

18 March 2016

**FINAL TERMS****ABN AMRO Bank N.V.**

*(incorporated in The Netherlands with its statutory seat in Amsterdam and registered in the Commercial Register of the Chamber of Commerce under number 34334259)*

**ISSUE OF  
USD 300,000,000 5.60 PER CENT. DATED SUBORDINATED NOTES  
DUE APRIL 2031  
(the "Notes")**

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

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the base prospectus dated 8 July 2015 as supplemented by a supplement dated 6 January 2016 and a supplement dated 17 February 2016, which together constitute a base prospectus (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on [www.abnamro.com/debtinvestors](http://www.abnamro.com/debtinvestors). Any information contained in or accessible through any website, including <http://www.abnamro.com/ir>, does not form a part of the Base Prospectus, unless specifically stated in the Base Prospectus, in any supplement hereto or in any document incorporated or deemed to be incorporated by reference in the Base Prospectus that all or any portion of such information is incorporated by reference in the Base Prospectus.

1.	Issuer:	ABN AMRO Bank N.V.
2.	(i) Series Number:	259
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	US dollar ("\$")
4.	Aggregate Nominal Amount:	
	– Tranche:	\$ 300,000,000
	– Series:	\$ 300,000,000
5.	Issue Price of Tranche:	100 per cent. of the Aggregate Nominal Amount

- |     |      |                             |   |
|-----|------|-----------------------------|---|
| 6.  | (a)  | Specified Denominations:    | \$ 1,000,000  |
|     | (b)  | Calculation Amount          | \$ 1,000,000  |
| 7.  | (i)  | Issue Date:                 | 8 April 2016  |
|     | (ii) | Interest Commencement Date: | Issue Date  |
| 8.  |      | Maturity Date:              | 8 April 2031  |
| 9.  |      | Interest Basis:             | 5.60 per cent. Fixed Rate<br><br>(See paragraph 14 below)   |
| 10. |      | Redemption/Payment Basis:   | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. |      | Change of Interest Basis:   | Not Applicable  |
| 12. |      | Put/Call Options:           | Regulatory Call<br><br>(see paragraph 19 below)   |
| 13. |      | Status of the Notes:        | Subordinated Tier 2   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|-------|--------------------------------------|--|
| 14. |       | <b>Fixed Rate Note Provisions</b>    | Applicable   |
|     | (i)   | Rate(s) of Interest:                 | 5.60 per cent. per annum   |
|     | (ii)  | Interest Payment Date(s):            | 8 April and 8 October in each year commencing on 8 October 2016 up to and including the Maturity Date in each case subject to adjustment in accordance with the Following Business Day Convention and Taipei, Target 2, New York and London as Business Centres for the definition of "Business Day", Unadjusted |
|     | (iii) | Fixed Coupon Amount(s):              | \$ 28,000 per Calculation Amount   |
|     | (iv)  | Broken Amount(s):                    | Not Applicable   |
|     | (v)   | Day Count Fraction:                  | 30/360   |
| 15. |       | <b>Floating Rate Note Provisions</b> | Not Applicable   |
| 16. |       | <b>Zero Coupon Note Provisions</b>   | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

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|-----|---|-------------------------------------|
| 17. | Issuer Call:  | Not Applicable                      |
| 18. | Investor Put:   | Not Applicable                      |
| 19. | Regulatory Call:  | Applicable                          |
|     | (i) Optional Redemption Amount(s):  | \$ 1,000,000 per Calculation Amount |
|     | (ii) Notice period (if other than as set out in the Conditions):                              | As set out in the Conditions        |
| 20. | Final Redemption Amount of each Note:   | \$ 1,000,000 per Calculation Amount |
| 21. | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: | \$ 1,000,000 per Calculation Amount |
| 22. | Variation or Substitution:  | Applicable                          |
| 23. | Condition 16 (Substitution of the Issuer) applies:  | Yes                                 |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|--|---|
| 24. | Form of Notes:   |   |
|     | (a) Form:  | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event |
|     | (b) New Global Note:   | Yes   |
| 25. | Financial Centre(s):   | Not Applicable  |
| 26. | Talons for future Coupons to be attached to definitive Notes (and dates on which such Talons mature):                          | Yes   |
| 27. | For the purposes of Condition 13, notices to be published in the Financial Times (generally yes, but not for domestic issues): | Yes   |

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|-----|---|---|
| 28. | Whether Condition 7(a) of the Notes applies (in which case Condition 6(b) of the Notes will not apply) or whether Condition 7(b) and Condition 6(b) of the Notes apply: | Condition 7(b) and Condition 6(b) apply |
| 29. | Calculation Agent as referred to in Condition 5(d):   | Not Applicable                          |

Signed on behalf of ABN AMRO Bank N.V.:

By: \_\_\_\_\_

*Duly authorised*

By: \_\_\_\_\_

*Duly authorised*

## PART B – OTHER INFORMATION

## 1. LISTING AND ADMISSION TO TRADING

Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Taipei Exchange (TPEX) with effect from 8 April 2016.

## 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S & P: BBB-

Moody's: Baa3

Fitch: A-

Standard & Poor's Credit Market Services France SAS ("**S&P**"), Moody's Investors Service, Limited ("**Moody's**") and Fitch Ratings Ltd. ("**Fitch**") are established in the EEA and registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**").

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for the Issuer and its affiliates in the ordinary course of business.

4. YIELD (*Fixed Rate Notes only*)

Indication of yield: 5.60 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 5. OPERATIONAL INFORMATION

(i) ISIN Code: XS1385037558

(ii) Common Code: 138503755

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|-------|--|--|
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable   |
| (iv)  | Delivery:  | Delivery against payment   |
| (v)   | Names and addresses of initial Paying Agent(s) (if any):   | ABN AMRO Bank N.V.<br>Kemelstede 2<br>4817 ST Breda<br>The Netherlands   |
| (vi)  | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable   |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes. Note that the designation "yes" does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## 6. DISTRIBUTION

- |       |                                    |   |
|-------|------------------------------------|---|
| (i)   | Method of distribution:            | Non-syndicated  |
| (ii)  | Names of Managers:                 | HSBC Bank (Taiwan) Limited<br>Standard Chartered Bank (Taiwan) Limited  |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable  |
| (iv)  | U.S. Selling Restrictions:         | Regulation S Category 2; TEFRA D  |
| (v)   | Additional selling restrictions:   | R.O.C. Selling Restrictions<br><br>The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly, in the Republic of China (Taiwan), to investors other than "professional institutional investors" as defined under Subparagraph 1, Paragraph 1, Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds and Paragraph 2, Article 4 of the Financial Consumer Protection Act (" <b>Professional Institutional Investors</b> "). Purchasers of the Notes are not permitted to sell or otherwise |

dispose of the Notes except by transfer to a Professional Institutional Investor.

- (vi) Enhanced information disclosure with respect to the difference between the Notes and the senior notes issued by the Issuer:

Base Prospectus -

Page 18-19: Paragraph C.8 - The Rights Attaching to the Notes, including Ranking and Limitations to those Rights

Page 35-39: Risks related to Subordinated Notes

Page 102-103: Condition 3. Status and Characteristics relating to Subordinated Notes