

**FINAL TERMS**

Date: 6 December 2013

**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 100,000,000 5.625 per cent. Senior Unsecured Fixed Rate Notes due December 2020 (the "Notes")**

**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 2 July 2013 as supplemented by a supplement dated 26 August 2013 and a supplement dated 18 November 2013, 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.

- |    |  |                    |
|----|--|--------------------|
| 1. | Issuer:  | ABN AMRO Bank N.V. |
| 2. | (i) Series Number:                             | 164                |
|    | (ii) Tranche Number:                           | 1                  |
|    | (iii) Date on which the Notes become fungible: | Not Applicable     |

3.	Specified Currency or Currencies:	Australian Dollars ("AUD")
4.	Aggregate Nominal Amount:	
	– Tranche:	AUD 100,000,000
	– Series:	AUD 100,000,000
5.	Issue Price of Tranche:	99.785 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denominations:	AUD 2,000
	(b) Calculation Amount:	AUD 2,000
7.	(i) Issue Date:	10 December 2013
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	10 December 2020
9.	Interest Basis:	5.625 per cent. Fixed Rate  (further particulars specified below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Status of the Notes:	Senior

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

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	5.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	10 December in each year up to and including the Maturity Date, in each case subject to adjustment in accordance with the Following Business Day Convention and Sydney as Business Centre(s) for the definition of "Business Day", Unadjusted.
	(iii) Fixed Coupon Amount(s):	AUD 112.50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)

(vi) Determination Date(s):	10 December in each year
15. <b>Floating Rate Note Provisions</b>	Not Applicable
16. <b>Zero Coupon Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>	
17. Issuer Call:	Not Applicable
18. Investor Put:	Not Applicable
19. Regulatory Call:	Not Applicable
20. Final Redemption Amount of each Note:	AUD 2,000 per Calculation Amount
21. Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:	AUD 2,000 per Calculation Amount
22. Variation or Substitution:	Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23. 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
24. Additional Financial Centre(s):	Not Applicable
25. Talons for future Coupons to be attached to definitive Notes (and dates on which such Talons mature):	No
26. For the purposes of Condition 13, notices to be published in the Financial Times (generally yes, but not for domestic issues):	Yes
27. 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
28. Calculation Agent as referred to in Condition 5(d):	Not Applicable

**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 10 December 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 Managers, 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 by the Issuer for its general corporate purposes, which include making a profit and/or hedging certain risks.
  - (ii) Estimated net proceeds AUD 99,435,000
  - (iii) Estimated total expenses: AUD [565,000]
5. **YIELD** (*Fixed Rate Notes only*)

Indication of yield: 5.663 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** (*Floating Rate Notes only*)

Not Applicable.
7. **OPERATIONAL INFORMATION**
  - (i) ISIN Code: XS0999526790
  - (ii) Common Code: 099952679
  - (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   |

## 8. DISTRIBUTION

- |      |  |   |
|------|--|---|
| (i)  | Method of distribution:  | Syndicated  |
| (ii) | If syndicated, names and addresses of Managers and underwriting commitments: | <p><u>Joint Lead Managers</u></p> <p><b>Australia and New Zealand Banking Group Limited</b><br/>28th Floor, 40 Bank Street<br/>Canary Wharf<br/>London E14 5EJ<br/>United Kingdom<br/>Underwriting commitment: AUD 46,000,000</p> <p><b>UBS Limited</b><br/>1 Finsbury Avenue<br/>London EC2M 2PP<br/>United Kingdom<br/>Underwriting commitment: AUD 46,000,000</p> <p><u>Co-Lead Managers</u></p> <p><b>HSBC Bank plc</b><br/>8 Canada Square<br/>London E14 5HQ<br/>United Kingdom<br/>Underwriting commitment: AUD 2,000,000</p> <p><b>Raiffeisen Switzerland Corp.</b><br/>Brandschenkestrasse 110D<br/>8002 Zurich<br/>Switzerland<br/>Underwriting commitment: AUD 2,000,000</p> <p><b>The Toronto-Dominion Bank</b><br/>60 Threadneedle Street<br/>London EC2R 8AP<br/>United Kingdom</p> |

Underwriting commitment: AUD 2,000,000

**Zürcher Kantonalbank**

Bahnhofstrasse 9

CH-8001 Zurich

Switzerland

Underwriting commitment: AUD 2,000,000

- |        |   |   |
|--------|---|---|
| (iii)  | Date of Syndication Agreement:                          | 6 December 2013                                 |
| (iv)   | Stabilising Manager(s) (if any):                        | Not Applicable                                  |
| (v)    | If non-syndicated, name and address of relevant Dealer: | Not Applicable                                  |
| (vi)   | Total commission and concession:                        | 0.350 per cent. of the Aggregate Nominal Amount |
| (vii)  | U.S. Selling Restrictions:                              | Regulation S Category 2; TEFRA D                |
| (viii) | Public Offer:   | Not Applicable                                  |

**9. 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 results of the offer are to be made public:                                       | Not Applicable |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of     | Not Applicable |

subscription rights not exercised:

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

## ANNEX TO THE FINAL TERMS

### SUMMARY OF THE NOTES

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".

Words and expressions defined in the "Terms and Conditions of the Notes" below or elsewhere in this Base Prospectus have the same meanings in this summary. The term ABN AMRO is used below as a reference to the Issuer and its consolidated subsidiaries and other group companies (including ABN AMRO Group N.V.).

		<b>Section A – Introduction and Warnings</b>
<b>A.1</b>	<b>Introduction:</b>	<i>This summary must be read as an introduction to the Base Prospectus (including these Final Terms) and any decision to invest in the Notes should be based on a consideration of the Base Prospectus as a whole, including these Final Terms and any information incorporated by reference. Following the implementation of the Prospectus Directive (Directive 2003/71/EC) in each Member State of the European Economic Area, no civil liability will attach to the Responsible Persons in any such Member State solely on the basis of this summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus, including any information incorporated by reference or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes. Where a claim relating to the information contained in the Base Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member States, be required to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</i>
<b>A.2</b>	<b>Consent:</b>	Not Applicable

<b>Section B – Issuer</b>		
<b>B.1</b>	<b>Legal name of the Issuer:</b>  <b>Commercial name of the Issuer:</b>	ABN AMRO Bank N.V. (the "Issuer")  ABN AMRO
<b>B.2</b>	<b>Domicile, legal form, legislation, country of incorporation</b>	The Issuer is a private limited liability company ( <i>naamloze vennootschap</i> ) incorporated the laws of The Netherlands on 9 April 2009. The Issuer's corporate seat ( <i>statutaire zetel</i> ) is in Amsterdam, The Netherlands and its registered office is Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands.
<b>B.4b</b>	<b>Trends:</b>	<p>The revenues and results of operations of the Issuer and the industry in which it operates are affected by, among other factors, general economic conditions in the Netherlands and other markets, including economic cycles, the financial markets, the Dutch mortgage market, banking industry cycles and fluctuations in interest rates and exchange rates, monetary policy, demographics, and other competitive factors. Revenues came under pressure due to weaker demand for certain banking products. Loan impairments increased due to a rise in defaults and a decline in the value of (commercial) property portfolios, among other things.</p> <p>Since the start of the financial crisis, money markets and capital markets have been very volatile. In these conditions, access to funding and capital markets, as well as hedging and other risk management strategies, may not be as effective as they would be under normal market conditions. Although there was some moderation in market conditions during 2011 and 2012 in the primary markets, it is difficult to predict if this trend will continue.</p> <p>The Issuer is subject to the threat of illiquidity and/or extreme price volatility, either directly or indirectly, through exposures to securities, loans and other commitments. Although there was some moderation in market conditions during 2011 and 2012 in the primary markets, it is difficult to predict if this trend will continue.</p> <p>The financial services industry is subject to intensive regulation (including in relation to solvability and liquidity). The Issuer's costs were driven up by preparations for and the introduction of new or revised regulations. Since 2009, as many emergency government programs slowed or wound down, global regulatory and legislative focus generally moved to a second phase of broader reform and a restructuring of financial institution regulation. Legislators and regulators, both in Europe and in the United States, are currently introducing a wide range of proposals that, if enacted, could result in major changes to the way the Issuer's global</p>

		operations are regulated.
<b>B.5</b>	<b>The Group:</b>	<p>ABN AMRO Group N.V. is the Issuer's sole shareholder. The Issuer is the only direct subsidiary of ABN AMRO Group N.V. and ABN AMRO Group N.V. has no significant activities other than holding the shares in the Issuer. The managing board and the supervisory board of ABN AMRO Group N.V. are composed of the same members as the Issuer.</p> <p>All shares in the capital of ABN AMRO Group N.V. are held by <i>Stichting administratiekantoor beheer financiële instellingen</i> (trade name NL Financial Investments, "NLFI"). NLFI holds a total voting interest of 100% in ABN AMRO Group N.V.</p> <p>NLFI issued exchangeable depositary receipts for shares (without the cooperation of ABN AMRO Group N.V.) to the Dutch State. As sole holder of all issued exchangeable depositary receipts, the Dutch State holds an indirect economic interest of 100% in ABN AMRO Group N.V.</p> <p>The Issuer has various direct and indirect subsidiaries through which part of its business is operated.</p>
<b>B.9</b>	<b>Profit Forecast or Estimate:</b>	Not Applicable. There is no profit forecast or estimate included in the Base Prospectus.
<b>B.10</b>	<b>Audit Report Qualifications:</b>	Not Applicable. There are no qualifications in the audit report on the historical financial information included in the Base Prospectus.
<b>B.12</b>	<b>Key Financial Information:</b>	<p>The tables below set out selected consolidated financial information for the years ended 2012, 2011 and 2010. The reported figures have been impacted by several items which are related to the demerger of the Issuer from RBS N.V. and the separation of Fortis Bank (Nederland) N.V. from Fortis Bank SA/NV and the integration of the Issuer and Fortis Bank (Nederland) N.V. For a better understanding of underlying trends, the results of operations of ABN AMRO have been adjusted for these items where indicated (and presented as underlying results). Reconciliation of the reported and underlying results is presented where relevant.</p> <p>The reported results for the years ended and as at 31 December 2012, 2011 and 2010 have been audited. Underlying results and reconciling items, where included, have been extracted from management accounts and have neither been audited or reviewed (as applicable).</p>

## Results of operations for the years ended 31 December 2012, 2011 and 2010

### Selected Consolidated financial information

	Year ended 31 December								
	2012			2011			2010		
	(Reconci rted)	ling items)	(Underl ying)	(Reconci rted)	iling items)	(Underl ying)	(Reconci rted)	iling items)	(Underl ying)
	<i>(in millions of euros)</i>								
Net interest income.....	5,028	-	5,028	4,998	-	4,998	4,905	-	4,905
Net fee and commission income.....	1,556	-	1,556	1,811	-	1,811	1,766	-	1,766
Other non-interest income.....	754	-	754	985	-	985	126	(862)	988
Operating income.....	7,338	-	7,338	7,794	-	7,794	6,797	(862)	7,659
Operating expenses.....	4,959	450	4,509	5,357	362	4,995	6,229	894	5,335
Impairment charges on loans and other receivables.....	1,228	-	1,228	1,757	-	1,757	837	-	837
Profit/(loss) before tax.....	1,151	(450)	1,601	680	(362)	1,042	(269)	(1,756)	1,487
Income tax (expense)/credit.....	203	(113)	316	(9)	(91)	82	145	(265)	410
Profit/(loss) for the period.....	948	(337)	1,285	689	(271)	960	(414)	(1,491)	1,077
	<b>Year ended 31 December</b>								
	<b>2012</b>			<b>2011</b>			<b>2010<sup>(1)</sup></b>		
Underlying cost/income ratio.....			61%			64%			70%
Return on average Equity (IFRS-EU)...			10.0%			7.8%			8.9% <sup>(1)</sup>
Return on average RWA (in bps).....			103			85			93 <sup>(1)</sup>
	<b>As at 31 December</b>								
	<b>2012</b>			<b>2011</b>			<b>2010<sup>(1)</sup></b>		
RWA/Total assets.....			31%			29%			31%
Assets under Management (in EUR billion).....			163.1			146.6			164.2
Risk-weighted assets (in EUR billion)..			121.5			118.3			116.3
FTEs.....			23,059			5			26,161

<sup>(1)</sup> The 2010 average figures are based on year-end 2010 position instead of average.

## Selected consolidated balance sheet movements for the years ended 31 December 2012, 2011 and 2010

### Selected Consolidated Balance Sheet

#### At 31 December

	2012	2011	2010
	<i>(in millions of euros)</i>		
<b>Assets</b>			
Cash and balances at central banks.....	9,796	7,641	906
Financial assets held for trading.....	22,804	29,523	24,300
Financial investments.....	21,407	18,721	20,197
Loans and receivables – banks.....	46,398	61,319	41,117
Loans and receivables – customers.....	276,283	272,008	273,944
Other.....	17,716	15,470	16,818
Total assets.....	394,404	404,682	377,282
<b>Liabilities</b>			
Financial liabilities held for trading.....	18,782	22,779	19,982
Due to banks.....	21,263	30,962	21,536
Due to customers.....	216,021	213,616	209,466
Issued debt.....	94,043	96,310	86,591
Subordinated liabilities.....	9,566	8,697	8,085
Other.....	20,692	20,898	19,510
Total liabilities.....	380,367	393,262	365,170
<b>Equity</b>			
Equity attributable to shareholders of the parent company.....	14,018	11,400	12,099
Equity attributable to non-controlling interests.....	19	20	13

Total equity .....	14,037	11,420	12,112
Total liabilities and equity .....	394,404	404,682	377,282

<b>B.12</b>	<b>Key Financial Information:</b>	The tables below set out selected consolidated financial information for the first quarter of 2013. In 2012, ABN AMRO finalised the integration of ABN AMRO Bank and Fortis Bank Nederland. As of the first quarter of 2013, ABN AMRO presents its results on a reported basis, which means that historical periods will no longer be adjusted for costs related to the integration. Furthermore, all 2012 figures have been adjusted for comparison following adoption of the amended pension accounting standard (IAS 19). The reported results for the first quarter of 2013 have not been audited.
-------------	-----------------------------------	--

### First quarter income statements for 2013, 2012 and 2011

	<i>Selected Consolidated Balance Sheet</i>		
	<u>Q1 2013</u>	<u>Q1 2012</u>	<u>Q1 2011</u>
	<i>(in millions of euros)</i>		
<i>Underlying results</i>			
Net interest income	1,305	1,237	1,264
Net fee and commission income	412	403	487
Other non-interest income	-8	275	281
Operating income	1,709	1,915	2,032
Personnel expenses	619	570	617
Other expenses	551	548	559
Operating expenses	1,170	1,118	1,176
<b>Operating result</b>	<b>539</b>	<b>797</b>	<b>856</b>
Loan impairments	-38	187	125
<b>Operating profit before taxes</b>	<b>577</b>	<b>610</b>	<b>731</b>
Income tax expenses	162	124	148
<b>Profit for the period</b>	<b>415</b>	<b>486</b>	<b>583</b>

	<i>Selected Consolidated Balance Sheet</i>		
	<u>At end of Q1</u>		
	<u>Q1 2013</u>	<u>Q1 2012</u>	<u>Q1 2011</u>
	<i>(in millions of euros)</i>		
<i>Other indicators</i>			
Underlying cost/income ratio	68%	58%	58%
Return on average Equity (IFRS)	12%	17%	19%
Return on average RWA (in bps)	137	160	208
NII / average Total assets (in bps)	128	122	131
Cost of risk (in bps) *	-13	61	45

\* Cost of Risk is calculated as the annualised total loan impairments over the average RWA

<b>B.12</b>	<b>Key Financial Information:</b>	<p>There has been no (i) material adverse change in the Issuer's prospects or (ii) significant change in the financial position of the Issuer and its subsidiaries since 31 December 2012.</p> <p>There has been no (i) material adverse change in the ABN AMRO Group N.V.'s prospects or (ii) significant change in the financial position of ABN AMRO Group N.V. and its subsidiaries since 31 December 2012.</p>
<b>B.13</b>	<b>Recent Events:</b>	Not Applicable. There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency

B.14	<b>Dependence upon group entities:</b>	Not Applicable.
B.15	<b>Principal Activities:</b>	<p>ABN AMRO is a full-service bank, supporting retail, private banking and commercial banking clients in The Netherlands and selectively abroad. In addition to its strong position in The Netherlands, ABN AMRO is active in a number of specialised activities such as Energy, Commodities &amp; Transportation (ECT) and Clearing, private banking and asset based lending in a select number of countries.</p> <p>ABN AMRO is organised into Retail &amp; Private Banking ("<b>R&amp;PB</b>"), Commercial &amp; Merchant Banking ("<b>C&amp;MB</b>") and Group Functions. Each member of the Managing Board is responsible for either a business segment or a support unit within Group Functions. The Chairman of the Managing Board oversees the general management of ABN AMRO and is responsible for Group Audit and the Corporate Office.</p> <p>For financial reporting purposes, in 2011 the Managing Board adopted a further refinement of ABN AMRO's segment reporting as follows:</p> <ul style="list-style-type: none"> <li>• Retail Banking;</li> <li>• Private Banking;</li> <li>• Commercial Banking;</li> <li>• Merchant Banking;</li> <li>• Group Functions.</li> </ul> <p><i>Retail &amp; Private Banking</i></p> <p>R&amp;PB consists of the business lines Retail Banking, Private Banking Netherlands and Private Banking International, each of which serves a different client base with a tailored business proposition.</p> <p><i>Retail Banking</i></p> <p>Retail Banking offers Mass Retail and Preferred Banking clients a wide variety of banking, loan and insurance products and services through the branch network, online, via Advice &amp; Service centres, via intermediaries and through subsidiaries. The majority of the loan portfolio of Retail Banking consists of residential mortgages.</p> <p><i>Private Banking</i></p> <p>Private Banking provides total solutions to its clients' global wealth management needs and offers an array of products and</p>

	<p>services designed to address their individual situation. Private Banking operates under the brand name ABN AMRO MeesPierson in The Netherlands and internationally under ABN AMRO Private Banking and local brands such as Banque Neuflyze OBC in France and Bethmann Bank in Germany. The International Diamond &amp; Jewelry Group, a leading provider of global financial services to the diamond and jewellery industry, is part of Private Banking International. ABN AMRO offers private banking services to clients with freely investable assets exceeding EUR 1 million (or USD 1 million in Asia).</p> <p><i>Commercial &amp; Merchant Banking</i></p> <p>For small businesses up to large corporate companies, C&amp;MB offers a range of comprehensive and innovative products, in-depth sector knowledge and customised financial advice.</p> <p>C&amp;MB offers a comprehensive product range and services to commercial clients in The Netherlands and surrounding countries – Germany, Belgium, France and the United Kingdom – as more than 80% of the bank's commercial clients conduct their international business in these countries. C&amp;MB serves Dutch-based corporates with international activities, offering a one-stop shop for all financial solutions and tailor-made services. Clients have access to the bank's international network including the ten largest financial and logistics hubs in the world, including New York, São Paulo, London, Frankfurt, Singapore and Hong Kong. Internationally, C&amp;MB offers selected specialised activities where it holds or can achieve a top-5 position: Energy, Commodities &amp; Transportation (ECT) and ABN AMRO Clearing globally, and Lease and Commercial Finance in selected markets. C&amp;MB is organised into Commercial Banking and Merchant Banking.</p> <p><i>Commercial Banking</i></p> <p>Commercial Banking serves commercial clients with annual turnover up to EUR 500 million and clients in the public sector, commercial finance and leasing. To address the international business needs of its clients, the Commercial Banking International network offers a broad range of products and services by having a local presence in selected areas and globally through partner bank agreements. Commercial Banking has set up agreements with partner banks to offer services to clients in countries where ABN AMRO is not present. Commercial Banking consists of two business lines: Business Banking and Corporate Clients.</p> <p>Business Banking offers small and medium-sized businesses with turnover up to EUR 30 million a comprehensive range of standard and customised products through the service models YourBusiness Banking and Relationship Management.</p>
--	---

		<p>Corporate Clients serves Netherlands-based companies with an annual turnover between EUR 30 and 500 million as well as clients in the public sector. ABN AMRO Lease, ABN AMRO Commercial Finance and Commercial Banking International are part of Corporate Clients and provide solutions to clients in all C&amp;MB segments.</p> <p><i>Merchant Banking</i></p> <p>Merchant Banking serves Netherlands-based corporates, financial institutions and real estate investors and developers as well as international companies active in Energy, Commodities &amp; Transportation ("ECT"). Merchant Banking is organised into two business lines: Large Corporates &amp; Merchant Banking ("LC&amp;MB") and Markets. LC&amp;MB offers a full array of banking products and services, including Cash &amp; Liquidity Management, Debt Solutions and Corporate Finance &amp; Capital Markets. Markets serves the bank's entire client base and has two global businesses: Securities Financing and Clearing.</p> <p><i>Group Functions</i></p> <p>Group Functions supports ABN AMRO's businesses by delivering services in the areas of audit, corporate governance, finance, risk, human resources, legal, compliance, communication, change management, technology, operations, property management, sustainability, and housing. Group Functions is organised into four areas, each of them headed by a Managing Board member: Technology, Operations &amp; Property Services ("TOPS"), Finance ("Finance"), Risk Management &amp; Strategy ("RM&amp;S"), and Integration, Communication &amp; Compliance ("ICC"). Group Audit reports directly to the Chairman of the Managing Board and the Chairman of the Audit Committee. The Company Secretary holds an independent position under joint supervision of the Chairman of both the Managing Board and the Supervisory Board</p>
<b>B.16</b>	<b>Controlling Persons:</b>	<p>ABN AMRO Group N.V. is ABN AMRO Bank's sole shareholder.</p> <p>As of the date of this Base Prospectus, all shares in the capital of ABN AMRO Group N.V. are held by <i>Stichting administratiekantoor beheer financiële instellingen</i> (trade name NL Financial Investments, "NLFI"). NLFI holds a total voting interest of 100% in ABN AMRO Group N.V. NLFI is responsible for managing the shares in ABN AMRO Group N.V. and exercising all rights associated with these shares under Dutch law, including voting rights. Material or principal decisions require the prior approval of the Dutch Minister of Finance, who can also give binding voting instructions with respect to such decisions. NLFI is not permitted to dispose of</p>

		<p>or encumber the shares, except pursuant to an authorization from and on behalf of the Dutch Minister of Finance.</p> <p>NLFI issued exchangeable depositary receipts for shares (without the cooperation of ABN AMRO Group N.V.) to the Dutch State. As sole holder of all issued exchangeable depositary receipts, the Dutch State holds an indirect economic interest of 100% in ABN AMRO Group N.V.</p>
<b>B.17</b>	<b>Ratings assigned to the Issuer or its Debt Securities:</b>	<p>The Issuer's long term credit ratings are: A from Standard &amp; Poor's Credit Market Services France SAS ("<b>S&amp;P</b>"), A2 from Moody's Investors Service, Limited ("<b>Moody's</b>"), A+ from Fitch Ratings Ltd. ("<b>Fitch</b>") and A (high) from DBRS Ratings Limited ("<b>DBRS</b>").</p> <p>The Notes have not been rated.</p> <p>A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.</p>

<b>Section C – The Notes</b>		
<b>C.1</b>	<b>Description of Type and Class of Notes:</b>	<p>AUD 100,000,000 5.625 per cent. Fixed Rate Senior Notes due December 2020.</p> <p>The Notes are issued as Series number 164, Tranche number 1.</p> <p>The Notes are in bearer form and will initially be in the form of a temporary global Note.</p> <p>The global note will be issued in New Global Note ("NGN") form and will be deposited on or around the issue date of the Notes with a common safekeeper for Euroclear Bank S.A./N.V. and/or Clearstream Banking, société anonyme.</p> <p>The temporary global Note will be exchangeable for a permanent global Note upon certain conditions including upon certification of non-U.S. beneficial ownership as required by U.S. Treasury regulations.</p> <p>The permanent global Note is exchangeable for definitive Notes only in limited circumstances described therein.</p> <p>Any interest in a global Note will be transferable only in accordance with the rules and procedures for the time being of Euroclear Bank S.A./N.V. and/or Clearstream Banking, société anonyme.</p>

		ISIN Code: XS0999526790
<b>C.2</b>	<b>Currency:</b>	The Notes are denominated in Australian Dollars ("AUD").
<b>C.5</b>	<b>Free Transferability:</b>	The Issuer and the Dealers have agreed restrictions on offers, sales and deliveries of Notes and on the distribution of offering material in Australia, the European Economic Area (including France, the Republic of Italy, The Netherlands, the Kingdom of Norway and the United Kingdom), Hong Kong, Japan the People's Republic of China, Switzerland, Taiwan and the United States.
<b>C.8</b>	<b>The Rights Attaching to the Notes, including Ranking and Limitations to those Rights:</b>	<p>Notes issued under the Programme will have terms and conditions relating to, among other matters:</p> <p><b>Status</b></p> <p>The Notes and any relative Coupons constitute unsecured and unsubordinated obligations of the Issuer and will rank <i>pari passu</i> without any preference among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer save for those preferred by mandatory provisions of law.</p> <p><b>Events of Default</b></p> <p>The terms of the Notes will contain, amongst others, the following events of default:</p> <ul style="list-style-type: none"> <li>(i) default in payment of any principal or interest due in respect of the Notes, continuing for a specified period of time;</li> <li>(ii) non-performance or non-observance by the Issuer of any of its other obligations under the conditions of the Notes, continuing for a specified period of time; and</li> <li>(iii) events relating to the bankruptcy, liquidation, or Moratorium of the Issuer.</li> </ul> <p><b>Meetings</b></p> <p>The conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.</p> <p><b>Taxation</b></p> <p>All payments in respect of the Notes will be made free and clear of withholding or deducting taxes of The Netherlands,</p>

		<p>unless the withholding is required by law. In that event, the Issuer will, subject to customary exceptions, pay such additional amounts as will result in the Noteholders receiving such amounts as they would have received in respect of the Notes had no such withholding been required.</p> <p><b><i>Future issues</i></b></p> <p>The conditions of the Notes do not restrict the amount of securities which the Issuer may issue and which rank senior or <i>pari passu</i> in priority of payments with the Notes.</p> <p><b><i>Prescription</i></b></p> <p>The Notes and any relative Coupons will become void unless claims in respect of principal and/or interest are made within a period of five years after the date on which such payment first became due.</p> <p><b>Issuer Substitution</b></p> <p>The Issuer may, if certain conditions have been fulfilled, with the consent of the Noteholders or Couponholders which will be deemed to have been given in respect of each issue of Notes on which no payment of principal or interest on any of the Notes is in default, be replaced and substituted by any directly or indirectly wholly owned subsidiary of the Issuer as principal debtor in respect of the Notes and relative Coupons.</p> <p><b><i>Governing law</i></b></p> <p>Dutch law.</p>
<p><b>C.9</b></p>	<p><b>The Rights Attaching to the Notes (Continued), including information as to Interest, Maturity, Yield and the Representative of the Holders:</b></p>	<p><b><i>Interest</i></b></p> <p>The Notes bear interest from 10 December 2013 at a fixed rate of 5.625 per cent. per annum payable in arrear on 10 December in each year, subject to adjustment for non-business days. The amount of interest payable on each interest payment date is AUD 112.50 per Calculation Amount.</p> <p>Based upon the issue price of 99.785 per cent., at the issue date the anticipated yield of the Notes is 5.663 per cent. per annum.</p> <p><b><i>Maturity</i></b></p> <p>Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed on 10 December 2020 at 100 per cent. of their nominal amount.</p>

		<p><b>Early Redemption</b></p> <p>The Notes may be redeemed at the option of the Issuer in whole at any time at the Final Redemption Amount plus any accrued interest (subject to a notice period set out in the conditions of the Notes or these Final Terms), if the Issuer is obliged to pay additional amounts to the Noteholders as referred in <i>Taxation</i> above.</p> <p><b>Representative of the Noteholders</b></p> <p>Not Applicable.</p>
<b>C.10</b>	<b>Derivative Components:</b>	Not Applicable.
<b>C.11</b> <b>C.21</b>	<b>Listing and Trading:</b>	Application has been made for the Notes to be admitted to trading on NYSE Euronext in Amsterdam with effect from 10 December 2013.

<b>Section D - Risks</b>		
<b>D.2</b>	<b>Risks Specific to the Issuer:</b>	<p>When purchasing Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer may not be aware of all relevant factors and certain factors which it currently deems not to be material may become material. The Issuer has identified a number of factors which could materially adversely affect its business and ability to make payments due under the Notes. These factors include:</p> <ul style="list-style-type: none"> <li>• Conditions in the global financial markets and economy may materially adversely affect the Issuer's business financial position, results of operations and prospects.</li> <li>• Volatility in, and the position of, financial markets, liquidity disruptions or market dislocations can adversely affect the Issuer's banking and funding activities.</li> <li>• Changes in interest rates and foreign exchange rates may adversely affect the Issuer's business, financial position, results of operations and cash flows.</li> <li>• Lack of liquidity is a risk to the Issuer's business and its ability to access sources of liquidity.</li> <li>• Reductions or potential reductions in the Issuer's credit ratings could have a significant impact on its</li> </ul>

		<p>borrowing ability and liquidity management through reduced funding capacity and collateral triggers, and on the access to capital and money markets as well as adversely affect the Issuer's business and results of operations.</p> <ul style="list-style-type: none"> <li>• The financial services industry is subject to intensive regulation. Major changes in laws and regulations as well as enforcement action could adversely affect the Issuer's business, financial position, results of operations and prospects.</li> <li>• As a result of capital and/or liquidity requirements, the Issuer may not be able to manage its capital and liquidity effectively, which may adversely affect its business performance.</li> <li>• Proposals for resolution regimes may lead to fewer assets of the Issuer being available to investors for recourse for their claims, and may lead to lower credit ratings and possibly higher cost of funding.</li> <li>• The Issuer operates in markets that are highly competitive. If the Issuer is unable to perform effectively, its business and results of operations will be adversely affected.</li> <li>• The Issuer's operations and assets are located primarily in the Netherlands. Deterioration or long-term persistence of a difficult economic environment could have a negative effect on the Issuer's results of operations and financial position.</li> <li>• The Issuer is subject to significant counterparty risk exposure and exposure to systemic risks which may have an adverse effect on the Issuer's results.</li> <li>• The Issuer may be subject to increases in allowances for loan losses.</li> <li>• The Issuer depends on the accuracy and completeness of information about customers and counterparties.</li> <li>• The Issuer is subject to operational risks that could adversely affect its business.</li> <li>• The Issuer's risk management methods may leave the Issuer exposed to unidentified, unanticipated or incorrectly quantified risks, which could lead to material losses or material increases in liabilities (tail risk).</li> <li>• The Issuer is subject to changes in financial reporting standards.</li> <li>• The value of certain financial instruments recorded at fair value is determined using financial models incorporating assumptions, judgements and estimates that may change over time or may ultimately not turn out to be accurate.</li> <li>• The Issuer has obligations under defined benefit pension plans which may lead to additional contributions from the Issuer.</li> <li>• The Issuer is subject to reputational risk.</li> </ul>
--	--	---

		<ul style="list-style-type: none"> <li>• The Issuer's ability to retain and attract qualified employees is critical to the success of its business and the failure to do so may adversely affect the Issuer's performance.</li> <li>• The 403 Declaration of ABN AMRO Group N.V. may provide limited economic benefit or recourse to investors.</li> <li>• The Issuer is subject to additional risk exposure as a consequence of the Legal Demerger, Legal Separation, EC Remedy and Legal Merger that could adversely affect its business.</li> <li>• Termination of Dutch State Ownership of the Issuer may result in increased perception of risk by investors, depositors and customers.</li> <li>• The European Commission has imposed certain conditions on the Issuer that could adversely affect the Issuer's competitive position, its business and results of operations.</li> </ul>
<p><b>D.3</b></p>	<p><b>Risks Specific to the Notes:</b></p>	<p>There are also risks associated with the Notes. These include a range of market risks (including that there may be not be an active trading market in the Notes, that the value of an investor's investment may be adversely affected by exchange rate movements or exchange controls where the Notes are not denominated in the investor's own currency and that changes in interest rates will affect the value of the Notes which bear interest at a fixed rate), the fact that the conditions of the Notes may be modified without the consent of the holder in certain circumstances, that the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law and that investors are exposed to the risk of changes in law or regulation affecting the value of their Notes. Other factors include:</p> <ul style="list-style-type: none"> <li>• The Notes are subject to optional redemption by the Issuer.</li> <li>• No limitation to issue senior or <i>pari passu</i> ranking Notes.</li> <li>• Each Noteholder must act independently as the Noteholders do not have the benefit of a trustee.</li> <li>• The Notes may be subject to modification, waivers and substitution.</li> <li>• The EU Savings Directive may require the collection of withholding tax.</li> <li>• Tax consequences of holding the Notes may be complex.</li> <li>• Noteholders may be subject to withholding tax under FATCA.</li> <li>• Notes held in global form are reliant on third parties.</li> <li>• The Base Prospectus must be read together with applicable Final Terms.</li> <li>• Proposed and new banking legislation dealing with ailing banks give regulators resolution powers</li> </ul>

		<p>(including powers to write down debt).</p> <ul style="list-style-type: none"> <li>An investor's investment in the Notes may be subject to restrictions and qualifications.</li> </ul>
--	--	--

<b>Section E - Offer</b>		
<b>E.2b</b>	<b>Reasons for the Offer and Use of Proceeds:</b>	The net proceeds from each issue of Notes will be used for general corporate purposes of the Issuer, which include making a profit and/or hedging certain risks.
<b>E.3</b>	<b>Terms and Conditions of the Offer:</b>	The Issue Price of the Notes is 99.785 per cent. of their principal amount.
<b>E.4</b>	<b>Interests Material to the Issue:</b>	<p>Syndicated Issue: The Issuer has appointed Australia and New Zealand Banking Group Limited, UBS Limited, Zürcher Kantonalbank, Raiffeisen Switzerland Corp., HSBC Bank plc and The Toronto-Dominion Bank (the "<b>Managers</b>") as Managers of the issue of the Notes. The arrangements under which the Notes are sold by the Issuer to, and purchased by, Managers are set out in the Syndication Agreement made between the Issuer and the Joint Lead Managers.</p> <p>The Managers will be paid aggregate commissions equal to 0.350 per cent. of the nominal amount of the Notes.</p> <p>Any Manager and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business.</p>
<b>E.7</b>	<b>Estimated Expenses:</b>	No expenses will be chargeable by the Issuer to an investor in connection with any offer of Notes.