

FINAL TERMS

18 March 2013

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 20,000,000 30YR Fixed Rate Covered Bonds

**Guaranteed as to payment of principal and interest by
ABN AMRO Covered Bond Company B.V.
under the €25,000,000,000
Covered Bond Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 21 November 2012 (the "**Base Prospectus**") and the supplemental base prospectuses dated 4 February 2013 and 6 March 2013 (the "**Supplemental Base Prospectuses**"), respectively, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (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, as so supplemented. 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, as so supplemented. The Base Prospectus and the Supplemental Base Prospectuses are available for viewing at 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.listing@abnamro.com.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU provided, however, that all references in this document to the "Prospectus Directive" in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant Member State)), and include any relevant implementing measure in the relevant Member State.

1. (i) Issuer: ABN AMRO Bank N.V., acting through its head office
- (ii) CBC: ABN AMRO Covered Bond Company B.V.
2. (i) Series Number: CB146
- (ii) Tranche Number: 1

3. Specified Currency or Currencies: EUR

4. Aggregate Nominal Amount of Covered Bonds admitted to trading:
 - (i) Series: EUR 20,000,000
 - (ii) Tranche: EUR 20,000,000

5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount

6. (i) Specified Denominations: EUR 100,000

(ii) Calculation Amount: EUR 100,000

7. (i) Issue Date: 20 March 2013

(ii) Interest Commencement Date: 20 March 2013

8. Final Maturity Date: 20 March 2043

9. Interest Basis: 3.06 per cent. Fixed Rate
(further particulars specified below)

10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Final Maturity Date at 100 per cent. of their nominal amount.

11. Change of Interest Basis or Redemption/ Payment Basis: Not Applicable

12. Call Option(s): Issuer Call
(further particulars specified below)

13. (i) Status of the Covered Bonds: Unsubordinated, unsecured, guaranteed

(ii) Status of the Guarantee: Unsubordinated, secured (indirectly, through a parallel debt), unguaranteed

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Covered Bond Provisions** Applicable
- (i) Rate of Interest: 3.06 per cent. per annum payable annually
 - (ii) Interest Payment Date(s): 20 March in each year up to and including the Final Maturity Date not adjusted
 - (iii) Fixed Coupon Amount(s): EUR 3,060 per Calculation Amount
 - (iv) Broken Amount(s): Not Applicable
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Date(s): Not Applicable
15. **Floating Rate Covered Bond Provisions** Not Applicable
16. **Zero Coupon Covered Bond Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. **Issuer Call** Applicable
- (i) Optional Redemption Date(s): 20 March 2023
 - (ii) Optional Redemption Amount(s) of each Covered Bond: EUR 100,000 per Calculation Amount
 - (iii) If redeemable in part: Not Applicable
 - (a) Minimum Redemption Amount: Not Applicable

(b) Maximum Redemption Amount: Not Applicable

18. **Final Redemption Amount of each Covered Bond** EUR 100,000 per Calculation Amount

19. **Early Redemption Amount of each Covered Bond**

Early Redemption Amount(s) per Calculation Amount 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: As set out in Condition 6 (*Redemption and Purchase*)

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

20. Form of Covered Bonds: Bearer form
Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Definitive Covered Bonds only upon an Exchange Event, subject to mandatory provisions of applicable laws and regulations
21. New Global Note Yes
22. Exclusion of set-off Not Applicable
23. Additional Financial Centre(s): Not Applicable
24. Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature): No

25. Consolidation provisions:

The provisions of Condition 16 (*Further Issues*) apply

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The CBC accepts responsibility for the information relating to the CBC 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: | None |
| (ii) | Admission to trading: | Not Applicable |
| (iii) | Estimate of total expenses related to admission to trading: | Not Applicable |

2. RATINGS

Ratings: The Covered Bonds to be issued have not been specifically rated. The rating allocated to Covered Bonds under the Programme generally is:

S&P: AAA

Moody's: Aaa

Fitch: AAA

Standard & Poor's Credit Market Services Europe Limited, Fitch Ratings Ltd. and Moody's Investors Service Limited are established in the European Economic Area and are registered under Regulation (EC) No. 1060/2009, as amended

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

Save as discussed in *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. REASONS FOR THE OFFER

Reasons for the offer:	The net proceeds from this issue of Covered Bonds will be used by the Issuer for general corporate purposes
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5. OPERATIONAL INFORMATION

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| (i) | ISIN: | XS0905929716 |
| (ii) | Common Code: | 090592971 |

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| (iii) | 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 safekeeper 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 |
| (iv) | 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 |
| (v) | Delivery: | Delivery against payment |
| (vi) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |

7. DISTRIBUTION

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| (i) | Method of distribution: | Non-syndicated |
| (ii) | (a) If syndicated, names of Managers: | Not Applicable |
| | (b) Stabilising Manager(s) (if any): | Not Applicable |
| (iii) | If non-syndicated, name of Dealer(s): | Société Générale
17, Cours Valmy
92987 Paris la Défense Cedex
France |
| (iv) | U.S. selling restrictions: | Reg S Compliance Category/TEFRA D |
| (v) | ERISA: | No |
| (vi) | Applicable Netherlands / Global selling restriction: | As set out in the Base Prospectus, and with respect to the Netherlands:

exclusively to persons or legal entities which |

are qualified investors (as defined in the Prospectus Directive) in The Netherlands

(vii) Additional selling restrictions: Not Applicable