

**FINAL TERMS**

Originally dated 27 February 2007 and amended and restated on 19 March 2015

**ABN AMRO Bank N.V.**

*(incorporated with limited liability in The Netherlands with its statutory seat in Amsterdam,  
acting through its head office)*

**Issue of EUR 1,500,000,000 4.25 per cent. Fixed Rate Covered Bonds**

**Guaranteed as to payment of principal and interest by  
ABN AMRO Covered Bond Company B.V.  
under the EUR 30,000,000,000  
Covered Bond Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions applicable to the Covered Bonds (the "**Conditions**"), a copy of which is attached as a schedule to a trust deed dated 30 August 2005 between ABN AMRO Bank N.V., ABN AMRO Covered Bond Company B.V. and Stichting Trustee ABN AMRO Covered Bond Company (such trust deed as most recently amended and restated on 8 December 2014 and as further amended and/or supplemented and/or restated from time to time) and which terms and conditions in their then current form were set forth in the Base Prospectus dated 29 August 2006 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands and copies may be obtained from Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands or by e-mail request from [bonds.listings@abnamro.com](mailto:bonds.listings@abnamro.com).

- |    |      |  |  |
|----|------|--|--|
| 1. | (i)  | Issuer:  | ABN AMRO Bank N.V., acting through its head office |
|    | (ii) | CBC:   | ABN AMRO Covered Bond Company B.V.                 |
| 2. |      | Series Number:   | 41   |
| 3. |      | Specified Currency or Currencies:                              | euro (" <b>EUR</b> ")                              |
| 4. |      | Aggregate Nominal Amount of Covered Bonds admitted to trading: |  |

- Series: EUR 1,500,000,000
5. Issue Price: 99.513 per cent. of the Aggregate Nominal Amount
6. Specified Denominations: EUR 50,000
7. (i) Issue Date: 1 March 2007
- (ii) Interest Commencement Date: 1 March 2007
8. (i) Final Maturity Date: 1 March 2017
- (ii) Bullet Maturity: Soft
- (iii) Extended Due for Payment Date: Applicable. The Specified Interest Payment Date falling on or nearest to 1 March 2018
9. Interest Basis: 4.25 per cent. Fixed Rate from, and including, the Interest Commencement Date to, but excluding, the Final Maturity Date.
- From, and including, the Extension Date in respect of the Covered Bonds described herein (if applicable) to, but excluding, the Extended Due for Payment Date (unless the Guaranteed Final Redemption Amount in respect of the Covered Bonds described herein is paid in full prior to such date), one month EURIBOR + 0.03 per cent. Floating Rate (further particulars specified below).
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis: In accordance with paragraphs 16 and 17 below.
12. Change of Redemption/ Payment Basis: Not Applicable
13. Call Options: Not Applicable
14. (i) Status of the Covered Bonds: Unsubordinated, unsecured, guaranteed

- (ii) Status of the Guarantee: Unsubordinated, secured, unguaranteed
- 15. Method of distribution: Syndicated

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

- 16. **Fixed Rate Covered Bond Provisions** Applicable
  - (i) Rate of Interest: 4.25 per cent. per annum payable annually in arrear on each Interest Payment Date set out in (ii) below
  - (ii) Interest Payment Date(s): 1 March in each year up to and including the Final Maturity Date adjusted in accordance with Modified Following Business Day Convention. First Interest Payment Date on 1 March 2008.
  - (iii) Fixed Coupon Amount(s): 4.25 per Specified Denomination
  - (iv) Broken Amount(s): Not Applicable
  - (v) Day Count Fraction: Actual/Actual (ICMA), unadjusted
  - (vi) Determination Date(s): 1 March in each year
  - (vii) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not applicable
- 17. **Floating Rate Covered Bond Provisions** Applicable
  - (i) Interest Period(s): 1 month
  - (ii) Specified Period: Not Applicable
  - (iii) Specified Interest Payment Dates: The 1st of each month, from, and including, the First Interest Payment Date set out in (iv) below up to and including the earlier of: (i) the Extended Due for Payment Date and (ii) the date on which the Guaranteed Final Redemption Amount in respect of the Covered Bonds described herein is paid in full, subject to adjustment in accordance with the Business Day Convention set out in (v) below

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- (iv) First Interest Payment Date: 1 April 2017, provided that the Extension Date occurs in respect of the Covered Bonds described herein
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Unadjusted: No
- (vii) Additional Business Centre(s): Not Applicable
- (viii) Manner in which the Rate(s) of Interest and Interest Amount(s) is/are to be determined: Screen Rate Determination
- (ix) Calculation Agent: Principal Paying Agent
- (x) Screen Rate Determination: Yes
- Reference Rate: 1 Month EURIBOR
- Interest Determination Date(s): The second day on which TARGET2 is open prior to the start of each Interest Period
- Relevant Screen Page: Reuters EURIBOR01
- (xi) ISDA Determination: No
- (xii) Margin(s): + 0.03 per cent. per annum
- (xiii) Minimum Rate of Interest: Not Applicable
- (xiv) Maximum Rate of Interest: Not Applicable
- (xv) Day Count Fraction: Actual/360
18. **Zero Coupon Covered Bond Provisions** Not Applicable
19. **Index Linked Interest Covered Bond/ other variable linked interest Covered Bond Provisions** Not Applicable
20. **Equity Linked Interest Covered Bond Provisions** Not Applicable

21. **Dual Currency Interest Covered Bond Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

22. **Issuer Call** Not Applicable
23. **Final Redemption Amount of each Covered Bond** EUR 50,000 per Covered Bond of the Specified Denomination
24. **Early Redemption Amount of each Covered Bond**

Early Redemption Amount(s) of each Covered Bond payable on redemption for taxation reasons, or on acceleration following an Issuer Event of Default as against the Issuer or a CBC Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): As set out in Condition 6

**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

25. **Form of Covered Bonds:** Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds only upon an Exchange Event.
26. **New Global Note** Yes
27. **Exclusion of set-off** Not applicable
28. **Financial Centre(s) or other special provisions relating to Payment Dates:** London and Amsterdam TARGET
29. **Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature):** No

30. Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: Not Applicable
31. Details relating to Instalment Covered Bonds: amount of each instalment, comprising the Issue Price and date on which each payment is to be made: Not Applicable
32. Consolidation provisions: Not Applicable
33. Other final terms: Not Applicable

**DISTRIBUTION**

34. (i) If syndicated, names of Managers: - ABN AMRO Bank N.V.  
- CALYON Corporate and Investment Bank  
- HSBC Bank Plc  
- BNP Paribas  
- Caja Madrid  
- Bayerische Hypo- und Vereinsbank AG  
- Ixis Corporate & Investment Bank  
- Landesbank Baden-Württemberg  
- Morgan Stanley & Co. International Limited  
- WestLB AG
- (ii) Stabilising Manager(s) (if any): ABN AMRO Bank N.V.
35. If non-syndicated, name of relevant Dealer(s): Not Applicable

36. Applicable Netherlands / Global selling restriction: Not Applicable
37. Additional selling restrictions: Applicable. Until the expiry of the period of 40 days after 19 March 2015, sales of the Covered Bonds described herein may not be made in the United States or to U.S. persons (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "**Securities Act**")) unless made outside the United States pursuant to Rule 903 and 904 of Regulation S (as defined in the Securities Act).

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the Programme for the issuance of Covered Bonds of ABN AMRO Bank N.V.

**RESPONSIBILITY**

The Issuer and the CBC accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Signed on behalf of the CBC:

By:

By:

*Duly authorised*

*Duly authorised*

By:

By:

*Duly authorised*

*Duly authorised*

**PART B – OTHER INFORMATION**

**1. LISTING**

- (i) Listing: Euronext Amsterdam
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on Eurolist by Euronext Amsterdam with effect from 1 March 2007.
- (iii) Estimate of total expenses related to admission to trading: EUR 22,500

**2. RATINGS**

- Ratings: The Covered Bonds to be issued have been rated:
- S&P: AAA
- Moody's: Aaa
- Fitch: AAA

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

Save as discussed in *Section 1.5 Subscription and Sale*, so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer.

**4. YIELD**

- Indication of yield: 4.311 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price and assuming redemption on the Final Maturity Date. It is not an indication of future yield.

If the floating rate provisions set out in paragraph 17 above apply: details of historic EURIBOR rates can be obtained from Reuters.

**5. OPERATIONAL INFORMATION**

- (i) Jurisdictions into which public offer is to be made: The Netherlands/Germany/Italy/Belgium/France/United Kingdom/Luxembourg



- (ii) ISIN Code: XS0289334368
- (iii) Common Code: 028933436
- (iv) Fondscore: 07918
- (vi) New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes  
Note that the designation "Yes" simply means that the Covered Bonds are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safe-keeper and does not necessarily mean that the Covered Bonds 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 satisfaction of the Eurosystem eligibility criteria.
- (vii) 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
- (viii) Delivery: Delivery against payment
- (ix) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (x) Applicable restriction: Netherlands selling Not Applicable