

10 April 2017

**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 USD 50,000,000 Floating Rate Notes due 12 October 2018 (the "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 6 July 2016 as supplemented by a supplement dated 18 August 2016, a supplement dated 14 September 2016, a supplement dated 18 November 2016, a supplement dated 17 February 2017 and a supplement dated 16 March 2017, 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 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 measures in the Relevant Member State.

1.	Issuer:	ABN AMRO Bank N.V.
2.	(i) Series Number:	264
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:	US Dollar ("USD")
4.	Aggregate Nominal Amount:	
	– Tranche:	USD 50,000,000
	– Series:	USD 50,000,000
5.	Issue Price of Tranche:	100.00 per cent. of the Aggregate Nominal Amount

6.	(a)	Specified Denominations:	USD 200,000
	(b)	Calculation Amount	USD 200,000
7.	(i)	Issue Date:	12 April 2017
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	Interest Payment Date falling in or nearest to 12 October 2018
9.		Interest Basis:	3-month USD Libor + 0.46 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) a Specified Interest Payment Date to (but excluding) the next Specified Interest Payment Date
	(ii)	First Interest Payment Date:	12 July 2017
	(iii)	Specified Interest Payment Dates:	12 January, 12 April, 12 July and 12 October in each year, 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):	London, New York and TARGET
(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 USD Libor
	– Interest Determination Date(s):	The second London business prior to the start of each Interest Period
	– Relevant Screen Page:	Reuters Page LIBOR01
	– Relevant Time:	11.00 a.m. London time
	– Relevant Financial Centre:	London
(ix)	ISDA Determination:	No
(x)	Linear Interpolation:	Not Applicable
(xi)	Margin(s):	+ 0.46 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
<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:	USD 200,000 per Calculation Amount
21.	Early Redemption Amount(s) payable on redemption for taxation reasons or	USD 200,000 per Calculation Amount

on event of default:

22. Variation or Substitution: Not Applicable

23. Condition 16 (*Substitution of the Issuer*) 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 Condition 13, notices to be published in the Financial Times (generally yes, but not for domestic issues): Yes

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

- |      |   |  |
|------|---|--|
| (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 and to be listed on Euronext Amsterdam with effect from 12 April 2017 |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 1,750  |

### 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 Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer 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 each issue of Notes will be used for general corporate purposes of the Issuer, which include making a profit and/or hedging certain risks.

5. **YIELD** (*Fixed Rate Notes only*) Not Applicable

### 6. HISTORIC INTEREST RATES

Details of historic USD LIBOR rates can be obtained from Reuters.

### 7. OPERATIONAL INFORMATION

- |       |  |                |
|-------|--|----------------|
| (i)   | ISIN Code:   | XS1596782455   |
| (ii)  | Common Code:   | 159678245      |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant | Not Applicable |

identification number(s):

- |       |   |   |
|-------|---|---|
| (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. 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.<br><br>The Notes will be deposited initially upon issue with one of the ICSDs acting as common safekeeper. |

## **8. DISTRIBUTION**

- |       |   |                                  |
|-------|---|----------------------------------|
| (i)   | Method of distribution:                     | Non-syndicated                   |
| (ii)  | If syndicated, names of Managers:           | Not Applicable                   |
| (iii) | Stabilisation Manager(s) (if any):          | Not Applicable                   |
| (iv)  | If non-syndicated, name of relevant Dealer: | The Toronto-Dominion Bank        |
| (v)   | U.S. Selling Restrictions:                  | Regulation S Category 2; TEFRA D |