

**FIRST SUPPLEMENT DATED 16 NOVEMBER 2021 TO THE BASE PROSPECTUS DATED 20 AUGUST 2021**



**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 20 August 2021**

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 20 August 2021 (the "**Base Prospectus**") consisting of separate documents in relation to ABN AMRO Bank N.V.'s (the "**Issuer**") Programme for the Issuance of Medium Term Notes (the "**Programme**"). The Base Prospectus comprises of the registration document of the Issuer dated 21 May 2021, as supplemented by the first supplement dated 20 August 2021, the second supplement dated 9 September 2021 and the third supplement dated 16 November 2021 (the "**Registration Document**") and the securities note relating to the Programme dated 20 August 2021, as supplemented (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 (a) above 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 or of the quality of the securities that are the subject of the Base Prospectus.

*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, unless specifically indicated to the contrary in the applicable Final Terms, 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 202 through 208 of the Securities Note. In particular, the Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes are in bearer form and are subject to United States tax law requirements.

Subject to certain exceptions, the Notes may not be offered, sold or delivered within the United States or to U.S. persons.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

This Supplement (as defined above) relates to certain amendments to the Securities Note relating to (i) Notes issued as Green Bonds and (ii) the Regulatory Call Option in respect of Subordinated Notes. 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 Section "*Overview of the Programme - Redemption – Regulatory Call Option in respect of Subordinated Notes*", on page 8, the following new paragraph shall be inserted:

"For the avoidance of doubt, unless a Capital Event has occurred and is continuing and the Subordinated Notes have been excluded from the Tier 2 capital of the Issuer (within the meaning of CRR) in full, the Issuer may redeem the Subordinated Notes at its option upon the occurrence of a MREL Disqualification Event only after the fifth anniversary of the Issue Date."

2. In the Section "*Important Information*", the following new paragraphs shall be inserted on page 38:

**"The Issuer's ESG scores are not necessarily indicative of its current or future operating or financial performance, or any future ability to service the Notes and are only current as of the dates on which they were initially issued"**

The Issuer's exposure to Environmental, Social and Governance ("**ESG**") risks and the related management arrangements established to mitigate those risks has been assessed by several agencies, including CDP, Sustainalytics ESG Risk Rating, DJSI, ISS ESG and MSCI, among others, through Environmental, Social and Governance ratings ("**ESG scores**"). ESG scores may vary amongst ESG scoring agencies as the methodologies used to determine ESG scores may differ. The Issuer's ESG scores are not necessarily indicative of its current or future operating or financial performance, or any future ability to service the Notes and are only current as of the dates on which they were initially issued. Prospective investors must determine for themselves the relevance of any such ESG scores information contained in this Securities Note and/or the Final Terms or elsewhere in making an investment decision. Furthermore, ESG scores shall not be deemed to be a recommendation by the Issuer to buy, sell or hold the Notes. Currently, the providers of such ESG scores are not subject to any regulatory or other similar oversight in respect of their determination and award of ESG scores.

For more information regarding the assessment methodologies used to determine ESG scores, please refer to the relevant scoring agency's website (which website does not form a part of, nor is incorporated by reference in, this Securities Note)."

2. In the Sections (i) "*Form of Senior Preferred Notes Final Terms*", the section titled "*Part B – Other Information*" on page 55, (ii) "*Form of Senior Non-Preferred Notes Final Terms*", the section titled "*Part B – Other Information*" on page 111 and (iii) "*Form of Subordinated Notes Final Terms*", the section titled "*Part B – Other Information*" on page 170, the following new paragraph shall be inserted:

"[9. ESG Scores (*Green Bonds only*)]"

The Issuer refers to the following ESG scores applicable to ABN AMRO:

[Sustainalytics ESG Risk Rating]: [•]

[ISS-Quality Score]: [•]

[DJSI]: [•]

[ISS ESG]: [•]

[•]: [•]]".

3. In the "*Terms and Conditions of the Subordinated Notes – 5. Redemption and Purchase – (d) Redemption, substitution and variation for regulatory purposes of Subordinated Notes*", on page 208, the following new sentence shall be inserted at the end of the first paragraph:

"For the avoidance of doubt, unless a Capital Event has occurred and is continuing and the Subordinated Notes have been excluded from Tier 2 capital of the Issuer (within the meaning of CRR) in full, the Issuer may redeem the Subordinated Notes at its option upon the occurrence of a MREL Disqualification Event only after the fifth anniversary of the Issue Date."