

21 September 2015

**ABN AMRO Bank N.V.**

*(incorporated in The Netherlands with its statutory seat in Amsterdam and registered in the Commercial Register of the Chamber of Commerce under number 34334259)*

**Issue of EUR 175,000,000 Senior Unsecured Floating Rate Notes due March 2020 (to be consolidated, become fungible and form a single Series with the existing EUR 50,000,000 Senior Unsecured Floating Rate Notes due March 2020 issued by the Issuer on 11 March 2015 and the EUR 25,000,000 Senior Unsecured Floating Rate Notes due March 2020 issue by the Issuer on 11 March 2015 (together, the "Existing Notes")) (the "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 8 July 2014, as supplemented by a supplement dated 25 August 2014, a supplement dated 25 November 2014, a supplement dated 23 February 2015 which are incorporated by reference in the Base Prospectus dated 8 July 2015.

This document constitutes the Final Terms of the securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the base prospectus dated 8 July 2015 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive, save in respect of the Conditions which are extracted from the Base Prospectus dated 8 July 2014 and the supplements to it dated 25 August 2014, 25 November 2014, 23 February 2015. Full information on the Issuer and the offer of the securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on [www.abnamro.com/debtinvestors](http://www.abnamro.com/debtinvestors). Any information contained in or accessible through any website, including <http://www.abnamro.com/ir>, does not form a part of the Base Prospectus, unless specifically stated in the Base Prospectus, in any supplement hereto or in any document incorporated or deemed to be incorporated by reference in the Base Prospectus that all or any portion of such information is incorporated by reference in the Base Prospectus.

The expression Prospectus Directive means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU.) and includes any relevant implementing measure in the Relevant Member State.

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| 1. | Issuer:  | ABN AMRO Bank N.V.  |
| 2. | (i) Series Number:                             | 212   |
|    | (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 with the Existing Notes on 2 November 2015 |
| 3. | Specified Currency or Currencies:              | Euro ("EUR")  |

4.	Aggregate Nominal Amount:	
	– Tranche:	EUR 175,000,000
	– Series:	EUR 250,000,000
5.	Issue Price of Tranche:	99.242 per cent. of the Aggregate Nominal Amount plus EUR 22,458.33 being 12 days of accrued interest from the Interest Commencement Date
6.	(a) Specified Denominations:	EUR 100,000
	(b) Calculation Amount	EUR 100,000
7.	(i) Issue Date:	23 September 2015
	(ii) Interest Commencement Date:	11 September 2015
8.	Maturity Date:	Interest Payment Date falling in or nearest to March 2020
9.	Interest Basis:	3 Months EURIBOR + 0.42 per cent. Floating Rate  (See paragraph 15 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):	The period from (and including) the Interest Commencement Date) to (but excluding) the first Interest Payment Date)

and each successive period from (and including) an Interest Payment Date to (but excluding) the next Interest Payment Date).

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| (ii)   | First Interest Payment Date:   | 11 December 2015   |
| (iii)  | Specified Interest Payment Dates:  | 11 March, 11 June, 11 September and 11 December in each year beginning on 11 December 2015 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):  | TARGET2  |
| (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 Months 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)    | Linear Interpolation:  | Not Applicable   |
| (xi)   | Margin(s):   | +0.42 per cent. per annum  |

(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual/360
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17.	Issuer Call:	Not Applicable
18.	Investor Put:	Not Applicable
19.	Regulatory Call:	Not Applicable
20.	Final Redemption Amount of each Note:	EUR 100,000 per Calculation Amount
21.	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:	EUR 100,000 per Calculation Amount
22.	Variation or Substitution:	Not Applicable
23.	Condition 16 ( <i>Substitution of the Issuer</i> ) applies:	Yes

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

24.	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
25.	Financial Centre(s):	Not Applicable
26.	Talons for future Coupons to be attached to definitive Notes (and dates on which such Talons mature):	No
27.	For the purposes of	Yes

Condition 13, notices to be published in the Financial Times (generally yes, but not for domestic issues):

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|---|---|
| 28. 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 |
| 29. Calculation Agent as referred to in Condition 5(d):   | Not Applicable                          |

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**

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|------|---|---|
| (i)  | Listing and admission to trading:                           | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext in Amsterdam with effect from 23 September 2015 |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 3,100   |

### **2. RATINGS**

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

Moody's: A2

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 Dealers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealers and their affiliates 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 its affiliates in the ordinary course of business.

### **4. REASONS FOR THE OFFER**

Reasons for the Offer	The net proceeds from the Notes will be applied by the Issuer for its general purposes, which include making a profit and/or hedging certain risks.
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5. <b>YIELD</b> ( <i>Fixed Rate Notes only</i> )	Not Applicable
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### **6. HISTORIC INTEREST RATES**

Details of historic 3 Months EURIBOR rates can be obtained from Reuters.

## 7. OPERATIONAL INFORMATION

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| (i)   | ISIN Code:   | Permanent:XS1199643427<br>Temporary:XS1295711797   |
| (ii)  | Common Code:   | Permanent:119964342<br>Temporary:129571179   |
| (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:  | Yes.<br><br>Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and 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. |

## 8. DISTRIBUTION

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|-----|-------------------------|----------------|
| (i) | Method of distribution: | Non-syndicated |
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|-------|---|--|
| (ii)  | If syndicated, names of Managers:           | Not Applicable   |
| (iii) | Stabilisation Manager(s) (if any):          | Not Applicable   |
| (iv)  | If non-syndicated, name of relevant Dealer: | J.P. Morgan Securities plc<br>Nomura International plc<br>Morgan Stanley & Co. International plc |
| (v)   | U.S. Selling Restrictions:                  | Regulation S Category 2; TEFRA D   |