

**FIFTH SUPPLEMENT DATED 11 MARCH 2014  
TO THE BASE PROSPECTUS DATED 2 JULY 2013**



**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)*

**Programme for the Issuance of Medium Term Notes**

**Supplement to the Base Prospectus dated 2 July 2013**

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 2 July 2013 issued by ABN AMRO Bank N.V., as supplemented by the first supplement dated 26 August 2013, the second supplement dated 18 November 2013, the third supplement dated 23 December 2013 and the fourth supplement dated 24 February 2014 (the "**Base Prospectus**"). The Base Prospectus has been issued by ABN AMRO Bank N.V. in respect of a Programme for the Issuance of Medium Term Notes. This Supplement, together with the Base Prospectus, constitutes a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council (as amended, the "**Prospectus Directive**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

ABN AMRO Bank N.V. accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, such information is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

*Arranger*

**ABN AMRO**

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplement or the Base Prospectus, the applicable Final Terms or any document incorporated by reference herein or therein, or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Arranger or any Dealer.

This Supplement and the Base Prospectus do not, and are not intended to, constitute an offer to sell or a solicitation of an offer to buy any of the Notes by or on behalf of the Issuer or the Arranger or any Dealer in any jurisdiction in which such offer or solicitation is not authorised or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Neither this Supplement, the Base Prospectus nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuer, the Arranger or any Dealer that any recipient of this Supplement, the Base Prospectus or any other information supplied in connection with the Programme should purchase any Notes. Accordingly, no representation, warranty or undertaking, express or implied, is made by the Arranger or any Dealer in their capacity as such. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer.

Neither the delivery of this Supplement, the Base Prospectus nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the dates thereof or that any other information supplied in connection with the Programme or the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Arranger and any Dealer expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme.

The Issuer, the Arranger and any Dealer do not represent that this Supplement or the Base Prospectus may be lawfully distributed, or that Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction. In particular, no action has been taken by the Issuer, the Arranger or any Dealer appointed under the Programme which is intended to permit a public offering of the Notes or distribution of this Supplement or the Base Prospectus in any jurisdiction where action for that purpose is required. Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Supplement, the Base Prospectus, together with its attachments, nor any advertisement or other offering material may be distributed or published in any jurisdiction where such distribution and/or publication would be prohibited and each Dealer (if any) will be required to represent that all offers and sales by it will be made on these terms.

The distribution of this Supplement and the Base Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Supplement, the Base Prospectus or any Notes come must inform themselves about, and observe, any such restrictions. See "Subscription and Sale" on pages 140 through 146 of the base prospectus dated 2 July 2013. In particular, the Notes have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and include Notes in bearer form that are subject to United States tax law requirements. The Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the

registration requirements of the Securities Act. Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States or to United States persons, as these terms are defined by the Code and by U.S. Treasury regulations thereunder.

So long as the Base Prospectus and this Supplement are valid as described in Article 9 of the Prospectus Directive, copies of this Supplement and the Base Prospectus, together with the other documents listed in "Documents incorporated by reference" on pages 48 and 49 of the base prospectus dated 2 July 2013 will be available free of charge during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the Issuer (at its registered office of the Issuer at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands, by telephone +31 20 6282282 or by e-mail: [investorrelations@nl.abnamro.com](mailto:investorrelations@nl.abnamro.com)).

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

On 11 March 2014 ABN AMRO Bank N.V. published a fourth supplement to the registration document of ABN AMRO Bank N.V. dated 26 June 2013 (as supplemented by the first supplement dated 26 August 2013, the second supplement dated 18 November 2013 and the third supplement dated 24 February 2014, the "**Registration Document**"). A copy of the fourth supplement to the Registration Document has been filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) and, by virtue of this Supplement, the Registration Document and the fourth supplement to the Registration Document are incorporated in, and form part of, the Base Prospectus.

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below. References to page numbers are to the pages of the base prospectus dated 2 July 2013.

1. In "Summary ", on pages 9 to 12, item "B.12 Key Financial Information" shall be replaced with the following wording:

"

<b>B.12</b>	<b>Key Financial Information:</b>	<p>The tables below set out selected consolidated financial information for the years ended 2013, 2012 and 2011. In 2012, ABN AMRO finalized 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, ABN AMRO adopted the amended pension accounting standard IAS 19 as from 1 January 2013. As a result, all 2012 disclosed figures have been adjusted accordingly for comparison purposes. In 2013, accrued interest is presented as part of the relevant balance sheet accounts versus Accrued income and prepaid expenses and Accrued expenses and deferred income. This change has no impact on equity, total assets or net profit. All 2012 disclosed figures have been adjusted accordingly for comparison purposes. The 2011 disclosed figures have not been adjusted for IAS 19 and accrued interest.</p> <p>The reported results for the years ended and as at 31 December 2012, 2011 and 2010 have been audited.</p>
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## Results of operations for the years ended 31 December 2013, 2012 and 2011

### Condensed Consolidated statement of financial position

	Year ended 31 December		
	2013	2012	2011
	<i>(in millions of euros)</i>		
Net interest income .....	5.380	5.028	4.998
Net fee and commission income .....	1.643	1.556	1.811
Other non-interest income .....	301	754	985
Operating income .....	7.324	7.338	7.794
Personnel expenses.....	2.357	2.151	2.517
Other expenses.....	2.413	2.535	2.840
Operating expenses .....	4.770	4.686	5.357
<i>Operating result</i> .....	2.554	2.652	2.437
Impairment charges on loans and other receivables .....	983	1.228	1.757
<i>Profit/(loss) before tax</i> .....	1.571	1.424	680
Income tax (expense)/credit .....	411	271	(9)
<b><i>Profit/(loss) for the period</i></b> .....	<b>1.160</b>	<b>1.153</b>	<b>689</b>

	Year ended 31 December		
	2013	2012	2011
Cost/income ratio .....	65%	64%	69%
Return on average Equity (IFRS-EU).....	8,5%	8,5%	5,6%
Return on average RWA (in bps) .....	99	92	61

	As at 31 December		
	2013	2012	2011
RWA/Total assets .....	29%	31%	29%
Assets under Management (in EUR billion) .....	168,3	163,1	146,6
Risk-weighted assets (in EUR billion) .....	109	121,5	118,3
FTEs .....	22.289	23.059	24.225

**Selected consolidated balance sheet movements for the years ended 31 December 2013, 2012 and 2011**

*Condensed Consolidated Balance Sheet*

	<b>Year ended 31 December</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
	<i>(in millions of euros)</i>		
<b>Assets</b>			
Cash and balances at central banks.....	9.523	9.796	7.641
Financial assets held for trading.....	23.867	24.343	29.523
Financial investments.....	28.111	21.730	18.721
Loans and receivables - banks.....	31.210	46.461	61.319
Loans and receivables - customers.....	268.147	276.967	272.008
Other.....	11.164	14.461	15.470
<b>Total assets.....</b>	<b><u>372.022</u></b>	<b><u>393.758</u></b>	<b><u>404.682</u></b>
<b>Liabilities</b>			
Financial liabilities held for trading.....	14.248	20.098	22.779
Due to banks.....	15.833	21.304	30.962
Due to customers.....	215.643	216.757	213.616
Issued debt.....	88.682	95.048	96.310
Subordinated liabilities.....	7.917	9.736	8.697
Other.....	16.131	17.932	20.898
<b>Total liabilities.....</b>	<b><u>358.454</u></b>	<b><u>380.875</u></b>	<b><u>393.262</u></b>
<b>Equity</b>			
Equity attributable to owners of the parent company.....	13.555	12.864	11.400
Equity attributable to non-controlling interests.....	13	19	20
<b>Total equity.....</b>	<b><u>13.568</u></b>	<b><u>12.883</u></b>	<b><u>11.420</u></b>
<b>Total liabilities and equity.....</b>	<b><u>372.022</u></b>	<b><u>393.758</u></b>	<b><u>404.682</u></b>

<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>
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2. In "Documents incorporated by reference", on page 48, paragraph (a) shall be replaced with the following wording:

"(a) the registration document of the Issuer dated 26 June 2013 (the "**Registration Document**") as supplemented by the first supplement dated 26 August 2013, the second supplement dated 18 November 2013, the third supplement dated 24 February 2014 and the fourth supplement dated 11 March 2014, including, for the purpose of clarity, the following items incorporated by reference therein:".

3. In "Documents incorporated by reference", on page 49, the following new paragraphs (o) and (p) shall be inserted (with deletion of "and" at the end of paragraph (m) and replacement of "," at the end of paragraph (n) with ";"):

"(o) ABN AMRO Group N.V.'s publicly available audited consolidated annual financial statements for the financial year ended 31 December 2013 (as set out on pages 243 to 251 in relation to the financial statements 2013, including the notes to the financial statements as set out on pages 252 to 366, pages 132 to 213 (certain information in Chapter 15 (Risk management)), pages 214 to 222 (certain information in Chapter 16 (Capital management)), pages 223 to 237 (certain information in Chapter 17 (Liquidity & funding)), pages 238 to 242 (certain information in Chapter 18 (Securitisation)) and the auditors' report thereon on pages 370 to 373, all as included in ABN AMRO Group N.V.'s Annual Report 2013); and

(p) Chapter 10 (Strategy) on pages 60 to 66, Chapter 11 (Business, operating and financial review) on pages 67 to 108, Chapter 14 (Introduction to Risk & Capital management) on pages 125 to 131, Chapter 22 (Definitions of important terms) on pages 382 to 387, Chapter 23 (Abbreviations) on pages 388 to 390 and Chapter 24 (Cautionary statement on forward-looking statements) on pages 391 and 392 of ABN AMRO Group N.V.'s Annual Report 2013,".

4. In "Annex to the Final Terms – Summary of the Notes", on pages 77 to 80, item "B.12 Key Financial Information" shall be replaced with the following wording:

"

<b>B.12</b>	<b>Key Financial Information:</b>	The tables below set out selected consolidated financial information for the years ended 2013, 2012 and 2011. In 2012, ABN AMRO finalized 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, ABN AMRO adopted the amended pension accounting standard IAS 19 as from 1 January 2013. As a result, all 2012 disclosed figures have been adjusted accordingly for comparison purposes. In 2013, accrued interest is presented as part of the relevant balance sheet accounts versus Accrued income and prepaid expenses and Accrued expenses and deferred income. This
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