

# 1.70% Exchangeable Securities into RBS Group PLC

## Final TERMS OF ISSUE – 11 December 2006

We are pleased to present for your consideration the transaction described below. We are willing to negotiate a transaction with you because we understand that you have sufficient knowledge, experience and professional advice to make your own evaluation of the merits and risks of a transaction of this type and you are not relying on either ABN AMRO Bank N.V. nor any of the companies in the ABN AMRO group or Jefferies International Limited or any Jefferies Group company for information, advice or recommendations of any sort other than the factual terms of the transaction. This term sheet does not identify all the risks (direct or indirect) or other considerations which might be material to you when entering into the transaction. You should consult your own business, tax, legal and accounting advisors with respect to this proposed transaction and you should refrain from entering into a transaction with us unless you have fully understood the associated risks and have independently determined that the transaction is appropriate for you.

<b><u>SUMMARY</u> Issuer:</b>	ABN AMRO Bank N.V. (senior long term debt rating: Moody's Aa3, S&P AA-)
<b>Lead Manager:</b>	ABN AMRO Bank N.V.
<b>Sole Distributor:</b>	Jefferies International Ltd.
<b>Offering:</b>	Exchangeable Securities
<b>Underlying:</b>	RBS Group PLC (Bloomberg: RBS LN)
<b>Nominal Amount:</b>	GBP 50,000,000
<b>Denomination:</b>	GBP 1,000
<b>Number of Securities:</b>	50,000
<b>Maturity Date:</b>	16/12/2011
<b>Issue Price:</b>	100%
<b>Coupon:</b>	<b>1.70% p.a. (30/360)</b>
<b>Coupon Payment Dates:</b>	On each anniversary of the Issue Date (starting with 18/12/2007) to and including the Maturity Date.
<b>Conversion Right:</b>	On any Trading Day during Conversion Period by giving 5 business days notice, holders are entitled to convert each note by delivering a notice prior to 11 am (GMT) into a specified number (the Conversion Ratio) of Shares. Fractions shall be settled in cash. On Conversion <b>no</b> accrued interest will be paid.
<b>Notice of Conversion:</b>	A Conversion Right can be exercised by a holder by delivering a notice of conversion to the Clearing Agent
<b>Conversion Period:</b>	From (but excluding) the Payment Date to (but including) the Notice Date
<b>Valuation Date:</b>	The first Business Day & Trading Day following the date set out on the Notice of Conversion
<b>Notice Date:</b>	5 business days prior to the Maturity Date
<b>Initial Reference Price:</b>	GBP 19.82
<b>Final Reference Price:</b>	Is the official closing price of the Underlying shares on the Exchange on the Valuation Date
<b>Conversion Premium:</b>	8.00%
<b>Conversion Price:</b>	GBP 21.41
<b>Conversion Ratio:</b>	46.707
<b>Underlying Exchange:</b>	London Stock Exchange
<b>Business Day:</b>	A day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments in London and a day on

**Trading Day:**

which each Clearing Agent is open for business, and (ii) a day on which the Exchange is open for business;  
means any day that is (or but for the occurrence of a market disruption event would have been) a trading day on the Exchange and each Related Exchange other than a day on which trading on the Exchange or any Related Exchange is scheduled to close prior to its regular weekday closing time;

**Redemption at Maturity:**

100%

**Listing:  
Secondary Settlement:  
Clearing:**

Luxembourg listing to be applied for  
Trade Date + 3 Business Days  
Euroclear Bank SA, Clearstream Banking SA

**Security Codes:**

Common code: 27945775      ISIN code: XS0279457757  
Valoren No. : 2835062

**Quoted on:**

Bloomberg pages: JJPP15

**Form:**

Registered Global

**Applicable law:**

English

**Market Disruption Clause:**

The following disruption / adjustment provisions shall apply:

The Calculation Agent shall as soon as reasonably practicable under the circumstances notify the Holders if it determines that a Market Disruption Event has occurred. Each of the following is a “**Market Disruption Event**”:

- (a) Price Source Disruption. The failure by the Exchange to announce or publish the price for the Reference Asset (or the information necessary for determining such price), or the temporary or permanent discontinuance or unavailability of such price by the Exchange.
- (b) Trading Suspension. The material suspension of trading on the Exchange or any Related Exchange.
- (c) Disappearance of Price. The failure of trading to commence, or the permanent discontinuation of trading of the Reference Asset on the Exchange.
- (d) Material Change in nature of or pricing method. The occurrence, since the Issue Date, of a material change in the basis for (including but not limited to the quantity, quality or currency), or method of calculating the price of the Reference Asset.
- (e) Material Change in Content. The occurrence, since the Issue Date, of a material change in the content,

composition of the Reference Asset.

- (f) De Minimis Trading. The number of contracts traded on the Exchange with respect to the Reference Asset is such that the Issuer declares that its ability to enter into hedging transactions with respect to the Reference Asset has been impaired due to a lack of, or, a material reduction in, trading in the Reference Asset on the Exchange.
- (g) Tax Disruption. The imposition of, change in, or removal of an excise, severance, sales, use, value-added, transfer, stamp, documentary, recording or similar tax on, or measured by reference to, the Reference Asset (other than a tax on, or measured by reference to, overall gross or net income) by any government or taxation authority after the Issue Date, if the direct effect of such imposition, change or removal is to raise or lower the price of the Reference Asset on the Valuation Date and/or on each of the three Trading Days following the Valuation Date from what it would have been without that imposition, change or removal.
- (h) Trading Limitation. The material limitation imposed on trading in the Reference Asset with respect to it or any contract with respect thereto on any exchange or principal trading market.
- (i) General Moratorium. A general moratorium is declared in respect of banking activities in the country in which the Exchange or any Related Exchange is located.

**Selling restrictions:**

No sales permitted in the U.S. or to U.S. persons, however the issuer intends to make the securities available for “QIB’s” qualified institutional buyers, standard U.K and Dutch selling restrictions apply

**Taxation:**

The purchaser is liable for any potential stamp duty arising from the transfer of the underlying shares resulting from exercise of the Conversion Right.

All payments or, as the case may be, deliveries in respect of the Securities to be made by the Issuer will be subject in all cases to all applicable fiscal and other laws and regulations (including, where applicable, laws requiring the deduction or withholding for, or on account of, any tax duty or other charge whatsoever). Therefore, the Issuer shall have the right, but shall not be obliged, to withhold or deduct from any amount payable such amount, as shall be necessary to account for or to

pay any such tax, duty, charge, withholding or other payment.

**TABLE**

**Pricing Date:**

11<sup>th</sup> December 2006

**Issue Date:**

18<sup>th</sup> December 2006

**Payment Date:**

18<sup>th</sup> December 2006

This term sheet is for information purposes only and does not constitute an offer to sell or a solicitation to buy any security or other financial instrument.