

Dated 16 December 2013

**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 EUR30,000,000 Callable 3.10 per cent. Covered Bonds due 18 December 2033**

**Guaranteed as to payment of principal and interest by  
ABN AMRO Covered Bond Company B.V.  
under the €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 Conditions set forth in the Base Prospectus dated 6 December 2013 (the "**Base Prospectus**"), which constitutes 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 the 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 <http://www.abnamro.com/en/investor-relations/debt-investors> and during normal business hours at the registered office of the Issuer, currently at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands and copies may be obtained from the Issuer at that address.

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: CB158
- (ii) Tranche Number 1
- (iii) Date on which the Covered Bonds become fungible: Not Applicable

3. Specified Currency or Currencies: EUR
  
4. Aggregate Nominal Amount of Covered Bonds admitted to trading:
  - (i) Series: EUR 30,000,000
  - (ii) Tranche: EUR 30,000,000
  
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: 18 December 2013  
  
(ii) Interest Commencement Date: 18 December 2013
  
8. Final Maturity Date: 18 December 2033
  
9. Interest Basis: 3.10 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[(s)] of Interest: 3.10 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 18 December in each year from and including 18 December 2014 up to and including the Final Maturity Date, in each case subject to adjustment in accordance with the Following Business Day Convention (but without adjustment to the period end dates).
- (iii) Fixed Coupon Amount(s): EUR 3,100 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Date(s): 18 December in each year
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): 18 December 2023
- (ii) Optional Redemption Amount(s) of each Covered Bond and method, if any, of EUR100,000 per Calculation Amount

calculation of such amount(s):

- (iii) If redeemable in part:
  - (a) Minimum Redemption Amount: Not Applicable
  - (b) Maximum Redemption Amount: Not Applicable
- (iv) Notice period (if other than as set out in the Conditions): The Issuer may redeem the Covered Bonds in whole but not in part by providing at least five (5) TARGET2 and Amsterdam Business Days' notice prior to the Optional Redemption Date

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. | For the purposes of Condition 13, notices to be published in a newspaper:   | No  |
| 24. | Additional Financial Centre(s):   | Not Applicable  |
| 25. | Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature): | No  |
| 26. | 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: NYSE Euronext in Amsterdam
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on Euronext Amsterdam with effect from 18 December 2013
- (iii) Estimate of total expenses related to admission to trading: EUR 9,400

### **2. RATINGS**

Ratings: The Covered Bonds to be issued have been rated:

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 Union and registered under Regulation (EC) No. 1060/2009, as amended.

### **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 (Fixed Rate Covered Bonds only)**

Indication of yield: 3.10 per cent. per annum

The yield is calculated at the Issue Date on

the basis of the Issue Price. It is not an indication of future yield.

**5. OPERATIONAL INFORMATION**

- |       |  |                          |
|-------|--|--------------------------|
| (i)   | ISIN Code:   | XS1005291650             |
| (ii)  | Common Code:   | 100529165                |
| (iii) | Other relevant code:   | Not Applicable           |
| (iv)  | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes                      |
| (v)   | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable           |
| (vi)  | Delivery:  | Delivery against payment |
| (vii) | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable           |

**6. DISTRIBUTION**

- |       |  |  |
|-------|--|--|
| (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):                | The Royal Bank of Scotland plc                 |
| (iv)  | U.S. selling restrictions:                           | Regulation S Compliance Category 2/<br>TEFRA D |
| (v)   | ERISA:   | No   |
| (vi)  | Applicable Netherlands / Global selling restriction: | As set out in the Base Prospectus              |

(vii) Additional selling restrictions: Not Applicable