



**Transfer of securities to BNP Paribas Arbitrage Issuance B.V. (“BNPP IBV”) pursuant to Part VII of the UK Financial Services and Markets Act 2000**

On 19 November 2015, The Royal Bank of Scotland plc (with its registered office at 36 St Andrew Square, Edinburgh, Scotland) (“**RBS**”) and BNP Paribas S.A. (incorporated in France and with its registered office at 16, Boulevard des Italiens, 75009 Paris, France) (“**BNPP**”), acting through its London Branch, announced that the Court of Session in Scotland had approved and sanctioned the implementation of a banking business transfer scheme, whereby certain assets and liabilities related to RBS’s structured retail investor products and equity derivatives business would be transferred to BNPP pursuant to Part VII of the UK Financial Services and Markets Act 2000 (the “**Part VII Scheme**”).

The Part VII Scheme took effect on 7 December 2015 (the “**Effective Date**”).

On the Effective Date, BNPP, acting through its London Branch, became the issuer of those securities originally issued by RBS that were transferred pursuant to the Part VII Scheme. Immediately after the transfer of those securities to BNPP, acting through its London Branch, the role of the issuer under those securities was transferred, also under the terms of the Part VII Scheme, to BNPP IBV, a wholly owned subsidiary of BNPP. As part of the Part VII Scheme, BNPP guarantees all the obligations of BNPP IBV arising in respect of the transferred securities.

Under the Part VII Scheme, amendments were made to the terms of the transferring securities and to agreements related to them from the Effective Date in order to give effect to the Part VII Scheme, including (but not limited to) references to “RBS”, in its capacity as issuer of the transferred securities, being construed as references to “BNPP IBV”.

Details of the securities that have transferred under the Part VII Scheme as well as further information on the Part VII Scheme generally can be viewed at <http://warrants.bnpparibas.com/>

### **Transfers of securities to RBS plc pursuant to Part VII of the UK Financial Services and Markets Act 2000**

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. ("**RBS N.V.**") and on 1 April 2010 ABN AMRO Holding N.V. changed its name to RBS Holdings N.V.

On 23 September 2011, RBS N.V. and The Royal Bank of Scotland plc (with its registered office at 36 St Andrew Square, Edinburgh, Scotland) ("**RBS plc**") announced that the Court of Session in Scotland had approved and sanctioned the implementation of a banking business transfer scheme whereby eligible business carried on in the United Kingdom by RBS N.V. would be transferred to RBS plc pursuant to Part VII of the UK Financial Services and Markets Act 2000 (the "**Part VII Scheme**"). The Part VII Scheme took effect on 17 October 2011 (the "**Effective Date**").

From the Effective Date, RBS plc became the issuer of those securities originally issued by RBS N.V. which were transferred to RBS plc pursuant to the Part VII Scheme. Under the Part VII Scheme, amendments were made to the terms of the transferring securities and to agreements related to them from the Effective Date in order to give effect to the Part VII Scheme, including (but not limited to) references to "RBS N.V." being construed as references to "RBS plc". Details of these amendments are set out in the Scheme Document which can be viewed at [http://www.investors.rbs.com/RBS\\_NV](http://www.investors.rbs.com/RBS_NV).

For details of which securities were transferred to RBS plc pursuant to the Part VII Scheme, investors should refer to [http://www.investors.rbs.com/RBS\\_NV](http://www.investors.rbs.com/RBS_NV) or, for securities issued from on or about 21 July 2011, investors should refer to the terms of the issue or offer documents (including term-sheets) (if they indicate that RBS plc was expected to become the issuer of the securities as a result of the Part VII Scheme, then RBS plc has become the issuer, unless the securities have been exercised, redeemed or repurchased and cancelled prior to the implementation of the Part VII Scheme).

For further details of the Part VII Scheme generally, investors should refer to [http://www.investors.rbs.com/RBS\\_NV](http://www.investors.rbs.com/RBS_NV).

# Open End Certificate on the ABN AMRO-BRIC Basket (Brazil, Russia, India, China)

10 February, 2005

## FINAL TERMS AND CONDITIONS

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 ABN AMRO Bank N.V. nor any of the companies in the ABN AMRO group 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.

|                             |   |
|-----------------------------|---|
| Issuer:                     | ABN AMRO Bank N.V. (senior long term debt rating: Moody's Aa3, S&P AA-)   |
| Lead Manager:               | ABN AMRO Bank N.V.  |
| Description:                | A basket certificate without a fixed expiration date that tracks the performance of the ABN AMRO-BRIC Basket (BRIC= Brasil, Russia, India, China). Investors are entitled to exercise the Certificates on a yearly basis on specified Exercise Dates. The Issuer is entitled to terminate the Certificates upon three months notice commencing immediately after the Issue Date.  |
| Underlying Basket:          | ABN AMRO-BRIC Basket (BRIC= Brasil, Russia, India, China) (as defined below)  |
| Initial Basket Composition: | The Basket will initially comprise the following 4 index certificates (together the "Basket Components" and each one "Basket Component"). The certificates will be initially equally weighted in the Basket based on the closing prices of the certificates on the Swiss Exchange SWX on the Pricing Date.<br><br>25% ABN AMRO Brazil Top 15 Open End Certificates (ISIN: CH0019094652)<br><br>25% Russian Depository Index Open End Certificates (ISIN: CH0018530011)<br><br>25% ABN AMRO India Index Open End Certificates (ISIN: CH0017760577)<br><br>25% Hang Seng China Enterprises Index Open End Certificates (ISIN: CH0017760650) |
| Basket Value:               | The Basket will be calculated on the basis of the Ask prices of the Basket Components.<br><br>$BV = \sum_{i=1}^4 N_i * P_i$<br>$N_i$ = Number of units of ith Basket Component.<br>$P_i$ = Ask price on the SWX Exchange of the ith Basket Component<br>$i = [1,2,3,4]$<br><br>The initial Basket Value will be USD 100.00  |
| Initial Weighting Date:     | The Underlying Basket will be equally weighted by the Calculation Agent on the basis of the closing ask prices of the Basket Components on this day.  |

|                                |  |
|--------------------------------|--|
| Reweighting Date:              | The Issue Date and each first Trading Day of each year starting 2006. The Underlying Basket will be equally weighted by the Calculation Agent on the basis of the Ask prices of the Basket Components from the previous Trading Day. |
| Issue Price:                   | USD 100  |
| Number of Certificates Issued: | 80,000   |
| Nominal Amount:                | USD 8,000,000  |
| Trading Day:                   | Trading Day means any day on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in London.  |
| Certificate Entitlement:       | 1 Certificate controls 1 Underlying Basket   |
| Expiration Date:               | Not applicable, open-ended   |
| Settlement Amount:             | For each Certificate duly exercised, an amount in USD equal to the Basket Value at the Valuation Time on the Valuation Date taking into account the Certificate Entitlement.   |
| Exercise Date:                 | Three business days prior to the Valuation Date  |
| Exchange:                      | Each exchange on which certificates constituting the Basket have their primary listing.  |
| Valuation Dates:               | The last Trading Day of March each year (each a "Valuation Date") starting March 2006  |
| Valuation Time:                | The close of trading of the Exchange   |
| Early Termination:             | The Issuer is entitled to terminate the Certificates, on any day upon three months notice ("Early Termination Date"), against payment of the Early Termination Amount commencing immediately after the Issue Date                    |
| Early Termination Amount:      | For each Certificate an amount in USD equal to the Basket Value at the Valuation Time on the Early Termination Date taking into account the Certificate Entitlement.   |
| Settlement:                    | USD Cash Settlement in case of Early Termination and Exercise  |
| Settlement Date:               | 5 business days following the Early Termination or Valuation Date  |
| Settlement Currency:           | USD  |
| Calculation Agent:             | ABN AMRO BANK N.V.   |
| Clearing:                      | SIS (Sega Intersettle), EUROCLEAR, CLEARSTREAM LUXEMBOURG  |
| Listing:                       | Swiss Exchange SWX   |
| Secondary Settlement:          | Trade Date + 3 Business Days   |
| Indicative Spread:             | 3% (under normal market circumstances)   |
| Minimum Trading Size:          | 1 Certificate  |
| Clearing System Trading Size:  | 1 Certificate  |
| Associated Risks:              | Please refer to Appendix A   |
| Security Codes:                | ISIN: CH0020656689      Valor Number: 2065668<br>Symbol: BRICO      Common Code: 21261149  |
| Applicable law:                | English  |
| Selling restrictions:          | No sales permitted into the U.S. or to U.S. persons, no sales permitted into the Netherlands or to Dutch persons unless by way of public offer, standard U.K. and Japan selling restrictions   |

#### Time Table:

|                         |                  |
|-------------------------|------------------|
| Pricing Date:           | 11 February 2005 |
| Initial Weighting Date: | 10 February 2005 |
| Launch Date:            | 14 February 2005 |
| Listing Date:           | 14 February 2005 |
| Issue Date:             | 14 February 2005 |

#### Quotes / Information

|                 |  |
|-----------------|--|
| Info Line:      | +41 (0)1 631 62 62   |
| Trading Line:   | +41 (0)1 631 62 68/9   |
| Fax Line:       | +41 (0)1 631 48 34   |
| E-mail:         | abnamro.pip@ch.abnamro.com   |
| Reuters:        | ABNPB  |
| Bloomberg:      | AAPB   |
| Postal Address: | ABN AMRO Bank N.V<br>Beethovenstrasse 33 / P.O. Box 2065<br>CH-8022 Zürich |
| Internet:       | www.abnamromarkets.com   |

## APPENDIX A - RISK FACTORS

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

### 1. Equity Market Risk: Basket Value

The Certificates entitle the Certificate holder of a Certificate to receive the Settlement or Early Termination Amount from the Issuer on the Settlement Date. Investors are therefore at risk that the Basket Value may cause the Settlement or 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. The historical value of the Basket should not be taken as an indication of the Basket's future performance during the term of the Certificates.

### 2. Secondary Market Risk

The price of the Certificates will be affected by a number of factors independent of the creditworthiness of the Issuer and the value of the Basket, including, but not limited to, market interest, exchange rates and yield rates. Further, the value of the Basket itself depends on a number of interrelated factors, including economic, financial and political events around the world, including factors affecting capital markets generally and the stock exchanges on which the Basket constituents have their primary listing. The price at which a Certificate holder will be able to sell Certificates prior to the Early Termination or Exercise Date may be at a discount, which could be substantial, to the value of the Certificates at the Issue Date, if, at such time, the value of the Basket is below, equal to or not sufficiently above the value of the Basket at the Issue Date.

### 3. Liquidity

The Issuer cannot provide any assurances as to how the Certificates will trade in the secondary market or whether such market will be liquid or illiquid. 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 prices of the Certificates may be adversely affected.

### 4. Conflicts of interest

Potential conflicts of interest may exist between the Calculation Agent and Certificate holders, including with respect to certain determinations and judgements that the Calculation Agent may make pursuant to the Conditions that may influence the amount receivable upon settlement of the Certificates.

**Investors should consult their own business, tax, legal and accounting advisors with respect to this proposed transaction and they should refrain from entering into a transaction with us unless they have fully understood the associated risks and have independently determined that the transaction is appropriate for them.**