switzerland and Germany

The tax treatment of certain transactions related to discontinued securities financing activities in ABN AMRO's international offices that date back to the time before ABN AMRO assumed control of FBNH are the current subject of discussions with the Swiss and German tax authorities, respectively. In May 2015, a decision in the Swiss Supreme Court in a proceeding involving a similar transaction could lead to an unfavourable result for ABN AMRO. ABN AMRO has recognised a provision that it considers sufficient to cover its exposure in relation to claims made by the tax authorities.

Sentinel

In August 2007, Sentinel Management Group, Inc. ("Sentinel"), a futures commission merchant that managed customer segregated funds for the Company, filed for bankruptcy. Shortly before Sentinel filed for bankruptcy, Sentinel sold securities to Citadel Equity Fund, Ltd. The US Bankruptcy Court ordered funds from the sale to Citadel Equity Fund, Ltd be distributed to certain Sentinel customers. ABN AMRO received its pro rata share of USD 52,755,815 in total. On or about 15 September 2008, the bankruptcy trustee filed an adversary proceeding against all of the recipients of the court ordered distribution of funds from the Citadel Equity Fund, Ltd sale, including ABN AMRO, claiming the repayment of the amounts received. The complaint also includes a claim for other monies ABN AMRO received shortly before Sentinel filed for bankruptcy. This regards an amount of USD 4,000,399 and a claim for pre-judgment interest which could range from USD 443,000 to USD 9,720,000.

Ciccolella

ABN AMRO had granted credit facilities to Ciccolella Holding International B.V. and its subsidiaries, which were active in the flower trade business. As Ciccolella Holding International B.V. made losses and had liquidity issues, ABN AMRO terminated the facilities. Ciccolella Holding International B.V. and its subsidiaries were declared bankrupt in February 2013. The listed parent company of Ciccolella Holding International B.V. and one of its subsidiaries have brought proceedings against ABN AMRO and certain other parties on the basis of tort law principles. ABN AMRO would have contributed to the liquidity crisis as a result of not granting sufficient credit under the credit facilities. The amounts claimed are substantial.

Indemnity to the Dutch State

ABN AMRO Group N.V. and its subsidiaries have jointly and severally indemnified the Dutch State under an indemnity agreement for certain claims and liabilities. These include the Dutch State's obligation to provide funding or capital for the benefit of former ABN AMRO Bank business operations and assets and liabilities that were not allocated to any Consortium member for any amount in excess of EUR 42.5 million. In July 2015, ABN AMRO was informed by NLFI about a claim that RBS made against NLFI relating to a funding shortfall in those unallocated assets and liabilities. ABN AMRO Group N.V. and ABN AMRO Bank have also provided indemnifications for certain other matters, such as not properly performing certain agreed services and obligations as well as for claims made against or liabilities suffered by the Dutch State as a result of the implementation by ABN AMRO Group

N.V. and ABN AMRO Bank of certain opinions, suggestions or requirements which the Dutch State has made or imposed before 1 April 2010. It is not clear whether ABN AMRO Group N.V. or ABN AMRO Bank will have to pay any amounts under these indemnity agreements. It cannot be excluded that the Dutch State makes additional claims under these indemnification obligations."

35. In the Section "*The Issuer* – 1. *ABN AMRO Bank N.V.*", the following section shall be inserted after the last paragraph of the section titled "1.8 *Legal and arbitration proceedings*" on page 51:

"**1.9 Material Agreements**

The following are agreements that have been entered into by any member of ABN AMRO within the two years immediately preceding the date of this Supplement which are material or which have been entered into by any member of ABN AMRO at any other time and which contain provisions under which any member of ABN AMRO has an obligation or entitlement that is material to ABN AMRO as of the date of this Supplement and the acquisitions and disposals of or by any of the ABN AMRO's direct or indirect subsidiaries which have taken place after 2012.

ABN AMRO Pension Fund agreement

On 12 June 2014, as part of a new collective labour agreement ABN AMRO agreed on a new collective defined contribution plan provided by the ABN AMRO Pension Fund (*ABN AMRO Pensioenfonds*) for its employees in the Netherlands. This scheme replaces the former defined benefit scheme and covers all existing and future pension obligations of ABN AMRO with respect to employees in the Netherlands. The scheme qualifies as a defined contribution pension plan under EU IFRS.

For 2015, the pension contribution for the Dutch CDC plan is estimated to be approximately EUR 290 million, which is lower than the maximum annual pension contribution of the pensionable salary. For further information on the pension plan change, reference is made to note 28 of the 2014 Annual Report.

IBM Global Master Services Agreement

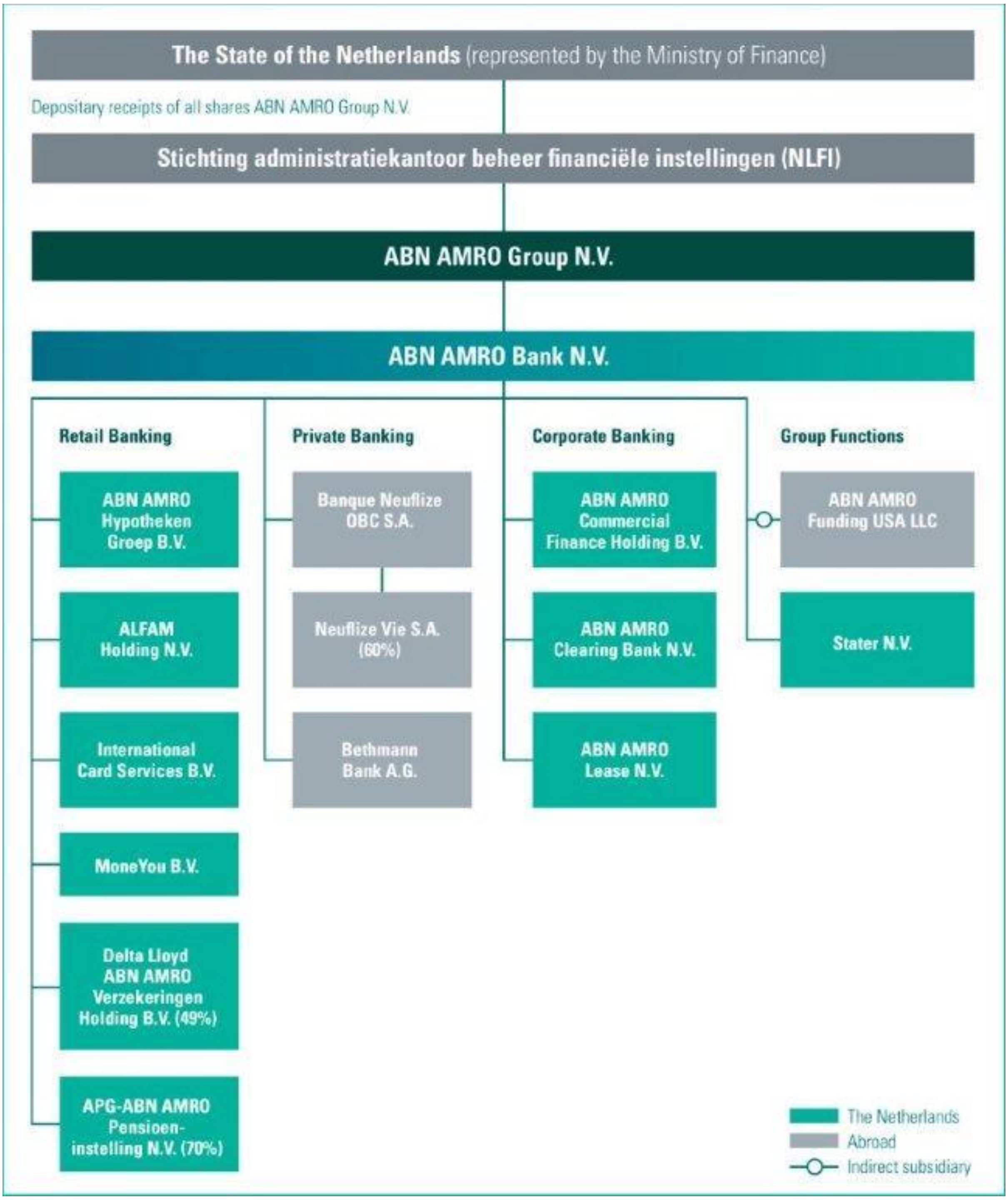
On August 31, 2005, ABN AMRO Bank entered into a Global Master Services Agreement ("**GMSA**") with IBM whereby ABN AMRO Bank outsourced the operational part of its core information and communication technology ("**IT**") to IBM. In 2010, this global outsource agreement was renewed, integrating the joint IT services requirements of both ABN AMRO and FBNH. As of 1 January 2015, ABN AMRO Bank and IBM renewed the GMSA for another 10 years, resulting in a restructuring of the services and a rationalisation of the cost base. The parties may, on request of ABN AMRO Bank, enter into negotiations on a possible extension of the

GMSA upon expiry. ABN AMRO Bank also has the right to unilaterally extend the GMSA for a period of one year.

The services that IBM delivers are of vital importance to the products ABN AMRO Bank delivers to its clients, both in the Netherlands and internationally. The IT landscape includes all IT related hardware, software, processes and professionals necessary for ABN AMRO Bank to deliver its services to its clients. IBM’s services can be divided into four areas: (1) data centre services, (2) end user services, (3) service management integration, and (4) related project services."

36. In the Section "*The Issuer – 2. Shareholder, Group and Control*" the diagram under "2.3 *Structure*", on page 55, shall in its entirety be replaced with the following diagram:

"



"

37. In the Section "*The Issuer – 2. Shareholder, Group and Control*" the second paragraph under "2.4 *Control*", on page 55, shall in its entirety be replaced with the following paragraph:

"The Dutch State keeps all options open for a return to the private market for ABN AMRO, but has indicated it favors an IPO. In August 2013, the Dutch Minister of Finance sent a letter to Parliament, stating, amongst others that an IPO is the most realistic exit strategy for ABN AMRO and that the final decision will depend on four prerequisites: (a) the financial sector is stable, (b) the market is ready, (c) ABN AMRO is ready and (d) the intention is to recover as much as possible of the total investments. In the meantime, ABN AMRO has started IPO preparations. NLFI remains the sole shareholder of ABN AMRO until the IPO. On 22 May 2015 the Minister stated that he expects the IPO to be launched at the earliest in the fourth quarter of 2015. On 1 July 2015 Dutch Parliament approved the Dutch Government's decision to return ABN AMRO to the private market. NLFI is responsible for managing the shares in ABN AMRO Group N.V. and exercising the rights associated with these shares under Dutch law, including voting rights. Moreover, material or principal decisions require the approval of the Dutch Minister of Finance, who will also be able to provide binding voting instructions with respect to such decisions. NLFI's objectives exclude disposing of or encumbering the shares, expect pursuant to an authorization from and on behalf of the Dutch Minister of Finance."

38. In the Section "*The Issuer* – 3. *Management and Governance*", the following shall be added to the "Principal activities performed by them outside ABN AMRO which are significant with respect to ABN AMRO" column under the section "*Composition of the Managing Board*" for Kees van Dijkhuizen on page 60:

    "Member of Board, Stichting Bewind"

39. In the Section "*Operating and Financial Review – 6.2 Key factors affecting results of operation*" the last sentence under "*Personnel expenses*" on page 67 shall be deleted in its entirety and replaced with the following sentences:

    "The annual pension contribution is maximised at 35% of the pensionable salary plus a fixed amount of EUR 25 million. For 2015, this translates into a maximum pension expense for the Dutch CDC plan of approximately EUR 350 million."

40. In the Section "*Operating and Financial Review – 6.2 Key factors affecting results of operation*", the following paragraphs shall be inserted immediately before the section titled "*Key drivers of impairment charges on loans and other receivables*" on page 68:

    "*European Central Bank*

    As of 4 November 2014, the European Central Bank assumed supervisory oversight of ABN AMRO in a joint supervisory team with the Dutch Central Bank. From 2015, ABN AMRO is required to pay a yearly contribution for this supervision.

    In addition to the abovementioned regulatory charges, ABN AMRO has seen an increase of costs related to implementation and compliance with new regulations."

41. In the Section "*Operating and Financial Review – 6.2 Key factors affecting results of operation*", the following sentence shall be inserted as the last sentence of the last paragraph of the section titled "*Economic developments*" on page 68:

"The Dutch economic recovery is reflected in low levels of provisioning in ABN AMRO with a cost of risk of 21 bps in the first six months of 2015 (31 December 2014: 45 bps; 31 December 2013: 63 bps; 31 December 2012: 53 bps)."

42. In the Section "*Operating and Financial Review – 6.2 Key factors affecting results of operation*", the following sentence shall be inserted as the last sentence of the penultimate paragraph of the section titled "*Regulatory developments*" on page 70:

"ABN AMRO expects total regulatory levies for 2015 to amount to approximately EUR 210 million net of tax (EUR 250 million pre-tax) and for 2016 to amount to approximately EUR 270 million net of tax (EUR 325 million pre-tax)."

43. In the Section "*7. General Information*", the paragraph titled "*Legal and arbitration proceedings*" on page 119 shall in its entirety be replaced with the following paragraph:

"**Legal and arbitration proceedings**

ABN AMRO is involved in a number of governmental, legal and arbitration proceedings in the ordinary course of its business in a number of jurisdictions, including those set out in "*5. The Issuer — 1. ABN AMRO BANK N.V.— 1.8 Legal and arbitration proceedings*". However, on the basis of information currently available, and having taken legal counsel with advisors, ABN AMRO is of the opinion that, save as set out above, it is not, nor has it been, involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which ABN AMRO or the Issuer is aware) during the 12 months preceding the date of this Registration Document which may have, or have had in the recent past, significant effects on the financial position or profitability of ABN AMRO, the Issuer and/or its subsidiaries."