

SUPPLEMENT DATED 9 JUNE 2023 TO (I) THE BASE PROSPECTUS DATED 31 AUGUST 2022 AND (II) THE BASE PROSPECTUSES DATED 8 SEPTEMBER 2022



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)

**Programme for the Issuance of Medium Term Notes, the €40,000,000,000
Covered Bond Programme and Covered Bond Programme 2**

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with:

(i) the base prospectus dated 31 August 2022, as supplemented by the first supplement dated 29 September 2022 (the "**MTN Base Prospectus**") consisting of separate documents in relation to ABN AMRO Bank N.V.'s (the "**Issuer**") Programme for the Issuance of Medium Term Notes (the "**MTN Programme**");

(ii) the base prospectus dated 8 September 2022 (the "**CB Base Prospectus**") consisting of separate documents in relation to the Issuer's €40,000,000,000 Covered Bond Programme (the "**CB Programme**") guaranteed as to payments of interest and principal by ABN AMRO Covered Bond Company B.V. (the "**CBC**"); and

(iii) the base prospectus dated 8 September 2022 (the "**CB2 Base Prospectus**") consisting of separate documents in relation to Issuer's Covered Bond Programme 2 (the "**CB2 Programme**") guaranteed as to payments of interest and principal by ABN AMRO Covered Bond Company 2 B.V. (the "**CBC2**").

The MTN Base Prospectus, the CB Base Prospectus and the CB2 Base Prospectus comprise of the registration document of the Issuer dated 10 June 2022 (as supplemented) (the "**Registration Document**") and the securities note dated 31 August 2022, as supplemented, (in relation the MTN Programme, the "**MTN Securities Note**"), the securities note dated 8 September 2022 (in relation to the CB Programme, the "**CB Securities Note**") and the securities note dated 8 September 2022, as supplemented (in relation to the CB2 Programme, the "**CB2 Securities Note**"), respectively.

This Supplement, together with each of the MTN Base Prospectus, CB Base Prospectus and CB2 Base Prospectus, constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Terms given a defined meaning in the MTN Base Prospectus, CB Base Prospectus and CB2 Base Prospectus respectively 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 or any statement incorporated by reference into either the MTN Base Prospectus, CB Base Prospectus or CB2 Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the MTN Base Prospectus, CB Base Prospectus or CB2 Base Prospectus, the statements in (a) above will prevail.

ABN AMRO Bank N.V. (in its capacity as Issuer) accepts responsibility for the information contained in this Supplement and the CBC and CBC2 accept responsibility for the information relating to the CBC and CBC2 respectively contained in this Supplement, and each declares that, to the best of its knowledge, the information (in case of the CBC and CBC2 respectively, as such information relates to it) contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

This Supplement has been approved by The Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, "AFM") as the competent authority in the Issuer's home Member State pursuant to the Prospectus Regulation. The AFM has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement or of the quality of the securities that are the subject of the MTN Base Prospectus, CB Base Prospectus or CB2 Base Prospectus.

Arranger

ABN AMRO

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplement or the MTN Base Prospectus or the CB Base Prospectus or the CB2 Base Prospectus, the applicable Final Terms or any document incorporated by reference herein or therein, or any other information supplied in connection with the MTN Programme, the CB Programme, the CB2 Programme, the Covered Bonds or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the CBC, the CBC2, the Arranger, the Trustee or any Dealer.

This Supplement, the MTN Base Prospectus, the CB Base Prospectus and the CB2 Base Prospectus do not, and are not intended to, constitute an offer to sell or a solicitation of an offer to buy any of the Notes or Covered Bonds by or on behalf of the Issuer, the CBC, the CBC2, the Arranger, the Trustee or any Dealer in any jurisdiction in which such offer or solicitation is not authorised or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Neither this Supplement, the MTN Base Prospectus, the CB Base Prospectus, the CB2 Base Prospectus nor any other information supplied in connection with the MTN Programme, the CB Programme or CB2 Programme should be considered as a recommendation by the Issuer, the CBC, the CBC2, the Arranger, the Trustee or any Dealer that any recipient of this Supplement, the MTN Base Prospectus, the CB Base Prospectus, the CB2 Base Prospectus or any other information supplied in connection with the MTN Programme, CB Programme or CB2 Programme should purchase any Notes or Covered Bonds (as the case may be). Accordingly, no representation, warranty or undertaking, express or implied, is made by the Arranger, the Trustee or any Dealer in their capacity as such. Each investor contemplating purchasing any Notes or Covered Bonds should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer, the CBC and CBC2.

Neither the delivery of this Supplement, the MTN Base Prospectus, the CB Base Prospectus, the CB2 Base Prospectus nor the offering, sale or delivery of any Notes or Covered Bonds shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the dates thereof or that any other information supplied in connection with the MTN Programme, the CB Programme, the CB2 Programme, the Covered Bonds or the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Arranger, the Trustee and any Dealer expressly do not undertake to review the financial condition or affairs of the Issuer, the CBC, the CBC2 or the Originators during the life of the MTN Programme or CB Programme.

The Issuer, the CBC, the CBC2, the Originators, the Arranger, the Trustee and any Dealer do not represent that this Supplement, the MTN Base Prospectus, the CB Base Prospectus or the CB2 Base Prospectus may be lawfully distributed, or that Notes or Covered Bonds may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction. In particular, unless specifically indicated to the contrary in the applicable Final Terms, no action has been taken by the Issuer, the CBC, the CBC2, the Originators, the Arranger, the Trustee or any Dealer appointed under either the MTN Programme, CB Programme or the CB2 Programme which is intended to permit a public offering of the Notes or Covered Bonds or distribution of this Supplement, the MTN Base Prospectus, the CB Base Prospectus or the CB2 Base Prospectus in any jurisdiction where action for that purpose is required. Accordingly, the Notes or Covered Bonds may not be offered or sold, directly

or indirectly, and neither this Supplement, the MTN Base Prospectus, the CB Base Prospectus, the CB2 Base Prospectus, together with its attachments, nor any advertisement or other offering material may be distributed or published in any jurisdiction where such distribution and/or publication would be prohibited and each Dealer (if any) will be required to represent that all offers and sales by it will be made on these terms.

The distribution of this Supplement, the MTN Base Prospectus, the CB Base Prospectus and the CB2 Base Prospectus and the offer or sale of Notes and Covered Bonds may be restricted by law in certain jurisdictions. Persons into whose possession this Supplement, the MTN Base Prospectus, the CB Base Prospectus, the CB2 Base Prospectus, any Covered Bonds or any Notes come must inform themselves about, and observe, any such restrictions. See "Subscription and Sale" on pages 202 through 208 of the MTN Securities Note, "Subscription and Sale" on pages 135 through 138 of the CB Securities Note and "Subscription and Sale" on pages 148 through 152 of the CB2 Securities Note. In particular, the Notes, Covered Bonds and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes and Bearer Covered Bonds are in bearer form and are subject to United States tax law requirements. Subject to certain exceptions, the Notes and Covered Bonds may not be offered, sold or delivered within the United States or to U.S. persons.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

On 9 June 2023, the AFM approved ABN AMRO's new registration document (the "**2023 Registration Document**") as the registration document dated 10 June 2022 as supplemented by the first supplement dated 31 August 2022, the second supplement dated 14 September 2022, the third supplement dated 10 November 2022, the fourth supplement dated 10 February 2023, the fifth supplement dated 13 February 2023, the sixth supplement dated 17 March 2023 and the seventh supplement dated 15 May 2023 (the "**2022 Registration Document**") has expired.

1. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the MTN Base Prospectus shall be supplemented in the manner described below (references to page numbers are to the pages of the MTN Base Prospectus dated 31 August 2022):

In Section *Documents Incorporated by Reference*, on page 40, the following new paragraph (d) shall be inserted (with the replacement of "," at the end of paragraph (c) with ";"):

- "(d) the registration document of the Issuer dated 9 June 2023, as supplemented from time to time, which can be obtained from https://assets.ctfassets.net/1u811bvgvthc/3pi5gaPCxTNP5h87oPeAHx/af9ce52db19cf7318856f438e8973a79/ABN_AMRO_144A_Program_Update_2023_-_Registration_Document.pdf."

2. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the CB Base Prospectus shall be supplemented in the manner described below (references to page numbers are to the pages of the CB Base Prospectus dated 8 September 2022):

In "*Section D.1 Incorporation by reference*" on page 65, the following new paragraph (c) shall be inserted (with the deletion of "and" at the end of paragraph (a) and the replacement of "." at the end of paragraph (b) with "; and"):

- "(c) the registration document of the Issuer dated 9 June 2023, as supplemented from time to time, which can be obtained from https://assets.ctfassets.net/1u811bvgvthc/3pi5gaPCxTNP5h87oPeAHx/af9ce52db19cf7318856f438e8973a79/ABN_AMRO_144A_Program_Update_2023_-_Registration_Document.pdf."

3. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the CB2 Base Prospectus shall be supplemented in the manner described below (references to page numbers are to the pages of the CB2 Base Prospectus dated 8 September 2022):

In "*Section D.1 Incorporation by reference*" on page 74, the following new paragraph (c) shall be inserted (with the deletion of "and" at the end of paragraph (a) and the replacement of "." at the end of paragraph (b) with "; and"):

- "(c) the registration document of the Issuer dated 9 June 2023, as supplemented from time to time, which can be obtained from https://assets.ctfassets.net/1u811bvgvthc/3pi5gaPCxTNP5h87oPeAHx/af9ce52db19cf7318856f438e8973a79/ABN_AMRO_144A_Program_Update_2023_-_Registration_Document.pdf".

Throughout the MTN Base Prospectus, the CB Base Prospectus and CB2 Base Prospectus, unless the context requires otherwise, each reference to the "Registration Document" shall be deemed to include a reference to the 2023 Registration Document (as supplemented from time to time).