

Global Banking & Markets

135 Bishopsgate
London EC2M 3UR

Tel: +44(0)20 7085 5000

Fax: +44(0)20 7085 0000

www.rbs.com

On 6 February 2010 **ABN AMRO Bank N.V.** (registered with the Dutch Chamber of Commerce under number 33002587) changed its name to **The Royal Bank of Scotland N.V.** and all references in the attached document to "**ABN AMRO Bank N.V.**" should be read as references to "**The Royal Bank of Scotland N.V.**".

The name change is not a change of the legal entity which issued your securities and it does not affect any of the terms and conditions of your securities. For further information on The Royal Bank of Scotland N.V. or its holding company, ABN AMRO Holding N.V., and their financial status please refer to the current Registration Document for ABN AMRO Holding N.V. and The Royal Bank of Scotland N.V., which is available at <http://markets.rbs.com/bparchive/> and to the documents on file at <http://www.sec.gov>.

From 6 February 2010 onwards, the name ABN AMRO Bank N.V. will be used by a separate legal entity (registered with the Dutch Chamber of Commerce under number 34334259) which will ultimately be owned by the State of the Netherlands. Neither the new entity named ABN AMRO Bank N.V. nor the State of the Netherlands will, in any way, guarantee or otherwise support the obligations under your securities unless otherwise expressly stated in the terms and conditions of your securities.

Prospectus dated 23 February 2001



ABN AMRO Bank N.V.

(incorporated in The Netherlands with its statutory seat in Amsterdam)

800,000 Open-end Index Certificates 2000 linked to the DAX® Index (the “Certificates”)

Issue Price: EUR 64.80

ABN AMRO Bank N.V. (the "Issuer") has authorised the issue of 800,000 Certificates..

The issue of 800,000 Certificates is to be consolidated and to form a single series with the existing issue of 700,000 Open-end Certificates 2000 linked to the DAX® Index (ISIN DE0005437412), bringing the total size to 1,500,000.

References to the “Index” means the DAX® Index.

Each Certificate entitles the Certificateholder (as defined herein) upon exercise to receive from the Issuer payment of the Settlement Amount (as defined herein) on the Settlement Date (as defined herein), subject to the Issuer's right to terminate the Certificates (as described herein). The Certificates will bear no interest.

Application has been made to list the Certificates on the Luxembourg Stock Exchange.

The Certificates are represented by a global certificate (the “Global Certificate”). A Global Certificate relating to the further issue of 800,000 Certificates will be deposited with Clearstream Banking AG (“Clearstream, Frankfurt”) on or around 28 February 2001. The Certificates have been accepted for settlement through Clearstream, Frankfurt, Morgan Guaranty Trust Company of New York, Brussels office, as operator of the Euroclear System (“Euroclear”) and Clearstream Banking S.A. (“Clearstream, Luxembourg”).

The purchase and transfer of the Certificates may be effected in minimum numbers of 1.

The Issuer will issue all the Certificates to the Lead Manager on or around 28 February 2001. Certificates not sold by the Lead Manager will be held by the Lead Manager or its affiliates and may be retained or may be sold by the Lead Manager from time to time in such amounts, to such purchasers and at such prices as the Lead Manager or such affiliate shall determine. The Issuer and its affiliates are entitled to purchase or sell Certificates in the open market or through private transactions.

The Certificates are derivative financial instruments linked to the Index. Prospective investors are warned that the price of the Certificates may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective investors should be experienced with respect to transactions in equity securities and in securities with a value derived from underlying equity securities. Prospective investors should understand the risks of transactions involving these Certificates and should reach an investment decision only after careful consideration, with their advisers, of the suitability of investing in these Certificates in light of their particular financial circumstances and their particular investment considerations (see “Risk Factors”).

In certain jurisdictions it may be uncertain as to how the return on the Certificates will be taxed. Prospective investors are cautioned to make themselves aware of the capital gains, income or other tax consequences of buying, holding or disposing of the Certificates in their own jurisdiction of tax residence prior to purchasing the Certificates (see “Tax Profile”).

The Certificates constitute general unsecured contractual obligations of the Issuer and of no other person. Any person who purchases the Certificates is relying upon the creditworthiness of the Issuer and has no rights under the Certificates against any other person.

DAX® is a registered trademark of Deutsche Börse AG.

The Issuer's senior long-term debt rating is: Moody's Aa2 and Standard & Poor's AA.

Lead Manager
ABN AMRO Bank N.V.

Subject as set out below, the Issuer accepts responsibility for the information contained in this document except for the information regarding the Index. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The information relating to the Index consists of extracts from, or summaries of, publicly available information. The Issuer accepts responsibility for accurately reproducing such extracts or summaries but does not accept any further or other responsibility in respect of such information.

This Prospectus is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see “Documents Incorporated by Reference” below). This Prospectus should be read and construed on the basis that such documents are incorporated in and form part of this Prospectus.

No person has been authorised to give any information or make any representation in connection with the offering of the Certificates other than as contained in this Prospectus and, if given or made, any such information or representation should not be relied upon as having been authorised by the Issuer. Neither the delivery of this Prospectus, nor the issue of the Certificates, nor any sale thereof shall, in any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This Prospectus (i) is not intended to provide the basis of any credit or other evaluation and (ii) should not be considered as a recommendation by the Issuer that any recipient of this Prospectus should purchase the Certificates. Each investor contemplating purchasing the Certificates should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. This Prospectus does not constitute an offer or invitation by or on behalf of the Issuer to any person to subscribe for or to purchase the Certificates.

Distribution of this Prospectus and the offering or sale of the Certificates may be restricted by law in certain jurisdictions. Persons into whose possession this Prospectus or any Certificates come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of Certificates in the United States, The Netherlands, Japan and the United Kingdom. See “Selling Restrictions” below.

Potential investors are advised that this investment is not risk-free and should be aware that they might lose their investment. Potential investors are also advised to make their own inquiries regarding this investment and should consult their own professional advisers.

EACH PURCHASER OF THE CERTIFICATES MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION IN WHICH IT PURCHASES, OFFERS OR SELLS THE CERTIFICATES OR POSSESSES OR DISTRIBUTES THIS PROSPECTUS AND MUST OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY IT FOR THE PURCHASE, OFFER OR SALE BY IT OF THE CERTIFICATES UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION TO WHICH IT IS SUBJECT OR IN WHICH IT MAKES SUCH PURCHASES, OFFERS OR SALES, AND THE ISSUER SHALL HAVE NO RESPONSIBILITY THEREFOR.

These Certificates are not in any way sponsored, endorsed, sold or promoted by Deutsche Börse AG and Deutsche Börse AG makes no warranty or representation whatsoever, express or implied, either as to the results to be obtained from the use of the DAX ® Index and/or the figure at which the DAX® Index stands at any particular time on any particular day or otherwise. The DAX® Index is compiled and calculated by Deutsche Börse AG. However, Deutsche Börse AG shall not be liable (whether in negligence or otherwise) to any person for any error in the index and Deutsche Börse AG shall not be under any obligation to advise any person of any error therein.

The Certificates have not been nor will be registered under the U.S. Securities Act of 1933 (as amended) (the “Securities Act”) and are subject to U.S. tax law requirements. Subject to certain exceptions, the Certificates may not be offered, sold or delivered within the United States or to U.S. persons. In addition, until 40 days after the Issue Date, an offer or sale of the Certificates within the United States by any manager (whether or not participating in the offering) may violate the requirements of the Securities Act. See “Selling Restrictions” below.

The Certificates will be obligations solely of the Issuer .

References to “Euro”, “euro” and “EUR” are to the lawful currency of the participating member states of the European Union that have adopted a single currency in accordance with the Treaty establishing the European Communities, as amended by the Treaty on European Union, from time to time; references herein to “NLG” or “Dutch Guilders” are to the lawful currency of The Netherlands previous to 1 January 1999; and references to “USD” are to the lawful currency of the United States of America, from time to time.

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Potential investors are advised that this investment is not risk free and should be aware that they might receive an amount which might be considerably lower than their initial investment (see "Risk Factors"). Potential investors are also advised to make their own inquiries regarding this investment and should consult their own professional advisers.

The Certificates are derivative financial instruments linked to the Index and, accordingly, the Settlement Amount and/or the Early Termination Amount may be affected by, inter alia, the value of the Index. Prospective purchasers should make their own independent evaluation of the risks associated with an investment in the Certificates.

In connection with this issue, the Issuer may over-allot or effect transactions which stabilise or maintain the market price of the Certificates at a level which might not otherwise prevail. Such stabilisation, if commenced, may be discontinued at any time and will in any event be discontinued 30 days after the Issue Date. Such stabilising shall be in compliance with all relevant laws and regulations.

DOCUMENTS INCORPORATED BY REFERENCE

The Issuer incorporates by reference into this Prospectus (i) the annual reports for the years ended 31 December 1997, 1998 and 1999 and the unaudited interim financial statements for the six months ended 30 June 2000 of ABN AMRO Holding N.V. (each of which incorporates the financial statements of the Issuer) (in English); and (ii) the articles of association of the Issuer.

From the date of this Prospectus, a copy of any or all of the documents which are incorporated herein by reference, will be available free of charge during usual business hours on any day (except Saturdays, Sundays and legal holidays) at the specified office of the Paying Agents and Listing Agent in Luxembourg and at the registered office of the Issuer. Written or telephone requests for such documents should be directed to the Issuer at its registered office set out at the end of this Prospectus. Such documents will also be available upon request at the offices of the Fiscal Agent.

RISK FACTORS

An investment in the Certificates entails significant risks not associated with similar investments in a conventional debt and equity security, including the following:

The Certificates entitle the Certificateholder to receive the Settlement Amount or the Early Termination Amount, as the case may be, from the Issuer. Investors are therefore at risk that the level of the relevant Index may cause the Settlement Amount or the Early Termination Amount to be less than the amount paid for the Certificates. Accordingly, this investment bears the market risk of a direct equity investment and investors are cautioned to take advice accordingly;

There can be no assurance as to how the Certificates will trade in the secondary market or whether such market will be liquid or illiquid. Application has been made to list the Certificates on the Luxembourg Stock Exchange. No assurance can be given that there will be a market for the Certificates. If the Certificates are not traded on any exchange, pricing information for the Certificates may be more difficult to obtain, and the liquidity and market prices of the Certificates may be adversely affected;

The market value for the Certificates will be affected by a number of factors independent of the creditworthiness of the Issuer and the level of the relevant Index, including, but not limited to market interest, exchange rates and yield rates. In addition, the level of the relevant Index depends on a number of interrelated factors, including economic, financial and political events in Europe and elsewhere, including factors affecting capital markets generally and the Relevant Exchanges. The price at which a Certificateholder will be able to sell Certificates prior to exercise may be at a discount, which could be substantial to the value of the Certificates at the Issue Date if, at such time, the level of the relevant Index is below, equal to or not sufficiently above the level of such Index at the date of this Prospectus. The historical levels of the relevant Index should not be taken as an indication of the Index's future performance during the term of the Certificates;

Potential conflicts of interest may exist between the Calculation Agent and Certificateholders, including with respect to certain determinations and judgments that the Calculation Agent may make pursuant to the Conditions that may influence the amount receivable upon redemption of the Certificates;

Prospective investors who consider purchasing the Certificates should be aware that these Certificates are open-end Certificates. This means that settlement of the Certificates depends on the Certificateholder exercising his right to receive the Settlement Amount or the Issuer terminating the Certificates.

Prospective investors who consider purchasing the Certificates should reach an investment decision only after carefully considering the suitability of the Certificates in light of their particular circumstances.

SUMMARY INFORMATION RELATING TO THE DAX ® INDEX

ALL INFORMATION CONTAINED IN THIS PROSPECTUS REGARDING THE INDICES HAS BEEN REPRODUCED FROM INFORMATION PUBLISHED BY THE INDEX SPONSORS AND BLOOMBERG. THE ISSUER HAS NOT PARTICIPATED IN THE PREPARATION OF SUCH INFORMATION NOR MADE ANY DUE DILIGENCE INQUIRY WITH RESPECT TO THE INFORMATION PROVIDED THEREIN OR HEREIN AND ASSUMES NO RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF SUCH INFORMATION.

INVESTORS IN THE CERTIFICATES ARE URGED TO CONDUCT THEIR OWN INVESTIGATION INTO THE INDICES. THE ISSUER MAKES NO REPRESENTATION THAT SUCH INFORMATION REGARDING THE INDICES IS ACCURATE OR COMPLETE. FURTHERMORE, THERE CAN BE NO ASSURANCE THAT ALL EVENTS OCCURRING PRIOR TO THE DATE OF THIS PROSPECTUS (INCLUDING EVENTS THAT WOULD AFFECT THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION) THAT WOULD AFFECT THE INDEX OR THE SHARES COMPRISED THEREIN (AND THEREFORE THE TRADING PRICE AND EXCHANGE VALUE OF THE CERTIFICATES) HAVE BEEN PUBLICLY DISCLOSED. SUBSEQUENT DISCLOSURE OF ANY SUCH EVENTS OR THE DISCLOSURE OR FAILURE TO DISCLOSE MATERIAL FUTURE EVENTS CONCERNING THE INDICES OR THE SHARES COMPRISED THEREIN COULD AFFECT THE TRADING PRICE AND SETTLEMENT AMOUNT OF THE CERTIFICATES.

General Description

The DAX® Index, (the "Index") reflects the blue chip segment comprising the largest and most actively traded German companies that are listed at the Frankfurt Stock Exchange (the "FWB"). It comprises 30 issues, which have been admitted to trading in the First and Second segment.

Calculation

The Index is capital-weighted, whereby the weight of any individual issue is proportionate to its respective share in the overall capitalisation. The shares of all classes of the various index companies that have been admitted to trading at FWB are applied as weights in the Index. In the course of the index calculation process, the aggregate number of shares across all classes is then weighted by the price of the most liquid class.

Maintenance

The Index portfolio is reviewed every three months to see whether its composition still appropriately represents the respective market segment. The selection of Index component issues is made on the grounds of certain rankings, the primary selection criteria of which are the exchange turnover on Xetra and the Frankfurt floor (within the preceding 12 months) and the market capitalisation on a certain reporting date (last trading day of each month).

The composition of the index portfolio is generally reviewed for the Index on annual basis. Any replacement of index component issues is carried out on the respective chaining dates in September.

The Working Committee for Equity Indices advises Deutsche Börse AG on all issues related to the Index, recommending measures which are necessary in order to ensure the relevance of the index range and the correctness and transparency of the index calculation process. In accordance with the various rules set out in this guideline, the Committee pronounces recommendations in respect of the composition of Deutsche Börse's indices. However, any decision on the composition of and possible modifications to the Index are exclusively taken by the Board of Deutsche Börse AG.

Mergers or events of insolvency may trigger an extraordinary change of the corresponding index composition.

Sponsor

The Index is calculated and announced by Deutsche Börse AG.

License Agreement

The Sponsor has granted to the Issuer the right to use the Index for these certificates. The certificates are in compliance with the terms and conditions upon which the authorisation to use the Index was granted by the Sponsor.

Historic Closing Levels of the DAX Index

	<u>High</u>	<u>Low</u>	<u>Average</u>
1 January 1998 - 31 December 1998	6,171.43	3,896.08	5,015.08
1 January 1999 - 31 December 1999	6,958.14	4,678.72	5,341.83
January 2000 - June 2000	8064.97	6474.92	7333.20
July 2000	7480.14	6944.36	7192.60
August 2000	7339.22	7016.59	7221.70
September 2000	7445.56	6682.92	7027.60
October 2000	7077.44	6465.26	6721.20
November 2000	7136.30	6372.33	6815.00
December 2000	6782.52	6200.71	6477.80
January 2001	6795.14	6289.82	6560.60
1 February 2001 - 16 February 2001	6704.68	6439.26	6584.20

The closing level of the DAX Index on 22 February 2001 was 6277.99.

Source of the historic closing levels: Bloomberg

TERMS AND CONDITIONS OF THE CERTIFICATES

The following are the terms and conditions of the Certificates which, subject to completion and amendment, will be attached to the Global Certificate and will govern the Certificates

The Open-end Index Certificates linked to the DAX ® Index (the “Certificates”, and each individual certificate, a “Certificate”). The expression Certificates shall in these Terms and Conditions (these “Conditions”), unless the context otherwise requires, include any further certificates issued pursuant to Condition 18 and forming a single series with the Certificates), of ABN AMRO Bank N.V. (in such capacity the “Issuer”), are issued subject to and with the benefit of an agency agreement dated 29 August 2000 (the “Agency Agreement”) made between the Issuer, ABN AMRO Bank N.V. as fiscal and principal paying agent (in such capacity the “Fiscal Agent”) and the other paying agents named therein (together with the Fiscal Agent, the “Paying Agents”). The issue of the Certificates was authorised by a resolution of the Managing Board of the Issuer dated 19 October 1999. The statements in these Conditions include summaries of, and are subject to, the detailed provisions of the Agency Agreement.

Copies of the Agency Agreement are available for inspection at the specified offices of the Paying Agents. The Certificateholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Agency Agreement, which are binding on them.

1. Definitions

“Business Day” means any day (other than a Saturday or Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Frankfurt am Main.

“Calculation Agent” means ABN AMRO Bank N.V. acting in its capacity as Calculation Agent, or such other leading financial institution as the Issuer may appoint from time to time to be the Calculation Agent;

“Certificate Entitlement” means 0.01;

“Certificateholder” means a person or legal entity appearing in the books of the Clearing Systems as the holder of a Certificate, except that a clearing system shall not be treated as the holder of a Certificate held in an account with another clearing system on behalf of the first clearing system’s accountholders;

“Clearing Systems” means Clearstream, Frankfurt, Euroclear and Clearstream, Luxembourg collectively (each a “Clearing System”);

“Clearstream, Frankfurt” means Clearstream Banking AG;

“Clearstream, Luxembourg” means Clearstream Banking S.A.;

“Conditions” means these terms and conditions of the Certificates (each a “Condition”);

“Currency Business Day” means a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET) System is open;

“Early Termination Amount” means for each Certificate, subject to adjustment in accordance with Condition 11, an amount as determined by the Calculation Agent equal to the level of the Index at the Valuation Time on the Early Termination Date and multiplied by the Certificate Entitlement, which amount shall be rounded downwards to the nearest two decimal places;

“Early Termination Payment Date” means in respect of each Certificate, the fifth Currency Business Day following the Early Termination Date (as defined in Condition 7);

“EUR” means the lawful currency of the participating member states of the European Union that have adopted a single currency in accordance with the Treaty establishing the European Communities, as amended by the Treaty on European Union, from time to time;

“Euroclear” means Morgan Guaranty Trust Company of New York, Brussels office, as operator of the Euroclear System;

“Exchange Business Day” means any day that is (or but for the occurrence of a Market Disruption Event, would have been) a trading day on the Relevant Exchange and the Related Exchange other than a day on which trading on any such exchange is scheduled to close prior to its regular weekday closing time.

“Exercise Date” means the Business Day during the Exercise Period on which the Certificates are exercised in accordance with Condition 6.

“Exercise Periods” means each period from, and including, the eighth Business Day to, and including, the fifth Business Day immediately preceding the last Exchange Business Day of March each year (each an “Exercise Period”);

“Exercise Notice” means a certificate exercise notice in the form set out in the Agency Agreement (copies of which may be obtained from the Paying Agents);

“Exercise Time” means 5.00 p.m. (local time in Frankfurt am Main);

“Index” means the DAX ® Index, currently identified by Reuters Code .GDAXI;

“Issuer” means ABN AMRO Bank N.V.;

“Related Exchange” means any exchange on which futures or options on or relating to the Index are traded from time to time;

“Relevant Exchange” means each exchange on which stocks constituting the Index have their primary listing;

“Settlement Amount” means for each Certificate, subject to adjustment in accordance with Condition 11, an amount as determined by the Calculation Agent equal to the level of the Index at the Valuation Time on the Valuation Date and multiplied by the Certificate Entitlement, which amount shall be rounded downwards to the nearest two decimal places.

“Settlement Date” means in respect of each Certificate, the fifth Currency Business Day following the Valuation Date;

“USD” means the lawful currency of the United States of America, from time to time

“Valuation Dates” means in respect of each Certificate, the last Exchange Business Day of March in the year such Certificate is exercised (each a “Valuation Date”); and

“Valuation Time” means the time at which the official closing level of the Index is announced.

2. Form, Title and Transfer

(a) Form

The Certificates are issued in bearer form.

The Certificates are represented by a global certificate (the “Global Certificate”). A Global Certificate relating to the further issue of 800,000 Certificates will be deposited with Clearstream Banking AG (“Clearstream, Frankfurt”) on or around 28 February 2001.

The Global Certificate shall not be exchangeable for definitive certificates unless either (i) Clearstream Frankfurt, Euroclear or Clearstream, Luxembourg close for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; or (ii) any of the circumstances in Condition 13 occurs.

(b) Title and Transfer

Interests in the Global Certificate will be transferable in accordance with the rules and procedures for the time being of the Clearing Systems and all transactions in (including transfers of) the Certificates, in the open market or otherwise, must be effected through an account at the Clearing Systems. Title to the Certificates passes upon registration of the transfer in the books of the Clearing Systems.

If, in accordance with Condition 2(a) the Certificates are exchanged for definitive certificates, title to the Certificates will pass by delivery.

Transfers of the Certificates may be effected in minimum numbers of 1 Certificate or multiples thereof.

3. Status of the Certificates

The Certificates constitute general unsecured and unsubordinated obligations of the Issuer and rank *pari passu* without any preference among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer save for those preferred by mandatory provisions of law.

4. Interest

The Certificates bear no interest.

5. Payments by the Issuer

(a) Entitlement

Each Certificate will entitle the Certificateholder to receive, upon exercise and subject as set out below, from the Issuer the Settlement Amount on the Settlement Date, subject to their prior termination as provided herein.

(b) Payments

The Issuer shall on the Settlement Date, subject to compliance by the Certificateholder with the exercise procedure set out herein, or on the Early Termination Payment Date, as the case may be, pay or cause to be paid an amount equal to the Settlement Amount of the duly exercised Certificates or the Early Termination Amount, as the case may be, to the Certificateholder's account at the Clearing System, as specified in the relevant Exercise Notice for value on the Settlement Date or in case of payment of the Early Termination Amount, at the option of the holder, by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the holder, or by cheque on the Early Termination Payment Date.

If in accordance with Condition 2(a) the Certificates are exchanged for definitive certificates, payment on the Settlement Date, subject to compliance by the Certificateholder with the exercise procedure set out herein, or on the Early Termination Payment Date, will be made against surrender of the definitive certificates at the specified office of any of the Paying Agents.

(c) Payments subject to Fiscal Laws

All payments are subject in all cases to any applicable fiscal or other laws and regulations and practices in force at the relevant time (including, without limitation, any relevant exchange control laws or regulations and the rules and proceedings of the Clearing Systems), but without prejudice to the provisions of Condition 9.

Neither the Issuer nor the Principal Agent shall incur any liability whatsoever if it is unable to effect the transaction contemplated, after using all reasonable efforts, as a result of any such laws, regulations and practices. Neither the Issuer nor the Principal Agent shall under any circumstances be liable for any acts or defaults of any clearing system in the performance of its duties in relation to the Certificates. Section 161(1) of Book 6 of the Dutch Civil Code will not be applicable to any Certificate that, after issuance, comes into the possession of ABN AMRO Bank N.V.

6. Exercise Procedure

(a) Exercise

The Certificates are exercisable on any Business Day during an Exercise Period, subject to their prior termination as provided herein.

Certificates may only be exercised by delivery in writing, by tested telex confirmed in writing, or by any other means acceptable to the Fiscal Agent of a duly completed Exercise Notice to the Fiscal Agent and with a copy to a Paying Agent on or before the Exercise Time on the last Business Day of the relevant Exercise Period. The form of such notice shall be in the form as set out in the Agency Agreement or in such other form as the Fiscal Agent may specify. Copies of the Exercise Notice may be obtained from the Paying Agents and must be delivered to the Fiscal Agent with a copy to a Paying Agent not later than the Exercise Time on the last Business Day of the relevant Exercise Period.

The Exercise Notice must:

- (i) specify the name, address, facsimile, telex, telephone and attention details of the Certificateholder;
- (ii) specify the number of Certificates being exercised;
- (iii) specify the number of the Certificateholder's account at a Clearing System to be credited with the Settlement Amount;
- (iv) include an irrevocable undertaking to pay any taxes and an instruction and authority to the Clearing System to deduct an amount in respect thereof from the Settlement Amount due to such Certificateholder or to debit, at any time on or after the Settlement Date, the specified account of the Certificateholder at the Clearing System with an amount or amounts in respect thereof and to pay such taxes to the extent of such amount or amounts;
- (v) certify that the Certificates are not being exercised by or on behalf of a U.S. person or person within the United States and Certificates are not beneficially owned by a U.S. person or a person within the United States and authorising such certificate to be produced in administrative or legal proceedings (all as more fully set out in the Exercise Notice);

- (vi) authorise the production of the certification referred to in Condition 6(a)(v) in any applicable administrative or legal proceedings.

An Exercise Notice which has not been received by the Exercise Time on the last Business Day of the relevant Exercise Period, shall be void and no Certificates in respect of such Exercise Notice and the relevant Exercise Period shall be exercised. The Exercise Notice shall be void if the number of Certificates specified in the Exercise Notice exceeds, on the Exercise Date, the number of Certificates held in the account specified therein.

b) Determinations

Any determinations as to whether the telex or notice referred to in Condition 6(a) is duly completed and in proper form shall be made by the Fiscal Agent and shall be conclusive and binding on the Issuer and the relevant Certificateholder. Any such telex or notice determined to be incomplete or not in proper form shall be null and void. If such telex or notice is subsequently corrected to the satisfaction of the Fiscal Agent it shall be deemed to be a new notice delivered at the time such corrected telex or notice is delivered to the Issuer.

c) Effect of Exercise Notice

Delivery of a telex or notice as referred to in Condition 6(a) shall constitute an irrevocable election and undertaking by the relevant Certificateholder to exercise the Certificates specified in it. After the delivery of such telex or notice, such exercising Certificateholder may not otherwise transfer such Certificates. Notwithstanding this, if a Certificateholder does so transfer or attempts so to transfer such Certificates, the Certificateholder will be liable to the Issuer for any losses, costs and expenses suffered or incurred by the Issuer including those suffered or incurred as a consequence of it having terminated any related hedging operations in reliance on the relevant telex or notice and subsequently (i) entering into replacement hedging operations in respect of such Certificates or (ii) paying any amount on the subsequent exercise of such Certificates without having entered into any replacement hedging operations.

7. Early Termination

As of the Business Day that is three calendar years following the Issue Date, the Issuer has the option to terminate the Certificates, which have not been previously exercised, in whole but not in part, on any Business Day on giving not less than two calendar years notice. Such notice will be given as provided in Condition 16 and shall specify the date on which the Certificates will be terminated (the "Early Termination Date"). In such event, each Certificate will entitle the Certificateholder to receive from the Issuer the Early Termination Amount on the Early Termination Payment Date.

8. Determination of the Settlement Amount and Early Termination Amount

(a) Calculation Agent

The Calculation Agent shall not act as an agent for the Certificateholders but shall be the agent of the Issuer and all calculations and determinations hereunder shall (save in the case of manifest error) be final and binding on the Issuer, the Paying Agents and the Certificateholders. All calculation functions required of the Calculation Agent under these Conditions may be delegated to such person as the Calculation Agent, in its absolute discretion, may decide.

(b) Responsibility

Neither the Issuer, the Paying Agents nor the Calculation Agent shall have any responsibility for any errors or omissions in the calculation and dissemination of any variables published by third parties and used in any calculation made pursuant to these Conditions.

9. Taxation

All payments of the Settlement Amount and Early Termination Amount in respect of the Certificates by the Issuer will be made without withholding or deduction for or on account of any present or future taxes or duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of The Netherlands or any political subdivision or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer will pay such additional amounts as shall be necessary in order that the net amounts received by the holders of the Certificates after such withholding or deduction shall equal the amount of the Settlement Amount or the Early Termination Amount, as the case may be, which would otherwise have been receivable in respect of the Certificates, in the absence of such withholding or deduction; except that no such additional amounts shall be payable with respect to any Certificate presented for payment:

- (i) by or on behalf of a Certificateholder who is liable for such taxes or duties in respect of such Certificate by reason of his having some connection with The Netherlands other than the mere holding of such Certificate; or
- (ii) by or on behalf of a Certificateholder who would not be liable or subject to the withholding or deduction by making a declaration of non-residence or other similar claim for exemption to the relevant tax authority; or
- (iii) more than 30 days after the Relevant Date (as defined below) except to the extent that the holder thereof would have been entitled to an additional amount on presenting the same for payment on such thirtieth day.

As used herein, the “Relevant Date” means the date on which such payment first becomes due, except that, if the full amount of the moneys payable has not been duly received by the Issuer on or prior to such due date, it means the date on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Certificateholders in accordance with Condition 16.

10. Market Disruption

(a) Rights on a Market Disruption Event

If, in the opinion of the Calculation Agent, a Market Disruption Event has occurred and is continuing on the Valuation Date, then the Valuation Date shall be the first succeeding Exchange Business Day on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the two Exchange Business Days immediately following the original date that, but for the Market Disruption Event, would have been the Valuation Date. In that case, (i) that second Exchange Business Day shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event, and (ii) the Calculation Agent shall determine the official closing level of the Index on that second Exchange Business Day determined in accordance with the formula for and method of calculating the Index last in effect prior to the commencement of the Market Disruption Event using the exchange traded price (or, if trading in the relevant security has been materially suspended or materially limited, its good faith estimate of the exchange traded price that would have prevailed but for the suspension or limitation) as of the Valuation Time on that second Exchange Business Day of each security comprised in the Index.

(b) Meaning of “Market Disruption Event”

“Market Disruption Event” means the occurrence or existence on any Exchange Business Day during the one-half hour period that ends at the Valuation Time of any suspension of or limitation imposed on trading (by reason of movements in price exceeding limits permitted by a Relevant Exchange or otherwise), (a) on a Relevant Exchange in securities that comprise 20 per cent or more of the level of the relevant Index or (b) in options contracts or futures contracts on the Index on any Related Exchange.

For the purpose of determining whether a Market Disruption Event exists at any time, if trading in a security included in the Index is materially suspended or materially limited at that time, then the relevant percentage contribution of that security to the level of the Index shall be based on a comparison of (x) the portion of the level of the Index attributable to that security relative to (y) the overall level of the Index, in each case immediately before that suspension or limitation.

The Calculation Agent shall as soon as reasonably practicable under the circumstances notify the Issuer (if not also the Calculation Agent) and the Clearing Systems of the existence or occurrence of a Market Disruption Event on any day that but for the occurrence or existence of a Market Disruption Event would have been the Valuation Date or the Early Termination Date, as the case may be.

11. Adjustments

(a) General Adjustment Events

- (i) If the Index is not calculated and announced by the sponsor but is calculated and announced by a successor sponsor acceptable to the Calculation Agent; or if the Index is replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of the Index, then that index or the index announced by a successor sponsor, as the case may be, will be deemed to be the Index.
- (ii) If on or prior to the Valuation Date, the Early Termination Date or the Averaging Dates, the relevant Index sponsor (1) makes a material change in the formula for or method of calculating the Index or in any other way materially modifies the Index (other than a modification prescribed in that formula or method to maintain the Index in the event of changes in constituent stock and capitalisation and other routine events); (2) fails to calculate and announce the Index or (3) ceases to calculate the Index, the Calculation

Agent may elect (a) that such Index will be replaced by an index that is in the opinion of the Calculation Agent substantially similar to the Index; (b) to calculate the relevant official closing price of the Index, using in lieu of a published level for the Index, the level for the Index as at the Valuation Date, the Early Termination Date or an Averaging Date, as the case may be, as determined by the Calculation Agent in accordance with the formula for and method of calculating the Index last in effect prior to that change or failure, but using only those securities that comprise the Index immediately prior to that change or failure (not including those securities that have since ceased to be listed on any Relevant Exchange); or (c) in the case of a material modification of the Index only, to deem such modified Index to be the Index so calculated and announced.

(b) *Other Adjustments*

The Issuer reserves the right to make adjustments or to distribute to the Certificateholders any rights in connection with the Certificates as it reasonably believes are appropriate in circumstances where an event or events occur which the Issuer (in its absolute discretion and notwithstanding any adjustments previously made to the Certificates) believes should in the context of the issue of Certificates and its obligations hereunder, give rise to such adjustment or distribution, provided that such adjustment is considered by the Calculation Agent to be appropriate generally (without considering the individual circumstances of any Securityholder or the tax or other consequences of such adjustment in any particular jurisdiction) or is required to take account of provisions of the laws of the relevant jurisdiction or the practices of the Relevant Exchange.

(c) *Notice of Adjustments*

The Calculation Agent shall give notice to Certificateholders of any adjustment in accordance with Condition 16. All calculations and adjustments made by the Calculation Agent are definitive and binding on the Certificateholders, except in the case of manifest error. The Issuer cannot be held liable for any errors, mistakes or omissions in the calculation, distribution and publication of the Index or in the level of the Index.

12. Prescription

The Certificates will become void unless presented for payment within a period of five years after the Relevant Date (as defined in Condition 9) therefor.

13. Events of Default

If any one or more of the following events (each an “Event of Default”) shall have occurred and be continuing:

- (i) default is made for more than 30 days in the payment of the Settlement Amount or Early Termination Amount in respect of the Certificates; or
- (ii) the Issuer fails to perform or observe any of its other obligations under the Certificates and such failure has continued for the period of 60 days next following the service on the Issuer of notice requiring the same to be remedied; or
- (iii) the Issuer is declared bankrupt, or a declaration in respect of the Issuer is made under Chapter X of the Act on the Supervision of the Credit System (*Wet toezicht kredietwezen 1992*) of The Netherlands; or
- (iv) an order is made or an effective resolution is passed for the winding up or liquidation of the Issuer unless this is done in connection with a merger, consolidation or other form of combination with another company and such company assumes all obligations contracted by the Issuer in connection with the Certificates,

then any Certificateholder may, by written notice to the Issuer at the specified office of any of the Paying Agents, effective upon the date of receipt thereof by such Paying Agent, declare the Certificate held by the holder to be forthwith due and payable whereupon the same shall become forthwith due and payable at its fair market value together with accrued interest (if any) to the date of repayment, without presentment, demand, protest or other notice of any kind.

14. Purchase by Issuer

The Issuer or any of its subsidiaries may at any time purchase Certificates at any price in the open market or by tender or private treaty. Any Certificates so purchased may be held, resold or cancelled.

15. Agents

(a) *Paying Agents*

The Issuer is entitled to vary or terminate the appointment of any Paying Agent and/or appoint additional or other Paying Agents and/or approve any change in the specified office through which any Paying Agent or exchange agent acts, provided that:

- (i) so long as the Certificates are listed on any stock exchange, there will at all times be a Paying Agent with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange; and
- (ii) there will at all times be a Fiscal Agent which shall act as principal paying agent, paying and exchange agent in relation to the Certificates.

Any variation, termination, appointment or change shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the Certificateholders in accordance with Condition 16.

(b) *Calculation Agent*

The Issuer reserves the right to vary or terminate the appointment of the Calculation Agent provided that it shall at all times maintain a Calculation Agent. The Calculation Agent (whether it be the Issuer or a third party), acts solely as agent of the Issuer and does not assume any obligation or duty to, or any relationship of agency or trust for or with, the Certificateholders. All calculations and determinations in respect of the Certificates made by the Calculation Agent shall (save in the case of manifest error) be final, conclusive and binding on the Issuer and the Certificateholders.

The initial specified office of ABN AMRO Bank N.V. as the Issuer, ABN AMRO Bank N.V. as the Principal Agent and Kredietbank S.A, Luxembourgeoise and BNP Paribas Securities Services as the other Paying Agents respectively are as follows:

Issuer	Fiscal Agent	Paying Agents
ABN AMRO Bank N.V. Gustav Mahlerlaan 10 1082 PP Amsterdam The Netherlands	ABN AMRO Bank N.V. Kemelstede 2 (MF 2020) PB 3200 4800 DE Breda The Netherlands	Kredietbank S.A. Luxembourgeoise 43 Boulevard Royal L - 2955 Luxembourg Luxembourg BNP Paribas Securities Services Grueburgweg 14 60322 Frankfurt am Main Germany

16. Notices

All notices regarding the Certificates shall be valid if given to the Clearing Systems, the Paying Agents and for so long as the Certificates are listed on the Luxembourg Stock Exchange if published in the Luxemburger Wort (Luxembourg) or such other newspaper in general circulation in Luxembourg. Any such notice shall be deemed to have been given on the date of such publication or notification or, if published or notified more than once or on different dates on the date of the first such publication or notification.

17. Governing law

The Certificates are governed by, and shall be construed in accordance with, the law of The Netherlands.

The Issuer submits for the exclusive benefit of the Certificateholders to the jurisdiction of the courts of Amsterdam, The Netherlands, judging in first instance, and their appellate courts. Without prejudice to the foregoing, the Issuer further irrevocably agrees that any suit, action or proceedings arising out of or in connection with the Certificates may be brought in any other court of competent jurisdiction.

18. Further Issues

The Issuer may from time to time without the consent of the Certificateholders create and issue further Certificates on similar Conditions as the Certificates and ranking so as to form a single series with the Certificates.

USE OF PROCEEDS

The net proceeds (prior to offering expenses) from the issue of these Certificates, expected to be approximately EUR 51,840,000 will be used by the Issuer for general corporate purposes.

Estimated costs relating to the issue of these Certificates are EUR 50,000.

ABN AMRO BANK N.V.

History and Incorporation

ABN AMRO Holding N.V. (“Holding”) is incorporated under The Netherlands law by deed of 30 May 1990 as the holding company of the Issuer. The Articles of Association of Holding were last amended by deed of 12 May 1997 executed before Mr. R.J.C. van Helden, Notary Public of Amsterdam. Holding’s main purpose is to own ABN AMRO Bank N.V. and its subsidiaries. Holding owns 100 per cent. of the shares of the Issuer and is jointly and severally liable for all liabilities of the Issuer.

The Issuer traces its origin to the formation of the “Nederlandsche Handel-Maatschappij, N.V.” in 1825 pursuant to a Dutch Royal Decree of 1824. The Issuer’s Articles of Association were last amended by deed of 21 September 1991.

The Issuer is registered in the Commercial Register of Amsterdam under number 33002587.

The registered office of the Issuer is at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands.

Activities and Results

The ABN AMRO group (“ABN AMRO”), which consists of Holding and its subsidiaries, is a global banking group offering a wide range of commercial and investment banking products and services on a global basis through its network of approximately 3,500 offices and branches in more than 70 countries and territories. ABN AMRO is the largest banking group based in The Netherlands with total consolidated assets of EUR 543.2 billion at 31 December 2000. ABN AMRO has a substantial presence in the United States, where it is one of the largest foreign banking groups based on total assets held in the country. And it also has a substantial presence in Brazil where it acquired Banco Real, the fourth largest privately held bank in the country in November 1998. During 1999, ABN AMRO also established a presence in Italy.

ABN AMRO’s performance reflects the group’s broad diversification of revenue sources and risks on the basis of clients, products and geography, its leading position in its home markets and a cautious management approach that focuses on shareholder value, profitability and cost control.

ABN AMRO aims to create maximum economic value for its shareholders through a constant relationship focus on the financial services needs of its chosen client segments and a strict adherence to its financial targets. ABN AMRO is operating in three principal customer segments, whereby the objective is to maximise the value of each of these businesses as well as the synergies between them.

ABN AMRO’s strategy is to use its strong capital base to pursue both organic growth and expansion through acquisitions with the goal of enhancing its position in key regions, broadening the range of products and services offered and entering new markets that it believes have significant long-term growth and profitability potential without risking its ability to achieve its targets for financial performance.

Organisational Structure

The Issuer and its numerous subsidiaries are organised into three strategic business units (SBU): The Wholesale Clients SBU, the Consumer & Commercial Clients SBU and the Private Clients & Asset Management SBU. In addition, the Bank owns ABN AMRO Lease Holding N.V. and ABN AMRO Bouwfonds Nederlandse Gemeenten N.V., two independently managed subsidiaries. The three SBUs are supported by the Corporate Center that includes group risk management, group audit, group planning, finance and control, Corporate Communications, IT standards and human resources policy.

Managing Board	Year of Appointment
R.W.J. Groenink (Chairman)	1988
R.W.F. van Tets	1988
J.M. de Jong	1989
W.G. Jiskoot	1997
R.G.C. van den Brink	1997
T. de Swaan	1999
J.Ch.L. Kuiper	1999
D. Collee	2000
S.L. Rial	2000
H. Scott-Barrett	2000

Supervisory Board	Year of Appointment
A.A. Loudon, Chairman	1994
H.B. van Liemt, Vice-Chairman	1986
W. Overmars	1990
R.J. Nelissen	1992
W. Dik	1993
J.M.H. van Engelshoven	1993
R. Hazelhoff	1994
S. Keehn	1996
C.H. van der Hoeven	1997
M.C. van Veen	1997
A. Burgmans	1998
D.R.J. Baron de Rothschild	1999
Mrs L.S. Groenman	1999
Mrs T.A. Maas-de Brouwer	2000
P.J. Kalff	2000

The chosen address of the Supervisory and Managing Boards is the registered office of the Issuer.

Statutory Auditors

Holding's financial year is the calendar year. Holding is required by Netherlands law to have statutory auditors. Ernst & Young Accountants act as the auditors of the financial statements of Holding.

Capitalisation

The following table sets out the consolidated capitalisation of ABN AMRO Holding N.V. as at 31 December 2000:

	2000 (unaudited)	1999	1998
<i>(in millions of EUR)</i>			
Shareholders' equity as at 1 January	12,016	10,762	11,781
Goodwill	(1,453)	(814)	(2,275)
Revaluations	(20)	6	25
Retained earnings and stock dividends	1,846	1,840	1,539
Exercise of option rights and conversion	55	41	49
Currency translation differences	98	215	(322)
Other	2	(34)	(35)
Treasury stock	(21)	(29)	(39)
Shareholders' equity as at 31 December	<u>12,523</u>	<u>11,987</u>	<u>10,723</u>

Save as disclosed herein, there has been no material change in the capitalisation of ABN AMRO Holding N.V. since 31 December 2000.

Recent Developments

Any press releases issued by ABN AMRO can be obtained from the ABN AMRO website at www.abnamro.com/pressroom

CONSOLIDATED FINANCIAL STATEMENTS OF ABN AMRO HOLDING N.V AND ITS GROUP OF COMPANIES FOR THE YEARS ENDED 31 DECEMBER 1998 AND 31 DECEMBER 1999 AND THE UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2000

ABN AMRO N.V. ("Holding") is the holding company for the issuer. Holding has published an annual report for each of the years ending 31 December 1998 and 31 December 1999 respectively, in which developments at the bank are explained extensively. The financial statements of the Issuer are consolidated in Holding's annual accounts. Holdings sole purpose is to own ABN AMRO Bank N.V. and its subsidiaries and has no other accounts or business.

The information relating to Holding has been extracted from Holding's annual reports for the years ended 31 December 1998 and 31 December 1999 and the unaudited interim financial statements for the six months ended 30 June 2000. respectively, the extracts are not complete and references should be made to such reports which are freely available at the address specified on "General Information".

A. unaudited interim financial statements for the six months ended 30 June 2000

**Consolidated profit and loss account
for the first half 2000 (in millions of euros)**

	1st half 2000	2nd half 1999	1st half 1999	% change 1st half 2000/1999
Net interest revenue	4,513	4,425	4,262	5.9
Revenue from securities and participating interests	214	185	172	24.4
Payment services	662	609	567	16.8
Insurance	111	89	87	27.6
Securities	1,330	914	796	67.1
Asset management and trust funds	336	291	269	24.9
Guarantees	81	73	66	22.7
Leasing	67	64	59	13.6
Other	422	338	233	81.1
Net commissions	3,009	2,378	2,077	44.9
Securities	235	98	319	-26.3
Foreign exchange dealing	311	240	259	20.1
Derivatives	284	177	194	46.4
Trading LDC-portfolio	13	25	16	-18.8
Other	78	15	31	151.6
Results from financial transactions	921	555	819	12.5
Other revenue	509	358	296	72.0
Total revenue	9,166	7,901	7,626	20.2
Staff costs	3,648	2,912	2,856	27.7
Other administrative expenses	2,265	2,161	1,880	20.5
Depreciation	450	420	380	18.4
Operating expenses	6,363	5,493	5,116	24.4
Operating result	2,803	2,408	2,510	11.7
Provision for loan losses	247	322	331	-25.4
Addition to / release from Fund for general banking risks	72	-20		
Value adjustments to financial fixed assets	-31	46	-11	
Operating profit before taxes	2,515	2,060	2,190	14.8
Taxes	718	718	602	19.3
Group profit after taxes	1,797	1,342	1,588	13.2
Minority interests	172	210	150	14.7
Net profit	1,625	1,132	1,438	13.0
Preference share dividend	40	40	40	
Net profit, available to ordinary shareholders	1,585	1,092	1,398	13.4
Earnings per ordinary share of NLG 1.25*	1.08	0.75	0.97	11.3
Average exchange rate of US dollar	0.95	1.04	1.08	-12.0

* Based on the average number of ordinary shares outstanding.

The half-yearly figures have not been audited.

CONSOLIDATED BALANCE SHEET AT 30 JUNE, 2000

after profit appropriation

(in millions of euros)

	30 June 2000	31 Dec. 1999	% change	30 June 1999
Assets				
Cash	7,341	6,806	7.9	6,919
Short-dated government paper	10,883	10,375	4.9	10,090
Banks	64,718	47,201	37.1	71,121
<i>Loans to public sector</i>	<i>10,641</i>	<i>12,007</i>	<i>-11.4</i>	<i>9,049</i>
<i>Loans to private sector</i>	<i>241,659</i>	<i>206,974</i>	<i>16.8</i>	<i>198,792</i>
<i>Professional securities transactions</i>	<i>50,812</i>	<i>40,742</i>	<i>24.7</i>	<i>39,590</i>
Loans	303,112	259,723	16.7	247,431
Interest-earning securities	102,743	92,583	11.0	92,439
Shares	18,523	16,990	9.0	16,045
Participating interests	1,948	1,884	3.4	1,663
Property and equipment	6,031	5,205	15.9	4,845
Other assets	7,337	6,894	6.4	6,409
Prepayments and accrued income	10,624	10,223	3.9	7,541
	<u>533,260</u>	<u>457,884</u>	16.5	<u>464,503</u>
Liabilities				
Banks	103,416	80,990	27.7	96,265
<i>Saving accounts</i>	<i>77,327</i>	<i>71,729</i>	<i>7.8</i>	<i>67,450</i>
<i>Deposits and other customer accounts</i>	<i>149,195</i>	<i>128,507</i>	<i>16.1</i>	<i>131,783</i>
<i>Professional securities transactions</i>	<i>45,555</i>	<i>29,756</i>	<i>53.1</i>	<i>39,873</i>
Total client accounts	272,077	229,992	18.3	239,106
Debt securities	59,687	54,228	10.1	44,809
Other liabilities	43,155	42,113	2.5	37,877
Accruals and deferred income	12,498	10,974	13.9	9,286
Provisions	11,834	10,706	10.5	8,860
	<u>502,667</u>	<u>429,003</u>	17.2	<u>436,203</u>
Fund for general banking risks	1,360	1,232	10.4	1,219
Subordinated liabilities	11,701	10,717	9.2	10,661
<i>Shareholders' equity</i>	<i>12,393</i>	<i>11,987</i>	<i>3.4</i>	<i>11,436</i>
<i>Minority interests</i>	<i>5,139</i>	<i>4,945</i>	<i>3.9</i>	<i>4,984</i>
Group equity	17,532	16,932	3.5	16,420
Group capital	<u>30,593</u>	<u>28,881</u>	5.9	<u>28,300</u>
	<u>533,260</u>	<u>457,884</u>	16.5	<u>464,503</u>
Contingent liabilities	46,867	43,561	7.6	37,372
Committed facilities	136,947	115,441	18.6	101,164
Exchange rate of US dollar	0.96	1.00	-4.0	1.03

The half-yearly figures have not been audited.

Analysis of private sector loans per division

(in billions of euros)

	30 June 2000	31 Dec. 1999	% change	30 June 1999
Netherlands Division	95.9	88.6	8.2	88.8
Europe	24.9	21.6	15.3	20.9
North America	63.3	56.4	12.2	52.6
Latin America and the Caribbean	8.3	8.2	1.2	7.9
Middle East and Africa	1.6	1.5	6.7	1.5
Asia / Pacific	18.8	17.6	6.8	14.9
International Division	116.9	105.3	11.0	97.8
Investment Banking Division	5.3	5.4	-1.9	5.3
ABN AMRO Lease Holding N.V.	8.6	7.7	11.7	6.9
ABN AMRO Bouwfonds	15.0			
Total	241.7	207.0	16.8	198.8

Operating profit before taxes

(in millions of euros)

	1st half 2000	2nd half 1999	1st half 1999	% change 1st half 2000/1999
Netherlands Division	666	720	649	2.6
Europe	240	195	158	51.9
North America	593	545	584	1.5
Latin America and the Caribbean	350	289	287	22.0
Middle East and Africa	31	-10	-42	
Asia / Pacific	132	99	101	30.7
International Division	1,346	1,118	1,088	23.7
Investment Banking Division	363	168	334	8.7
ABN AMRO Lease Holding N.V.	80	63	65	23.1
ABN AMRO Bouwfonds	60			
	2,515	2,069	2,136	17.7
Non allocated provisions for cross-border risks	72	-29	54	
Addition to / release from Fund for general banking risks	-72	20		
Total	2,515	2,060	2,190	14.8

Return on equity per division

	half year 2000	year 1999	year 1998
Netherlands Division	28.9%	28.3%	22.6%
International Division	24.1%	18.2%	15.3%
Investment Banking Division	49.9%	38.6%	16.5%
ABN AMRO Lease Holding N.V.	28.8%	27.6%	29.1%
ABN AMRO Bouwfonds	22.8%		
Total	28.0%	23.7%	16.9%

The return per division is calculated based on the following data:

- net profit per division,
- the allocated part of shareholders' equity of ABN AMRO based on the risk weighted assets of the divisions.

Staff

(fte's)

	30 June 2000	31 Dec. 1999	change	30 June 1999
Netherlands Division	25,612	25,634	-22	25,608
Europe	9,295	9,230	65	9,363
North America	19,201	18,978	223	18,795
Latin America and the Caribbean	23,088	23,550	-462	25,824
Middle East and Africa	1,290	1,243	47	1,222
Asia / Pacific	9,615	9,162	453	7,619
International Division	62,489	62,163	326	62,823
Investment Banking Division	8,351	7,512	839	7,226
Other divisions and policy support	5,636	5,268	368	5,127
ABN AMRO Lease Holding N.V.	6,809	5,278	1,531	5,014
ABN AMRO Bouwfonds	1,088		1,088	
Total	109,985	105,855	4,130	105,798

Share data

	30 June 2000	31 Dec. 1999	% change	30 June 1999
Number of ordinary shares outstanding (in millions)	1,481.3	1,465.5	1.1%	1,453.9
Net asset value per ordinary share (in euros)	7.78	7.59	2.5%	7.27
Number of preference shares (in millions)	362.5	362.5		362.5
Number of convertible preference shares (in millions)	1.4	1.4		1.6

B. ANNUAL REPORT FOR THE YEAR ENDING 31 DECEMBER 1998

Consolidated Balance Sheet at 31 December 1998 after profit appropriation

(in millions)

	1998		1997
	EUR	NLG	NLG
Assets			
Cash 1	4,478	9,868	8,408
Short-dated government paper 2,5	7,719	17,010	25,451
Banks 3	60,894	134,193	140,185
Loans to public sector	7,243	15,961	14,894
Loans to private sector	179,211	394,928	359,153
Professional securities transactions	34,058	75,055	69,131
Loans 4	220,512	485,944	443,178
Interest-earning securities 5	106,067	233,741	165,294
Shares 5	13,271	29,245	18,943
Participating interests 6	1,057	2,329	2,123
Property and equipment 7	4,657	10,264	8,525
Other assets 8	5,439	11,986	7,196
Prepayments and accrued income 9	7,989	17,605	17,138
	432,083	952,185	836,441
Liabilities			
Banks 10	104,898	231,165	208,466
Savings accounts	61,785	136,157	124,877
Deposits and other customer accounts	112,741	248,447	213,222
Professional securities transactions	31,028	68,377	58,595
Total customer accounts 11	205,554	452,981	396,694
Debt securities 12	37,947	83,624	90,595
Other liabilities 8	42,419	93,480	56,367
Accruals and deferred income 9	9,170	20,207	17,900
Provisions 13	7,722	17,018	13,463
	407,710	898,475	783,485
Fund for general banking risks 14	1,140	2,513	2,483
Subordinated debt 15	8,980	19,789	20,101
Shareholders' equity 16	10,723	23,629	25,845
Minority interests 17	3,530	7,779	4,527
Group equity	14,253	31,408	30,372
Group capital	24,373	53,710	52,956
	432,083	952,185	836,441
Contingent liabilities 23	35,100	77,350	68,511
Committed facilities	88,873	195,851	158,095

Numbers stated against items refer to the notes found in the 1998 annual report.

Consolidated income statement for 1998
(in millions)

	1998		1997	1996
	<i>EUR</i>	<i>NLG</i>	<i>NLG</i>	<i>NLG</i>
Revenue				
<i>Interest revenue</i>	25,634	56,489	45,827	38,579
<i>Interest expense</i>	18,436	40,627	31,956	27,053
Net interest revenue 26	7,198	15,862	13,871	11,526
Revenue from securities and participating interests 27	348	768	630	256
<i>Commission revenue</i>	3,819	8,417	7,018	5,437
<i>Commission expense</i>	431	950	746	481
Net commissions 28	3,388	7,467	6,272	4,956
Results from financial transactions 29	1,153	2,540	2,436	1,882
Other revenue 30	451	993	559	471
Total non-interest revenue	5,340	11,768	9,897	7,565
Total revenue 39	12,538	27,630	23,768	19,091
Expenses				
<i>Staff costs 31</i>	4,656	10,260	8,653	7,140
<i>Other administrative expenses 32</i>	3,381	7,451	6,571	4,795
Administrative expenses	8,037	17,711	15,224	11,935
Depreciation 33	667	1,471	1,194	994
Operating expenses	8,704	19,182	16,418	12,929
Provision for loan losses 34	941	2,073	1,205	1,254
Addition to fund for general banking risks 35	(101)	(223)	395	146
Value adjustments to financial fixed assets 36	97	213	(36)	(31)
Total expenses	9,641	21,245	17,982	14,298
Operating profit before taxes	2,897	6,385	5,786	4,793
Taxes 37	908	2,001	1,661	1,349
Group profit after taxes	1,989	4,384	4,125	3,444
Minority interests 38	161	356	272	141
Net profit	1,828	4,028	3,853	3,303
Earnings per ordinary share	1.23	2.71	2.64	2.31
Fully diluted earnings per ordinary share	1.22	2.69	2.62	2.28
Dividend per ordinary share (in euros, rounded)	0.58	1.27	1.20	1.05

Numbers stated against items refer to the notes found in the 1998 annual report.

Consolidated cash flow statement for 1998

(in millions)

	1998		1997	1996
	EUR	NLG	NLG	NLG
Group profit	1,989	4,384	4,125	3,444
Depreciation	668	1,471	1,194	994
Provision for loan losses/addition to fund	839	1,850	1,600	1,400
Movement in provisions	(171)	(377)	167	243
Movement in interest receivable	36	80	(4,072)	(710)
Movement in interest payable	1,058	2,332	3,394	(585)
Movement in tax on profit	131	288	(166)	564
Other accruals and deferrals	2,279	5,022	1,461	65
Government paper and securities, trading	(21,980)	(48,438)	(23,537)	(15,399)
Other securities	(4,593)	(10,122)	(29,802)	(904)
Banks, other than demand deposits	11,936	26,303	30,198	25,550
Loans	(15,924)	(35,092)	(23,950)	(34,469)
Professional securities transactions (included in loans)	(4,937)	(10,879)	(48,945)	(6,851)
Total customer accounts	12,563	27,685	36,108	13,844
Professional securities transactions (included in total customer accounts)	6,563	14,463	42,839	5,018
Debt securities, excluding debentures	(2,121)	(4,675)	5,517	5,002
Other assets and liabilities	20,744	45,716	32,792	3,886
Net cash flow from operations / banking activities	9,080	20,011	28,923	1,092
<i>Purchase of securities for investment portfolios</i>	<i>(62,582)</i>	<i>(137,912)</i>	<i>(117,466)</i>	<i>(57,867)</i>
<i>Sale and redemption of securities from investment portfolios</i>	<i>56,103</i>	<i>123,634</i>	<i>93,910</i>	<i>48,710</i>
Net outflow	(6,479)	(14,278)	(23,556)	(9,157)
<i>Investments in participating interests</i>	<i>(1,182)</i>	<i>(2,604)</i>	<i>(4,424)</i>	<i>(1,038)</i>
<i>Sale of investments in participating interests</i>	<i>313</i>	<i>689</i>	<i>2,789</i>	<i>182</i>
Net outflow	(869)	(1,915)	(1,635)	(856)
<i>Capital expenditure on property and equipment</i>	<i>(1,245)</i>	<i>(2,743)</i>	<i>(2,258)</i>	<i>(1,778)</i>
<i>Sale of property and equipment</i>	<i>173</i>	<i>381</i>	<i>376</i>	<i>349</i>
Net outflow	(1,072)	(2,362)	(1,882)	(1,429)
Net cash flow from investment activities	(8,420)	(18,555)	(27,073)	(11,442)
Increase in group equity	1,049	2,310	2,887	691
Redemption of preference shares			(515)	
Issue of subordinated debt	420	925	3,689	4,012
Repayment of subordinated debt	(348)	(766)	(300)	(397)
Issue of debentures and notes	1,401	3,088	8,442	8,981
Repayment of debentures and notes	(2,560)	(5,641)	(5,775)	(5,043)
Cash dividends paid	(439)	(968)	(943)	(1,097)
Net cash flow from financing activities	(477)	(1,052)	7,485	7,147
Cash flow	183	404	9,335	(3,203)

For details refer to note 41.

C. ANNUAL REPORT FOR THE YEAR ENDING 31 DECEMBER 1999

Consolidated Balance Sheet at 31 December 1999 after profit appropriation

(in million of euros)

	31 Dec. 1999	31 Dec. 1998	% change
Assets			
Cash	6,806	4,478	52.0
Short-dated government paper	10,375	7,719	34.4
Banks	47,201	60,894	(22.5)
<i>Loans to public sector</i>	<i>12,007</i>	<i>7,243</i>	<i>65.8</i>
<i>Loans to private sector</i>	<i>206,974</i>	<i>179,211</i>	<i>15.5</i>
<i>Professional securities transactions</i>	<i>40,742</i>	<i>34,058</i>	<i>19.6</i>
Loans	259,723	220,512	17.8
Interest-earning securities	92,583	106,067	(12.7)
Shares	16,990	13,271	28.0
Participating interests	1,884	1,057	78.2
Property and equipment	5,205	4,657	11.8
Other assets	6,894	5,439	26.8
Prepayments and accrued income	10,223	7,989	28.0
	<u>457,884</u>	<u>432,083</u>	6.0
Liabilities			
Banks	80,990	104,898	(22.8)
<i>Saving accounts</i>	<i>71,729</i>	<i>61,785</i>	<i>16.1</i>
<i>Deposits and other customer accounts</i>	<i>128,507</i>	<i>112,741</i>	<i>14.0</i>
<i>Professional securities transactions</i>	<i>29,756</i>	<i>31,028</i>	<i>(4.1)</i>
Total customer accounts	229,992	205,554	11.9
Debt securities	54,228	37,947	42.9
Other liabilities	42,113	42,419	(0.7)
Accruals and deferred income	10,974	9,170	19.7
Provisions	10,706	7,722	38.6
	<u>429,003</u>	<u>407,710</u>	5.2
Fund for general banking risks	1,232	1,140	8.1
Subordinated liabilities	10,717	8,980	19.3
<i>Shareholders' equity</i>	<i>11,987</i>	<i>10,723</i>	<i>11.8</i>
<i>Minority interests</i>	<i>4,945</i>	<i>3,530</i>	<i>40.1</i>
Group equity	16,932	14,253	18.8
	<u>28,881</u>	<u>24,373</u>	18.5
	<u>457,884</u>	<u>432,083</u>	6.0
Contingent liabilities	43,561	35,100	24.1
Committed facilities	115,441	88,873	29.9
Exchange rate of US dollar	1,00	1,17	(14.5)

Consolidated Profit and Loss Account at 31 December 1999

(in million of euros)

	1999	1998	% change
Net interest revenue	8,687	7,198	20.7
Revenue from securities and participating interests	357	348	2.6
Payment services	1,176	778	51.2
Insurance	176	155	13.5
Securities	1,710	1,437	19.0
Asset management and trust funds	560	404	38.6
Guarantees	139	117	18.8
Leasing	123	94	30.9
Other	571	403	41.7
Net Commissions	4,455	3,388	31.5
Securities	417	527	(20.9)
Foreign exchange dealing	499	531	(6.0)
Derivatives	371	188	97.3
Trading LDC-portfolio	41	(139)	129.5
Other	46	46	
Results from financial transactions	1,374	1,153	19.2
Other revenue	654	451	45.0
Total revenue	15,527	12,538	23.8
Staff costs	5,768	4,656	23.9
Other administrative expenses	4,041	3,381	19.5
Depreciation	800	667	19.9
Operating expenses	10,609	8,704	21.9
Operating result	4,918	3,834	28.3
Provision for loan losses	653	941	(30.6)
Release from Fund for general banking risks	(20)	(101)	(80.2)
Value adjustments to financial fixed assets	35	97	(63.9)
Operating profit before taxes	4,250	2,897	46.7
Taxes	1,320	908	45.4
Group profit after taxes	2,930	1,989	47.3
Minority interests	360	161	123.6
Net profit	2,570	1,828	40.6
Preference share dividend	80	81	(1.2)
Net profit, available to ordinary shareholders	2,490	1,747	42.5
Earnings per ordinary share*	1.72	1.23	39.8
Average exchange rate of US dollar	1.06	1.11	(4.5)

* Based on the average number of ordinary shares outstanding

SELLING RESTRICTIONS

General

This Prospectus does not constitute an offer of, or an invitation to subscribe or purchase, any Certificates. The distribution of this Prospectus and the offer of the Certificates in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes must inform themselves about and observe any such restrictions.

United States

The Certificates have not been and will not be registered under the Securities Act 1933 (as amended) (the "Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. The lead manager (ABN AMRO Bank (Deutschland) AG) has agreed that it will not offer or sell the Certificates, (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the closing date, within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each dealer to which it sells Certificates during the restricted period a confirmation or other notice setting forth the restrictions on offers and sales of the Certificates within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

In addition, until 40 days after the commencement of the offering, an offer or sale of Certificates within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

Japan

No Certificates can be offered or sold in contravention of the Securities and Exchange Law of Japan.

United Kingdom

The Issuer has represented and agreed that (1) it has not offered or sold and prior to the date six months after the date of issue of the Certificates will not offer or sell any Certificates to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995; (2) it has complied and will comply with all applicable provisions of the Financial Services Act 1986 with respect to anything done by it in relation to the Certificates in, from or otherwise involving the United Kingdom and (3) it has only issued or passed on, and will only issue or pass on, in the United Kingdom any document received by it in connection with the issue of the Certificates to a person who is of a kind described in Article 11(3) of the Financial Services Act 1986 (Investment Advertisements) (Exemptions) Order 1996 or is a person to whom such document may otherwise lawfully be issued or passed on.

The Netherlands

No sales in respect of these Certificates are permitted in The Netherlands or to Dutch persons, unless in accordance with applicable law.

TAX PROFILE

In certain jurisdictions it may be uncertain as to how the return on the Certificates will be taxed. Prospective investors are cautioned to make themselves aware of the capital gains, income or other tax consequences of buying, holding or disposing of the Certificates in their own jurisdiction of tax residence prior to purchasing the Certificates.

Investors should take appropriate professional advice concerning their own tax position (and the suitability of the investment) before investing in the Certificates.

Purchasers of the Certificates may be required to pay stamp duties, taxes and other charges in accordance with the laws and practices of the country of purchase.

GENERAL INFORMATION

1. The Certificates have been accepted for settlement and clearance through Clearstream, Frankfurt, Euroclear and Clearstream Luxembourg with the following identification codes:

Common Code:	11664644
ISIN:	DE0005437412
WKN:	543741
VALOREN:	CH1119712

2. A legal notice relating to the Certificates together with the Articles of Association of the Issuer will be lodged with the Chief Registrar of the District Court of Luxembourg (*Greffier en Chef du Tribunal d'Arrondissement de et à Luxembourg*) where such documents may be examined and copies obtained.
3. The issue of the Certificates was authorised pursuant to a generic resolution passed by the board of directors of the Issuer on 7 July 2000.
4. From the date of this Prospectus, copies of the following documents will, when published, be available free of charge during usual business hours on any day (except Saturdays, Sundays and legal holidays) at the specified office of the Paying Agent and Listing Agent in Luxembourg and at the registered office of the Issuer:
 - (a) Articles of Association of the Issuer;
 - (b) the Global Certificate;
 - (c) Copies of the annual reports for the years ended 31 December 1997, 1998 and 1999 and the unaudited interim financial statements for the six months ended 30 June 2000 published in respect of ABN AMRO Holding NV (each of which incorporates the financial statements of the Issuer) (in English) and, as long as the Certificates are outstanding and listed on the Luxembourg Stock Exchange, all future annual, and unaudited semi annual, consolidated financial statements of ABN AMRO Holding N.V.;
 - (d) The Agency Agreement;
 - (e) This Prospectus and future supplements thereto.
5. Save as disclosed herein, there has been (i) no material adverse change in the consolidated financial position or prospects of the Issuer and (ii) no significant change in the financial or trading position of Issuer, since 31 December 2000.
6. In several jurisdictions legal proceedings have been initiated against ABN AMRO Holding N.V. or its group companies, including the Issuer, whose financial statements have been included in the consolidated annual accounts 2000 of ABN AMRO Holding N.V. On the basis of information presently available, neither the Issuer nor its group companies are involved in any litigation or arbitration proceedings which may have, or have had during the previous 12 months, a significant effect upon the financial position of the Issuer or its group companies, nor so far as the Issuer or its group companies are aware, are any such litigation or arbitration proceedings pending or threatened.

REGISTERED OFFICE OF THE ISSUER

ABN AMRO Bank N.V.
Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands

CALCULATION AGENT

ABN AMRO Bank N.V.
Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands

FISCAL AND PRINCIPAL PAYING AGENT

ABN AMRO Bank N.V.
MF 2020
Kemelstede 2
PB 3200
4800 DE Breda
The Netherlands

Fax:+31 (0) 76 579 9620

PAYING AGENTS

Kreditbank S.A Luxembourgeoise
43 Boulevard Royal
L-2955 Luxembourg

BNP Paribas Securities Services
Grueneburgweg 14
60322 Frankfurt am Main
Germany

LISTING AGENT

ABN AMRO (Luxembourg) S.A
4, Rue Jean Monnet
L-2180 Luxembourg

AUDITORS TO THE ISSUER

Ernst & Young Accountants
Drentestraat 20
1083 HK Amsterdam
The Netherlands