

FINAL TERMS

Date: 29 November 2024

ABN AMRO Bank N.V.

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

Legal Entity Identifier (LEI): BFXS5XCH7N0Y05NIXW11

Issue of US\$750,000,000 Aggregate Principal Amount of 4.988% Senior Non-Preferred Callable Fixed-Rate Reset Notes due 2028 (the "Senior Non-Preferred Notes")

under the Program for the issuance of Medium Term Notes

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Senior Non-Preferred Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**EU MiFID II**"); or (ii) a customer within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Senior Non-Preferred Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Non-Preferred Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Senior Non-Preferred Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Senior Non-Preferred Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior Non-Preferred Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

EU MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Senior Non-Preferred Notes has led to the conclusion that: (i) the target market for the Senior Non-Preferred Notes is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Senior Non-Preferred Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Non-Preferred Notes (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Senior Non-Preferred Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

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

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

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Senior Non-Preferred Notes (the "**Conditions**") set forth in the securities note dated 7 June 2024 (the "**Securities Note**"). This document constitutes the Final Terms of the Senior Non-Preferred Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the base prospectus consisting of separate documents i.e. (i) the Securities Note and (ii) the registration document of the Issuer dated 7 June 2024 as supplemented by a first supplement dated 20 August 2024 and a second supplement dated 22 November 2024 (the "**Registration Document**" and together with the Securities Note, the "**Base Prospectus**", as supplemented by a first supplement dated 20 August 2024 and a second supplement dated 22 November 2024) in order to obtain all the relevant information. Full information on the Issuer and the offer of the Senior Non-Preferred Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on <http://www.abnamro.com/en/investor-relations/debt-investors/index.html>. Any information contained in or accessible through any website, including <http://www.abnamro.com/ir>, does not form a part of the Base Prospectus and has not been scrutinised or approved by the AFM, unless specifically stated in the Base Prospectus, in any supplement hereto or in any document incorporated by reference in the Base Prospectus that all or any portion of such information is incorporated by reference in the Base Prospectus.

1. Issuer: ABN AMRO Bank N.V.
2. (i) Series Number: 28
(ii) Tranche Number: 1
(iii) Date on which the Senior Non-Preferred Notes become fungible: Not Applicable
3. Specified Currency or Currencies: US\$
4. Aggregate Principal Amount: US\$750,000,000
of which:
US\$684,200,000 144A
US\$65,800,000 Regulation S
(i) Series: US\$750,000,000
of which:
US\$684,200,000 144A
US\$65,800,000 Regulation S
(ii) Tranche: US\$750,000,000
of which:
US\$684,200,000 144A
US\$65,800,000 Regulation S
5. Issue Price of Tranche: 100.000% of the Aggregate Principal Amount
6. (i) Specified Denominations: US\$200,000 and integral multiples of US\$100,000 in excess thereof
(ii) Calculation Amount: US\$100,000
7. (i) Issue Date: 3 December 2024

	(ii)	Interest Commencement Date:	Issue Date
	(iii)	Trade Date:	25 November 2024
8.		Maturity Date:	3 December 2028
9.		Interest Basis:	Fixed Rate Reset Notes (further particulars specified in paragraph 15)
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at the Maturity Date at 100% of the Principal Amount
11.		Change of Interest Basis:	Not Applicable
12.		Call Options:	Issuer Call (further particular specified in paragraph 17 below) MREL Disqualification Event Call (further particular specified in paragraph 20 below) Tax Call (further particular specified in paragraph 26 below)
13.		Status of the Notes:	Senior Non-Preferred Notes – the Terms and Conditions of the Senior Non-Preferred Notes shall apply
14.		Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.		Fixed Rate Note Provisions	Applicable
	(i)	Rate(s) of Interest / Initial Rate of Interest / Subsequent Fixed Reset Rate of Interest (if any):	From (and including) the Issue Date up to (but excluding) the First Fixed Reset Date, the Initial Rate of Interest shall be 4.988% per annum payable semi-annually in arrear on each Interest Payment Date. From (and including) the First Fixed Reset Date up to (but excluding) the Maturity Date, the aggregate of 0.780% (the " Reset Margin ") and the U.S. Treasury Rate per annum determined on the Fixed Reset Determination Date by the Calculation Agent (the " Subsequent Fixed Reset Rate of Interest ") payable semi-annually in arrear on each Interest Payment Date. " U.S. Treasury Rate " means with respect to the Fixed Reset Date, the yield determined by the Calculation Agent in accordance with the following two paragraphs.

The U.S. Treasury Rate shall be determined by the Calculation Agent after 4:15 p.m., New York City time (or after such time as yields on U.S. government securities are posted daily by the Board of Governors of the Federal Reserve System), on the Fixed Reset Determination Date based upon the yield or yields for the most recent day that appear after such time on such day in the most recent statistical release published by the Board of Governors of the Federal Reserve System designated as "Selected Interest Rates (Daily) - H.15" at <https://www.federalreserve.gov/releases/h15/> (or any successor designation or publication) ("**H.15**") under the caption "U.S. government securities–Treasury constant maturities–Nominal" (or any successor caption or heading) ("**H.15 TCM**"). In determining the Treasury Rate, the Calculation Agent shall select, as applicable: (1) the yield for the Treasury constant maturity on H.15 exactly equal to the yield on actively traded U.S. Treasury securities adjusted to constant maturity for 1-year maturities on the Fixed Reset Determination Date; or (2) if there is no such Treasury constant maturity on H.15 exactly equal to 1-year (the "**Applicable Term**"), the two yields – one yield corresponding to the Treasury constant maturity on H.15 immediately shorter than the Applicable Term and one yield corresponding to the Treasury constant maturity on H.15 immediately longer than the Applicable Term – and shall interpolate on a straight-line basis (using the actual number of days in the Applicable Term) using such yields and rounding the result to three decimal places; or (3) if there is no such Treasury constant maturity on H.15 shorter than or longer than the Applicable Term, the yield for the single Treasury constant maturity on H.15 closest to the Applicable Term.

If on the Fixed Reset Determination Date H.15 TCM is no longer published, the Calculation Agent shall calculate the U.S. Treasury Rate based on the rate per annum equal to the semi-annual equivalent yield to maturity at 11:00 a.m., New York City time, on the business day following the Fixed Reset Determination Date of the United States Treasury security maturing on, or with a maturity that is closest to, the Maturity Date, as applicable. If there is no United States Treasury security maturing on the Maturity Date but there are two or more United States Treasury securities with a maturity date equally distant from the Maturity Date, one with a maturity date preceding the Maturity Date and one with a maturity date following the Maturity Date, the Calculation Agent shall select the United States Treasury security with a maturity date preceding the Maturity Date. If there are two or more United States Treasury securities maturing on the Maturity Date or two or more United States Treasury securities meeting the criteria of the preceding sentence, the Calculation Agent shall select from among these two or more United States Treasury securities the United States Treasury security that is trading closest to par based upon the average of the bid and asked prices for such United States Treasury securities at 11:00 a.m., New York City time. In determining the U.S. Treasury Rate in accordance with the terms of this paragraph, the semi-annual yield to maturity of the

applicable United States Treasury security shall be based upon the average of the bid and asked prices (expressed as a percentage of principal amount) at 11:00 a.m., New York City time, of such United States Treasury security, and rounded to three decimal places.

- (ii) Fixed Interest Period: Period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.
 - (iii) Interest Payment Date(s): For the interest period from, and including, the Issue Date to, but excluding, 3 December 2027, interest will be payable semi-annually in arrear on 3 June and 3 December each year, beginning on 3 June 2025 and ending on 3 December 2027, in each case subject to adjustment in accordance with the Following Business Day Convention, Unadjusted.

For the interest period from, and including, 3 December 2027 to, but excluding, 3 December 2028, interest will be payable semi-annually in arrear on 3 June 2028 and 3 December 2028, in each case subject to adjustment in accordance with the Following Business Day Convention, Unadjusted.
 - (iv) First Interest Payment Date: 3 June 2025
 - (v) Fixed Coupon Amount(s): US\$2,494 per Calculation Amount in relation to the Fixed Interest Periods up to and including the First Fixed Reset Date
 - (vi) Initial/Final Amount(s): Broken Not Applicable
 - (vii) Day Count Fraction: 30/360
 - (viii) Determination Date(s): Not Applicable
 - (ix) Additional Business Center(s): New York
 - (x) Fixed Rate Reset Notes: Applicable
- First Fixed Reset Period: From 3 December 2027 to the Maturity Date
 - Fixed Reset Determination Date: Second Business Day prior to the First Fixed Reset Date
 - First Fixed Reset Date: 3 December 2027
 - Subsequent Fixed Reset Date(s): Not Applicable
 - Subsequent Fixed Reset Period(s): Not Applicable

- Reset Margin(s): 0.780% in respect of the First Fixed Reset Period
- Day Count Fraction relating to the Fixed Reset Period: 30/360
- Reference Rate Replacement: Not Applicable

16. **Floating Rate Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call: Applicable
- (i) Optional Redemption Date(s): 3 December 2027
 - (ii) Optional Redemption Amount(s) of each Note: 100% per Calculation Amount
 - (iii) Party responsible for calculating Optional Redemption Amount (if not the Fiscal Agent, Calculation Agent or Exchange Rate Agent): Not Applicable
 - (iv) If redeemable in part: Not Applicable
 - (v) Notice period: Not less than 15 nor more than 30 days' notice
18. Final Redemption Amount of each Note: 100% per Calculation Amount
- (i) Payment date (if other than as set out in the Conditions): Not Applicable
19. Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or upon an event of default or other early redemption (if required or different from that set out in Condition 6(e)): Condition 6(e) applies
20. MREL Disqualification Event Call: Full or partial exclusion

- (i) Optional Redemption Amount(s) of each Note: US\$100,000 per Calculation Amount
 - (ii) Notice period: Not less than 15 nor more than 30 days' notice
21. Variation or Substitution of Senior Non-Preferred Notes: Applicable

GENERAL PROVISIONS APPLICABLE TO THE SENIOR NON-PREFERRED NOTES

22. Form of Senior Non-Preferred Notes: Registered
- DTC Regulation S Global Certificate registered in the name of, or nominee of, DTC
- Rule 144A Global Certificate registered in the name of, or the name of a nominee of, DTC
23. New Safekeeping Structure: No
24. Additional Financial Center(s): Not Applicable
25. For the purposes of Condition 12, notices to be published in the Financial Times: No
26. Whether Condition 7(a) of the Senior Non-Preferred Notes applies (in which case Condition 6(b) of the Senior Non-Preferred Notes will not apply) or whether Condition 7(b) and Condition 6(b) of the Senior Non-Preferred Notes apply: Condition 7(b) and Condition 6(b) apply
27. Condition 15 of the Senior Non-Preferred Notes applies: No
28. Relevant Benchmark: U.S. Treasury Rate

DISTRIBUTION

29. (i) If syndicated, names of Agents: ABN AMRO Capital Markets (USA) LLC
Citigroup Global Markets Inc.
J.P. Morgan Securities LLC
Morgan Stanley & Co. LLC
TD Securities (USA) LLC
Wells Fargo Securities, LLC
- (ii) Date of Pricing Term Sheet: 25 November 2024

- (iii) Stabilizing Manager(s) (if any): Not Applicable
30. If non-syndicated, name of relevant Agent: Not Applicable
31. Eligibility: Rule 144A and Reg S
32. U.S. Selling Restrictions: 144A/Reg S

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

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

By:

Duly authorized

By:

Duly authorized

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Admission to Trading: Application has been made by the Issuer (or on its behalf) for the Senior Non-Preferred Notes to be admitted to trading on Euronext Amsterdam with effect from the Issue Date.

(ii) Estimate of total expenses related to admission to trading: EUR 5,150

2. RATINGS

Ratings: The Senior Non-Preferred Notes to be issued have been rated:

S&P: BBB

Moody's: Baa1

Fitch: A

In accordance with S&P's rating definitions, an obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

In accordance with Moody's' rating definitions, obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

In accordance with Fitch's rating definitions, 'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

S&P Global Ratings Europe Limited ("**S&P**"),
Moody's France SAS ("**Moody's**") and Fitch Ratings

Ireland Limited ("**Fitch**") are established in the EEA and registered under Regulation (EC) No 1060/2009 (the "**CRA Regulation**").

A rating does not constitute a recommendation to purchase, sell or hold a particular Note.

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

Save for any fees payable to the Agents, so far as the Issuer is aware, no person involved in the issue of the Senior Non-Preferred Notes has an interest material to the offer.

The Agents and their respective affiliates are full service financial institutions and they may provide or may have in the past provided services to the Issuer in that capacity, and they may hold or make investment recommendations relating to securities or instruments of the Issuer. See "*Plan of Distribution*".

4. **REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the offer: See "*Use of Proceeds*" wording in Securities Note

Estimated net proceeds: US\$ 748,125,000

5. **YIELD**

Indication of yield: 4.988% per annum (applicable up to (and including) the First Fixed Reset Date)

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

6. **OPERATIONAL INFORMATION**

(i) CUSIP: *Rule 144A*: 00084DBD1

Regulation S: 00084EAH1

(ii) ISIN Code: *Rule 144A*: US00084DBD12

Regulation S: US00084EAH18

(iii) Common Code: *Rule 144A*: 295251107

Regulation S: 295251140

- (vi) Any clearing system(s) other than DTC or Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (vii) Delivery: Delivery against payment
- (viii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: No

Whilst the designation is specified as "no", should the Eurosystem eligibility criteria be amended in the future such that the Senior Non-Preferred Notes are capable of meeting them, the Senior Non-Preferred Notes may then be deposited with one of the ICSDs acting as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper).

Note that this does not mean that the Senior Non-Preferred Notes will then be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.