

28 February 2014

**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 EUR 300,000,000 Senior Unsecured Floating Rate Notes due August 2016 (the "Notes") (to be consolidated, become fungible and form a single Series with the existing EUR 1,300,000,000 Senior Unsecured Floating Rate Notes due August 2016 (the "Existing Notes"))**

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

**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, a supplement dated 18 November 2013, a supplement dated 23 December 2013 and a supplement dated 24 February 2014, 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.

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.

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| 1. | Issuer:  | ABN AMRO Bank N.V.   |
| 2. | (i) Series Number:                             | 135  |
|    | (ii) Tranche Number:                           | 3  |
|    | (iii) Date on which the Notes become fungible: | The Notes shall be consolidated, form a single series and be interchangeable for trading purposes on 12 April 2014 with Tranche 1 of EUR 1,000,000,000 Senior Unsecured Floating Rate Notes due August 2016 XS0956253636 issued by the Issuer on 1 August 2013 and Tranche 2 of EUR 300,000,000 Senior Unsecured Floating Rate Notes due August 2016 XS0956253636 issued by the Issuer on 16 October 2013. |
| 3. | Specified Currency or Currencies:              | Euro ("EUR")   |
| 4. | Aggregate Nominal Amount:                      |  |

–	Tranche:	EUR 300,000,000
–	Series:	EUR 1,600,000,000
5.	Issue Price of Tranche:	100.506 per cent. of the Aggregate Nominal Amount plus EUR 204,866.67, being 28 days accrued interest in respect of the period from 1 February 2014 to (but excluding) 1 March 2014.
6.	(a) Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
	(b) Calculation Amount	EUR 1,000
7.	(i) Issue Date:	3 March 2014
	(ii) Interest Commencement Date:	1 February 2014
8.	Maturity Date:	Interest Payment Date falling in or nearest to 1 August 2016
9.	Interest Basis:	3 Month Euribor + 0.58 per cent. Floating 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>	Not Applicable
15.	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Interest Period(s):	3 months
	(ii) First Interest Payment Date:	1 May 2014
	(iii) Specified Interest Payment Dates:	1 November, 1 February, 1 May and 1 August in each year up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv)

		below.
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Unadjusted:	No
(vi)	Business Centre(s):	Amsterdam
(vii)	Manner in which the Rate of Interest and Interest Amounts is to be determined:	Screen Rate Determination
(viii)	Screen Rate Determination:	Yes
	– Reference Rate:	3 Month EURIBOR
	– Interest Determination Date(s):	The second day on which the TARGET2 System is open prior to the start of each Interest Period
	– Relevant Screen Page:	Reuters EURIBOR01
	– Relevant Time:	11.00 a.m. Brussels time
	– Relevant Financial Centre:	Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)
(ix)	ISDA Determination:	No
(x)	Margin(s):	+0.58 per cent. per annum
(xi)	Minimum Rate of Interest:	Not Applicable
(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/360
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:	EUR 1,000 per Calculation Amount

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|-----|---|----------------------------------|
| 21. | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: | EUR 1,000 per Calculation Amount |
| 22. | Variation or Substitution:  | Not Applicable                   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|---|--|
| 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**

- |      |   |  |
|------|---|--|
| (i)  | 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 4 March 2014. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 1,900  |

### **2. RATINGS**

Ratings: The Notes to be issued are expected to be rated:

S & P: A  
Moody's: A2  
Fitch: A+

Each of Standard & Poor's Credit Market Services France, Fitch France S.A.S. and Moody's Investor Service Ltd. is established in the European Union and is registered under Regulation (EC) No 1060/2009.

### **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. YIELD (*Fixed Rate Notes only*)**

Not applicable

### **5. HISTORIC INTEREST RATES (*Floating Rate Notes only*)**

Details of historic EURIBOR rates can be obtained from Reuters.

### **6. OPERATIONAL INFORMATION**

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|------|--------------|---|
| (i)  | ISIN Code:   | Until the Notes are consolidated, become fungible and form a single Series with the Existing Notes, they will have ISIN Code XS1039361107; afterwards, the Notes will have the same ISIN Code as the Existing Notes, which is XS0956253636. |
| (ii) | Common Code: | Until the Notes are consolidated, become fungible and form a single Series with the   |

Existing Notes, they will have Common Code 103936110; afterwards, the Notes will have the same Common Code as the Existing Notes, which is 095625363.

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| (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):   | Not Applicable   |
| (vi)  | Names and addresses of additional Paying Agent(s) (if any):  | ABN AMRO Bank N.V.<br>Kemelstede 2<br>4817 ST Breda<br>The Netherlands   |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes<br><br>Note that the designation "yes" does not necessarily mean that the Notes 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 the ECB being satisfied that Eurosystem eligibility criteria have been met. The Notes will be deposited initially upon issue with one of the ICSDs acting as common safekeeper. |

## 7. DISTRIBUTION

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|-------|---|--|
| (i)   | Method of distribution:                     | Non-syndicated   |
| (ii)  | If syndicated, names of Managers:           | Not Applicable   |
| (iii) | Stabilising Manager(s) (if any):            | Not Applicable   |
| (iv)  | If non-syndicated, name of relevant Dealer: | <b>Goldman Sachs International</b><br>Peterborough Court<br>133 Fleet Street<br>London EC4A 2BB<br>United Kingdom<br><br><b>Morgan Stanley &amp; Co. International plc</b> |

25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

(v) U.S. Selling Restrictions:

Regulation S Category 2; TEFRA D