

Date: 21 January 2013

EXECUTION COPY

## 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 Amsterdam Chamber of Commerce under number 34334259)*

### **Issue of AUD 50,000,000 4.625 per cent. Senior Unsecured Fixed Rate Notes due January 2018 (the "Notes")**

The Notes will be consolidated and form a single series with the AUD 150,000,000 4.625 per cent. Senior Unsecured Fixed Rate Notes due 2018 issued by the Issuer on 15 January 2013.

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

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

## **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 29 June 2012 as supplemented by a supplement dated 27 August 2012, a supplement dated 16 October 2012 and a supplement dated 19 November 2012, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive 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 is available for viewing at [www.abnamro.com/debtinvestors](http://www.abnamro.com/debtinvestors) and during normal business hours at the registered office of the Issuer at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands and copies may be obtained from the Issuer at that address.

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|----|----------------------|--------------------|
| 1. | Issuer:              | ABN AMRO Bank N.V. |
| 2. | (i) Series Number:   | 104                |
|    | (ii) Tranche Number: | 2                  |

Effective as of the Issue Date, the Notes are intended to be fungible and form one Series with Tranche 1 of AUD 150,000,000 4.625 per cent. Senior Unsecured Fixed Rate Notes due 2018 issued by the Issuer on 15 January 2013

3. Specified Currency or Currencies: AUD ("\$")
4. Aggregate Nominal Amount:
  - Tranche: \$50,000,000
  - Series: \$200,000,000 (consisting of the nominal amount of AUD 150,000,000 4.625 per cent. Senior Unsecured Fixed Rate Notes due 2018 issued by the Issuer on 15 January 2013 and the AUD 50,000,000,000 4.625 per cent. Senior Unsecured Fixed Rate Notes due 2018) to be issued on the issue date
5. Issue Price of Tranche: 101.87 per cent. of the Aggregate Nominal Amount plus accrued interest from 15 January 2013 to (but excluding) the Issue Date at a fixed amount of 4.625 per cent., being \$50,684.95
6. (a) Specified Denominations: \$2,000  
(b) Calculation Amount \$2,000
7. (i) Issue Date: 23 January 2013  
(ii) Interest Commencement Date: 15 January 2013
8. Maturity Date: 15 January 2018
9. Interest Basis: 4.625 per cent. Fixed Rate
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest Basis or Redemption/ Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Status of the Notes: Senior
14. Method of distribution: Non-Syndicated

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

15. **Fixed Rate Note Provisions** Applicable
  - (i) Rate(s) of Interest: 4.625 per cent. per annum payable annually in arrear

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|-------|--|---|
| (ii)  | Interest Payment Date(s):  | 15 January in each year – up to and including the Maturity Date, in each case subject to adjustment in accordance with the Following Business Day Convention (unadjusted).  |
| (iii) | Fixed Coupon Amount(s):  | \$92.50 per Calculation Amount  |
| (iv)  | Broken Amount(s):  | Not Applicable  |
| (v)   | Day Count Fraction:  | Actual/Actual (ICMA)  |
| (vi)  | Determination Date(s):   | 15 January in each year   |
| (vii) | Other terms relating to the method of calculating interest for Fixed Rate Notes: | For the purpose of the definition of Business Day in Condition 4(b), a Business Day is: a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in Sydney and on which the TARGET2 System is open. |
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|-----|---|----------------|
| 16. | <b>Floating Rate Note Provisions</b>          | Not Applicable |
| 17. | <b>Zero Coupon Note Provisions</b>            | Not Applicable |
| 18. | <b>Index Linked Interest Note Provisions</b>  | Not Applicable |
| 19. | <b>Dual Currency Interest Note Provisions</b> | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

- |     |   |                                |
|-----|---|--------------------------------|
| 20. | Issuer Call:  | Not Applicable                 |
| 21. | Investor Put:   | Not Applicable                 |
| 22. | Regulatory Call:  | Not Applicable                 |
| 23. | Final Redemption Amount of each Note:   | \$2,000 per Calculation Amount |
| 24. | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6(f)): | \$2,000 per Calculation Amount |

25. Variation or Substitution: Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

26. 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

27. Additional Financial Centre(s) or other special provisions relating to Payment Day: Not Applicable

28. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No

29. Details relating to Instalment Notes including the amount of each instalment (each an "Instalment Amount") and the date on which each payment is to be made (each an "Instalment Date"): Not Applicable

30. Other final terms: Not Applicable

31. For the purposes of Condition 13, notices to be published in the Financial Times (generally yes, but not for domestic issues): Yes

32. 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

#### **DISTRIBUTION**

33. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable

(ii) Date of Syndication: Not Applicable

Agreement:

- (iii) Stabilising Manager(s) (if any): Not Applicable
34. If non-syndicated, name and address of relevant Dealer: Australia and New Zealand Banking Group Limited  
28th Floor, 40 Bank Street  
Canary Wharf  
London E14 5EJ  
United Kingdom
35. Total commission and concession: 1.875 per cent. of the Aggregate Nominal Amount
36. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
37. Non exempt Offer: Not Applicable
38. Additional selling restrictions: **Australia**
- No prospectus or other disclosure document (as defined in the Corporations Act 2001 of Australia (Corporations Act)) in relation to the Notes has been or will be lodged with the Australian Securities and Investments Commission (ASIC). The Dealer has represented and agreed that it:
- (a) has not (directly or indirectly) offered, and will not offer for issue or sale and has not invited, and will not invite, applications for issue, or offers to purchase, the Notes in, to or from Australia (including an offer or invitation which is received by a person in Australia); and
- (b) has not distributed or published, and will not distribute or publish, any information memorandum, advertisement or other offering material relating to the Notes in Australia,
- unless (1) the aggregate consideration payable by each offeree or invitee is at least \$500,000 (or its equivalent in other currencies, disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 of the Corporations Act, (2) such action complies with all applicable laws, regulations and directives, and (3) such action does not require any document to be lodged with ASIC.

**Switzerland**

The Base Prospectus and the Final Terms are not intended to constitute an offer or solicitation to purchase or invest in the Notes described herein. The Notes may not be publicly offered, sold or advertised, directly or

indirectly, in, into or from Switzerland and will not be listed on the SIX Swiss Exchange or on any other exchange or regulated trading facility in Switzerland. Neither the Base Prospectus, the Final Terms nor any other offering or marketing material relating to the Notes constitutes a prospectus as such term is understood pursuant to article 652a or article 1156 of the Swiss Code of Obligations, and neither the Base Prospectus, the Final Terms nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

### **Taiwan**

The Notes may be made available outside Taiwan for purchase by Taiwan resident investors outside Taiwan but may not be marketed, offered or sold within Taiwan.

### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on NYSE Euronext in Amsterdam of the Notes described herein pursuant to the Programme for the issuance of Medium Term Notes of ABN AMRO Bank N.V.

### **RESPONSIBILITY**

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

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** Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on NYSE Euronext in Amsterdam with effect from 23 January 2013.
2. **RATINGS**  
Ratings: The Notes to be issued have not been rated.
3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**  
Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.
4. **REASONS FOR THE OFFER; ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**
  - (i) Reasons for the offer: The net proceeds from each issue of Notes will be applied for general corporate purposes, which include making a profit.
  - (ii) Estimated net proceeds \$50,048,184.95 (including 8 days accrued interest)
  - (iii) Estimated total expenses: \$937,500
5. **YIELD** (*Fixed Rate Notes only*)  
Indication of yield: 4.20 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.
6. **HISTORIC INTEREST RATES**  
Not Applicable
7. **PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**  
Not Applicable
8. **PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**  
Not Applicable

9. **OPERATIONAL INFORMATION**

- |       |  |  |
|-------|--|--|
| (i)   | ISIN Code:   | XS0873667744   |
| (ii)  | Common Code:   | 087366774  |
| (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:  | No   |

10. **TERMS AND CONDITIONS OF THE OFFER**

- |   |                |
|---|----------------|
| Offer Price:  | Issue Price    |
| Conditions to which the offer is subject:   | Not Applicable |
| Description of the application process:   | Not Applicable |
| Details of the minimum and/or maximum amount of application:  | Not Applicable |
| Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | Not Applicable |
| Details of the method and time limits for paying up and delivering the Notes:                                 | Not Applicable |
| Manner in and date on which   | Not Applicable |



results of the offer are to be made public:

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable

Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries: Not Applicable

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not Applicable

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. None