

THIRD SUPPLEMENT 18 JUNE 2010

TO THE BASE PROSPECTUS OF 6 NOVEMBER 2009

Fortis Bank Nederland

**FORTIS BANK (NEDERLAND) N.V.
EUR 40,000,000,000
DEBT ISSUANCE PROGRAMME**

Under the EUR 40,000,000,000 Debt Issuance Programme (the "**Programme**") described in the base prospectus dated 6 November 2009 (the "**Base Prospectus**") as supplemented by the first supplement to the Base Prospectus dated 29 April 2010 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 10 June 2010 (the "**Second Supplement**", and together with the Base Prospectus and the First Supplement, the "**Prospectus**"), Fortis Bank (Nederland) N.V. (the "**Issuer**") may from time to time issue medium term notes (the "**Medium Term Notes**") and capital securities (the "**Capital Securities**", together with the Medium Term Notes: the "**Notes**"), denominated in any currency agreed with the relevant Dealer (as defined in the Base Prospectus). Medium Term Notes may be issued as unsubordinated obligations, dated subordinated obligations or undated subordinated obligations of the Issuer.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of article 5:23 of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) and related regulations implementing Prospectus Directive 2003/71/EC in Dutch law ("**Wft**") and has been approved by and filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"). The Issuer has requested the AFM to provide the competent authority in Luxembourg with a certificate of approval attesting that this Supplement has been drawn up in accordance with Chapter 5.1 of the Wft (a "**Notification**"). The Issuer may request the AFM to provide competent authorities in additional Member States within the European Economic Area with a Notification.

This Supplement is available on the website of the Issuer at www.fortis.nl in the section "Investor relations/Debt Investors/Offering documents" and copies thereof may be obtained free of charge, during normal business hours at Rokin 55, 1012 KK Amsterdam, The Netherlands, and at the registered office of the Issuer and at the specified office of the Agent and the specified offices of the Paying Agents. In addition, the Supplement in respect of Notes admitted to listing on the official list and to trading on the regulated market of the Luxembourg Stock Exchange will be available in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu).

AMENDMENTS TO THE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Prospectus shall be amended in the manner described below.

This Supplement is supplemental to, forms part of and should be read in conjunction with, the Prospectus. Terms defined in this Supplement shall have the same meaning in the Prospectus, unless specified otherwise. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

1) DESCRIPTION OF THE ISSUER

In the following paragraph, which was included in the Prospectus through the Second Supplement under the heading "**Presentation of pro forma financial information**"- *Audited pro forma financial statements of ABN AMRO Bank N.V.*, the term "Issuer" is replaced by "ABN AMRO Bank N.V.", following which the paragraph now reads:

"The pro forma financial statements have been prepared in conformity with Annex II of Commission Regulation (EC) 809/2004 of 29 April 2004 (as amended) (the "Prospectus Regulation"). ABN AMRO Bank N.V.'s auditors have issued a report stating that in their opinion (a) the pro forma financial information has been properly compiled on the basis stated and (b) that basis is consistent with the accounting policies of ABN AMRO Bank N.V."

RESPONSIBILITY STATEMENT

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained herein is in accordance with the facts and contains no omission likely to affect its import.

NOTICES

This Supplement should be read and understood in accordance with any amendment or supplement hereto and with any other documents incorporated herein by reference. Full information on the Issuer and any Series or Tranche of Notes is only available on the basis of the combination of the Prospectus, this Supplement and the relevant Final Terms.

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Prospectus, this Supplement or any other supplement hereto or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer or any Dealer.

Neither the Dealers, other than the Issuer, nor any of their respective affiliates have authorised the whole or any part of this Supplement nor separately verified the information contained in this Supplement. No representation or warranty is made or implied by the Dealers, other than the Issuer, or any of their respective affiliates, and neither the Dealers, other than the Issuer, nor any of their respective affiliates makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Supplement. Neither the delivery of this Supplement or any Final Terms nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in the Prospectus and this Supplement is true subsequent to the date hereof or the date upon which the Base Prospectus has been most recently supplemented or that there has been no adverse change or any event reasonably likely to involve any adverse change in the prospects or financial or trading position of the Issuer since the date hereof or, if later, the date upon which this Supplement has been most recently supplemented or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

In the context of "*an offer of Notes to the public*" (as defined in "*Subscription and Sale*" in the Base Prospectus), and subject as provided in the applicable Final Terms, the only persons authorised to use this Supplement in connection with an offer of Notes are the persons named in the applicable Final Terms as the relevant Dealers or the Managers and the persons named in or identifiable following the applicable Final Terms as the financial intermediaries, as the case may be. Any Investor (as defined in the Base Prospectus) intending to acquire or acquiring any Notes from any Offeror (as defined in the Base Prospectus) should be aware that in the context of "*an offer of Notes to the public*" the Issuer may be responsible to the Investor for this Supplement only if the Issuer has authorised that Offeror to make the offer to the Investor. Each Investor should therefore enquire whether the Offeror is so authorised by the Issuer. If the Offeror is not authorised by the Issuer, the Investor should check with the Offeror whether anyone (other than the Issuer) is responsible for the prospectus used by that Offeror in the context of the offer to the public, and, if so, who that person is. If the Investor is in any doubt about whether the Issuer has authorised the Offeror to make the offer to the Investor it should take legal advice. An Investor intending to acquire or acquiring any Notes from an Offeror will do so, and offers and sales of the Notes to an Investor by an Offeror will be made, in accordance with any terms and other arrangements in place between such Offeror and such Investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with Investors (other than Dealers) in connection with the offer or sale of the Notes and, accordingly, the Base Prospectus and any Final Terms will not contain such information and an Investor must obtain such information from the Offeror.

The distribution of the Prospectus, this Supplement and any Final Terms and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession the Prospectus, this Supplement or any Final Terms comes are

required by the Issuer and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of the Prospectus, this Supplement or any Final Terms and other offering material relating to the Notes see "*Subscription and Sale*" in the Base Prospectus. In particular, 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. The Notes will be in bearer form and are subject to U.S. tax law requirements. Subject to certain exceptions, 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). Neither the Prospectus, this Supplement nor any Final Terms constitutes an offer or an invitation by or on behalf of the Issuer or the Dealers to subscribe for or purchase any Notes and should not be considered as a recommendation by the Issuer, the Dealers or any of them that any recipient of this Supplement or any Final Terms should subscribe for or purchase any Notes. Each recipient of the Prospectus, this Supplement or any Final Terms shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

Structured securities, including certain of the Notes which may be issued under the Programme, are sophisticated instruments, can involve a high degree of risk and are intended for sale only to those investors capable of understanding the risk entailed in such instruments. Prospective purchasers of the Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they understand the nature of the Notes as an investment in the light of their own circumstances and financial condition. Prospective purchasers of the Notes should conduct their own investigations and, in deciding whether or not to purchase Notes, should form their own views of the merits of an investment related to the Notes based upon such investigations and not in reliance upon any information given in this document and the applicable Final Terms. In particular, each investor contemplating purchasing any Notes should make its own appraisal of any share or index, fund, debt security, currency, commodity or other asset to which such Note may be linked (including the creditworthiness of the Issuer of any share or debt or other security to which such Note may be linked). If in doubt potential investors are strongly recommended to consult with their financial advisers before making any investment decision. (See "*Risk Factors*" in the Base Prospectus).

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Notes issued under the Programme may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the Prospectus Directive.