

**Certificate of Approval of a Prospectus**  
in accordance with Articles 5:10 and 5:11 of the Netherlands Act on Financial Supervision (transposing  
Articles 17 and 18 of Directive 2003/71/EC)

**To:**

COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (CBFA) (BELGIUM)  
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (CSSF) (LUXEMBOURG)  
AUTORITÉ DES MARCHÉS FINANCIERS (AMF) (FRANCE)  
BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BaFin) (GERMANY)  
COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (CONSOB) (ITALY)  
FINANSINSPEKTIONEN (SWEDEN)  
FINANSSIVALVONTA (FINLAND)  
FINANSTILSYNET (DENMARK)  
FINANSTILSYNET (NORWAY)  
FINANCIAL SERVICES AUTHORITY (FSA) (UNITED KINGDOM)  
FINANCIAL MARKET AUTHORITY (FMA) (AUSTRIA)

**From:**

Netherlands Authority for the Financial Markets

We hereby certify that the Base Prospectus detailed below has been drawn up in accordance with national law transposing Directive 2003/71/EC and was approved by us on June 27, 2012.

**Name of Issuer:**

ABN AMRO Bank N.V.

**Registered Office/Seat:**

Amsterdam, The Netherlands

**Type of Securities (references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):**

Annex XI, XII

Base Prospectus regarding ABN AMRO Bank N.V. dated June 27, 2012 in respect of the Structured Products Programme for the Issuance of Reverse Exchangeable Securities.

**Guarantor (if any):**

Not applicable

We have authorised, in accordance with Article 5:18 of the Netherlands Act on Financial Supervision transposing Article 8 of Directive 2003/71/EC, the omission of the information required under Item 11.1 of Annex XI on the following grounds:

ABN AMRO Bank N.V. does not publish historical financial information that satisfies the requirements of Item 11.1 of Annex XI. The Netherlands Authority for the Financial Markets has therefore permitted ABN AMRO Bank N.V. to include the historical financial information of its parent, ABN AMRO Group N.V. in its Registration Document due to the fact that (i) the ABN AMRO Group N.V. has no significant activities other than holding the shares in ABN AMRO Bank N.V. and therefore, the ABN AMRO Group N.V.'s consolidated assets, liabilities and results are (materially) identical to ABN AMRO Bank N.V. and (ii) the consolidated financial statements of ABN AMRO Bank N.V. do not add any additional insights into the financial position and performance of ABN AMRO Bank N.V. compared to ABN AMRO Group N.V.'s Annual Financial Statements 2011 and the Annual Financial Statements 2010.

**Attachments:**

- (1) Base Prospectus dated June 27, 2012
- (2) Translation of Summary

Date: June 27, 2012  
Reference: TEOB-MZe-12060484

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