

**SECOND SUPPLEMENT DATED 12 JANUARY 2021  
TO THE 144A BASE PROSPECTUS DATED 7 MAY 2020**



**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)*

**US\$25,000,000,000 Program  
for the Issuance of  
Senior Preferred/Senior Non-Preferred/Subordinated Medium Term Notes**

**Supplement to the Base Prospectus dated 7 May 2020**

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 7 May 2020, as supplemented by the first supplement dated 1 July 2020 (the "**Base Prospectus**") consisting of separate documents in relation to ABN AMRO Bank N.V.'s (the "**Issuer**") \$25,000,000,000 Program for the Issuance of Senior Preferred/Senior Non-Preferred/Subordinated Medium Term Notes (the "**Program**"). The Base Prospectus comprises of the registration document of the Issuer dated 7 May 2020, as supplemented by the first supplement dated 15 May 2020, the second supplement dated 21 August 2020 and the third supplement dated 10 December 2020 (the "**Registration Document**") and the securities note relating to the Program dated 7 May 2020 (the "**Securities Note**").

This Supplement, together with the Base Prospectus, constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). 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 this Supplement will prevail.

ABN AMRO Bank N.V. (in its capacity as Issuer) accepts responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

This Supplement has been approved by The Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, "**AFM**") as the competent authority in the Issuer's home Member State pursuant to the Prospectus Regulation. The AFM has only approved this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

Notes issued under the Program may be rated or unrated. Where an issue of Notes is rated, its rating may not necessarily be the same as the rating applicable to the Program. In general, European regulated

investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Community and registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (the "**CRA Regulation**") unless the rating is provided by a credit rating agency operating in the European Community before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused. Each of Moody's Investors Service, Limited, S&P Global Ratings Europe Limited and Fitch Ratings Ltd. are credit rating agencies established and operating in the European Community prior to 7 June 2010 and have submitted an application for registration in accordance with the CRA Regulation and are registered under the CRA Regulation. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

## **ABN AMRO**

**ABN AMRO Securities (USA) LLC**

**Goldman Sachs & Co. LLC**

**BofA Securities**

## **Morgan Stanley**

**Citigroup**

**J.P. Morgan**

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any U.S. state securities law, and are being offered and sold, (A) within the United States to "qualified institutional buyers" ("**QIBs**") as defined in Rule 144A under the Securities Act ("**Rule 144A**") in reliance upon the exemption from the registration requirements of the Securities Act provided by Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, and (B) in an offshore transaction to a non-U.S. person within the meaning of Regulation S in accordance with Rule 903 or 904 of Regulation S under the Securities Act ("**Regulation S**"), in each case in accordance with applicable securities laws of any state of the United States. Prospective purchasers are hereby notified that the seller of the Notes may be relying on an exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Issuer reserves the right to withdraw, cancel or modify the offer made hereby without notice. The Issuer or the Agents may reject any offer to purchase Notes, in whole or in part. See the section "*Plan of Distribution*" of the Securities Note.

**EACH INITIAL AND SUBSEQUENT PURCHASER OF THE NOTES OFFERED HEREBY IN MAKING ITS PURCHASE WILL BE DEEMED TO HAVE MADE CERTAIN ACKNOWLEDGMENTS, REPRESENTATIONS AND AGREEMENTS AS SET FORTH IN THE SECURITIES NOTE INTENDED TO RESTRICT THE RESALE OR OTHER TRANSFER OF NOTES AND MAY IN CERTAIN CIRCUMSTANCES BE REQUIRED TO PROVIDE CONFIRMATION OF COMPLIANCE WITH SUCH RESALE OR TRANSFER RESTRICTIONS DESCRIBED IN "NOTICE TO PURCHASERS" AND "PLAN OF DISTRIBUTION" SECTIONS OF THE SECURITIES NOTE.**

Subject as provided in the applicable Pricing Term Sheet and/or Final Terms, the only persons authorized to use the Securities Note in connection with an offer of Notes are the persons named in the applicable Pricing Term Sheet and/or Final Terms as any relevant Agent and the persons named in or identifiable following the applicable Pricing Term Sheet and/or Final Terms as the Financial Intermediaries, as the case may be.

No person has been authorized to give any information or to make any representation not contained in or not consistent with the Securities Note, the applicable Pricing Term Sheet and/or Final Terms, the applicable Pricing Term Sheet (if any) or any document incorporated by reference herein or therein, or any other information supplied in connection with the Program or the Notes and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer, or any Agent.

The Notes are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and applicable U.S. state securities laws pursuant to registration thereunder or exemption therefrom. Prospective purchasers should be aware that they might be required to bear the financial risks of an investment in the Notes for an indefinite period of time.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

This Supplement (as defined above) relates to certain amendments to the Securities Note and introduces the option for certain Notes to be issued under the Programme in respect of which the Rate(s) of Interest can be reset on the basis of the U.S. Treasury Rate (each as defined in the Base Prospectus (as defined above) and/or this Supplement, as applicable). With effect from the date of this Supplement the information appearing in the Base Prospectus shall be supplemented in the manner described below (references to page numbers are to the pages of the Securities Note, unless otherwise specified).

1. In the Sections (i) "*Form of Senior Preferred Notes Final Terms*" on page 56, (ii) "*Form of Senior Non-Preferred Notes Final Terms*" on page 120 and (iii) "*Form of Subordinated Notes Final Terms*" on page 187, item 15(i) "*Rate(s) of Interest:*" shall be deleted and replaced with the following:

"(i) Rate(s) of Interest: [From (and including) [•] up to (but excluding) [•]] [[•]% per annum] [from (and including) [•] up to (but excluding) [•]] [the aggregate of [•]% and the Mid Swap Rate per annum] [from (and including) [•] (the "**Fixed Reset Date**") up to (but excluding) [•]] [the aggregate of [•]% and the U.S. Treasury Rate per annum] [determined by the Calculation Agent] [payable [annually/semi-annually/quarterly/monthly] in arrear on each Interest Payment Date.]

["**Mid Swap Rate**" means the annual mid swap rate for [Euro/U.S. dollar] swap transactions with a maturity of [•] years, expressed as a percentage, displayed on Reuters screen page [•] (or such other page as may replace that page on Reuters, or such other service as may be nominated by the person providing or sponsoring the information appearing there for the purposes of displaying comparable rates) at [•] [a.m./p.m.] ([•] time) on the [second/[•]] Business Day prior to [•].]

["**U.S. Treasury Rate**" means with respect to the Fixed Reset Date the rate per annum equal to: (1) the yield on actively traded U.S. Treasury securities adjusted to constant maturity for [•]-year maturities on the Fixed Reset Determination Date and appearing under the caption "Treasury constant maturities" on such Fixed Reset Determination Date in the applicable most recently published statistical release designated "H.15 Daily Update", or any successor publication that is published by the Board of Governors of the Federal Reserve System that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity, under the caption "Treasury Constant Maturities", for the maturity of [•] year or (2) if such release (or successor release) is not published on the Fixed Reset Determination Date or does

not contain such yields, the rate per annum equal to the [quarterly][semi-annual][annual] equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for the Fixed Reset Date. The U.S. Treasury Rate shall be determined by the Calculation Agent.]".

2. In the Sections (i) "*Form of Senior Preferred Notes Final Terms*" on page 56, (ii) "*Form of Senior Non-Preferred Notes Final Terms*" on page 120 and (iii) "*Form of Subordinated Notes Final Terms*" on page 187, item 15(iii) "*Interest Payment Date(s)*:" shall be deleted and replaced with the following:

"(iii) Interest [•] in each year, up to and including the [Fixed Reset Date and [•] in each year, up to and including the] Maturity Date [, in each case subject to adjustment in accordance with the [Following/Modified/Preceding] Business Day Convention[, Unadjusted]]

(NB: This will need to be amended in the case of long or short coupons)".

3. In the Sections (i) "*Terms and Conditions of the Senior Preferred Notes*" on page 72, (ii) "*Terms and Conditions of the Senior Non-Preferred Notes*" on page 135 and (iii) "*Terms and Conditions of the Subordinated Notes*" on page 201, the following new sentence shall be inserted as the final sentence of the first paragraph of Condition 4(a) ("*Interest on Fixed Rate Notes*"):

"If so specified in the applicable Pricing Term Sheet and/or Final Terms, Fixed Rate Notes may bear interest at an initial Rate of Interest subject to one or more resets during the tenor of the Fixed Rate Notes."

4. In the Sections (i) "*Terms and Conditions of the Senior Preferred Notes*" on page 75, (ii) "*Terms and Conditions of the Senior Non-Preferred Notes*" on page 138 and (iii) "*Terms and Conditions of the Subordinated Notes*" on page 205, the following new paragraphs shall be inserted immediately above the final paragraph of Condition 4(a) ("*Interest on Fixed Rate Notes*"):

"Where U.S. Treasury Rate is specified in the applicable Pricing Term Sheet and/or Final Terms and such rate cannot be determined, for whatever reason, as specified in item 15(i) (*Rate(s) of Interest*) of Part A of the applicable Pricing Term Sheet and/or Final Terms, "**U.S. Treasury Rate**" means the rate in percentage per annum as determined and notified by the Calculation Agent to the Issuer on the Fixed Reset Date equal to the yield on U.S. Treasury securities, having a remaining maturity of the number of years specified in the definition of U.S. Treasury Rate included in item 15(i) (*Rate(s) of Interest*) of Part A of the applicable Pricing Term Sheet and/or Final Terms, as set forth in the most recently published statistical release designated "H.15 Daily Update" under the caption "Treasury constant maturities" (or any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and

that establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the caption "Treasury constant maturities" for the maturity of the number of years specified in the definition of U.S. Treasury Rate included in item 15(i) (*Rate(s) of Interest*) of Part A of the applicable Pricing Term Sheet and/or Final Terms) prior to the Fixed Reset Determination Date.

For purposes of the determining the U.S. Treasury Rate in item 15(i) (*Rate(s) of Interest*) of Part A of the applicable Pricing Term Sheet and/or Final Terms:

**"Comparable Treasury Issue"** means, with respect to the Fixed Interest Period from the Fixed Reset Date to the next Interest Payment Date, the U.S. Treasury security or securities selected by the Issuer with a maturity date on or about the last day of such Fixed Interest Period and that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities denominated in U.S. dollars and having a remaining maturity of the number of years specified in the definition of U.S. Treasury Rate included in item 15(i) (*Rate(s) of Interest*) of Part A of the applicable Pricing Term Sheet and/or Final Terms.

**"Comparable Treasury Price"** means, with respect to the Fixed Reset Date, (i) the arithmetic average of the Reference Treasury Dealer Quotations for the Fixed Reset Date (calculated on the Fixed Reset Determination Date), after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (ii) if fewer than five such Reference Treasury Dealer Quotations are received, the arithmetic average of all such quotations, or (iii) if fewer than two such Reference Treasury Dealer Quotations are received, then such Reference Treasury Dealer Quotation as quoted in writing to the Calculation Agent by a Reference Treasury Dealer.

**"Fixed Reset Determination Date"** means the second business day immediately preceding the Fixed Reset Date.

**"Reference Treasury Dealer"** means each of up to five banks (which may include the Agents or their affiliates) selected by the Issuer, or the affiliates of such banks, which are (i) primary U.S. Treasury securities dealers, and their respective successors, or (ii) market makers in pricing corporate bond issues denominated in U.S. dollars.

**"Reference Treasury Dealer Quotations"** means with respect to each Reference Treasury Dealer and the Fixed Reset Date, the arithmetic average, as determined by the Calculation Agent, of the bid and offered prices for the applicable Comparable Treasury Issue, expressed in each case as a percentage of its principal amount, at 11:00 a.m. (New York City time), on the Fixed Reset Determination Date."