
2 December 2008

THIRD SUPPLEMENT TO THE REGISTRATION DOCUMENT



ABN AMRO HOLDING N.V.
(Registered at Amsterdam, The Netherlands)

ABN AMRO BANK N.V.
(Registered at Amsterdam, The Netherlands)

Registration Document

1. This Supplement dated 2 December 2008 (the **Supplement**) constitutes the third supplement to the Registration Document dated 27 June 2008 (the **Registration Document**) published by ABN AMRO Holding N.V. (**Holding**) and ABN AMRO Bank N.V. (**Bank**) approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the **AFM**) on 27 June 2008, as supplemented on 2 October 2008 and 7 October 2008.
2. This Supplement constitutes a supplemental prospectus to the Registration Document for the purposes of Article 5:23 of the Financial Supervision Act (*Wet op het financieel toezicht*).
3. This Supplement is supplemental to, and should be read in conjunction with, the Registration Document and any other supplements thereto issued by Holding and/or Bank.
4. Holding and Bank accept responsibility for the information contained in this Supplement. To the best of the knowledge of Holding and Bank (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.
5. On 21 November 2008, the Dutch Ministry of Finance (the **Minister**) announced its plan for the companies that were acquired by the Dutch State, being *inter alia*, the Fortis-owned parts of the former ABN AMRO and Fortis Bank Nederland.

According to the Minister's plan as set out in the announcement, ABN AMRO Bank Nederland and Fortis Bank Nederland will be merged into one bank. ABN AMRO will be the new bank's leading brand. The Dutch State will hold a stake in the new bank for at least a number of years and no sale will take place before 2011 at the earliest.

In addition, the announcement advises of the appointment of Mr Gerrit Zalm as the new vice-chairman of the Managing Board of ABN AMRO Bank.

6. A copy of that announcement has been filed with the AFM and, by virtue of this Supplement, the announcement is incorporated in, and forms part of, the Registration Document.
7. Copies of all documents incorporated by reference in the Registration Document are accessible on www.abnamro.com and can be obtained, on request, free of charge, by writing to, or telephoning, ABN AMRO Bank N.V., Investor Relations Department, Gustav Mahlerlaan 10, PO Box 283, 1000 EA Amsterdam, The Netherlands, telephone (+3120) 628 7835.
8. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements in (a) above will prevail.
9. Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Registration Document since the publication of the Registration Document.

ABN AMRO Holding N.V.

ABN AMRO Bank N.V.