



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.

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 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.

On 13 September 2010 this product will listed on NYSE Euronext in Paris as well as the original listing of NYSE Euronext in Amsterdam. The dual listing will not affect any of the terms and conditions of your securities and none of the terms of your securities have been amended.

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 on 1 April 2010 **ABN AMRO Holding N.V.** changed its name to **RBS Holdings 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.**" and all references to "**ABN AMRO Holding N.V.**", should be read as references to "**RBS Holdings N.V.**".

These name changes are not changes to either the legal entity which issued your securities or the guarantor of them and they do not affect any of the terms and conditions of your securities. For further information on The Royal Bank of Scotland N.V. or RBS Holdings N.V., and their financial status please refer to the current Registration Document for RBS Holdings 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>.

Since 6 February 2010 the name ABN AMRO Bank N.V. has been used by a separate legal entity (registered with the Dutch Chamber of Commerce under number 34334259), this entity became wholly owned by the State of the Netherlands on 1 April 2010. 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, issued by The Royal Bank of Scotland N.V. (formerly ABN AMRO Bank N.V.), registered with the Dutch Chamber of Commerce under number 33002587.

FINAL TERMS

DATED 28 APRIL 2006



ABN AMRO Bank N.V.

(incorporated under the laws of The Netherlands with limited liability and having its corporate seat in Amsterdam)

**Issue of 1,000 Palladium Turbo Long Certificates Series A (the "Securities")
to be consolidated and form a single series with the issue of 400,000 Palladium Turbo Long
Certificates Series A issued on 9 May 2005 pursuant to the ABN AMRO Launch PAD Programme**

Issue Price EUR 8.14

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions and the Product Conditions applicable to each Series of Turbo Certificates described herein (the "relevant Product Conditions"). The Turbo Certificates are being issued under the Base Prospectus relating to Turbos dated 15 November 2005 (the "Base Prospectus") which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "Prospectus Directive"), as supplemented by the supplement dated 23 February 2006 (the "Supplement"). This document constitutes the Final Terms of each Series of the Turbo Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus, as supplemented by the Supplement and any further supplements issued before the date hereof. The Product Conditions included in the Base Prospectus are disappplied for the purposes of this issue and replaced by the relevant

Product Conditions attached to the Supplement but all other information included or incorporated by reference in the Base Prospectus continues to apply.

Full information on the Issuer and the offer of the Turbo Certificates is only available on the basis of the combination of these Final Terms, including the relevant Product Conditions, and the Base Prospectus dated 15 November 2005 as supplemented by the Supplement and any further supplements issued before the date hereof. Copies of such Base Prospectus and supplements are available for viewing at the registered office of the Issuer at Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands and copies may be obtained from the Issuer at that address.

These Final Terms must be read in conjunction with, and are subject to, the General Conditions and the relevant Product Conditions. These Final Terms, the relevant Product Conditions and the General Conditions together constitute the Conditions of each Series of the Turbo Certificates described herein and will be attached to the Global Certificate representing each such Series of the Turbo Certificates. In the event of any inconsistency between these Final Terms and the General Conditions or the relevant Product Conditions, these Final Terms will govern.

The Netherlands Authority for the Financial Markets has provided the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin), Financial Market Authority (FMA), Commission Bancaire, Financiere et des Assurances (CBFA), Comisión Nacional del Mercado de Valores (CNMV), Autorité des Marchés Financiers (AMF), Irish Financial Services Regulatory Authority, Commissione Nazionale per le Società e la Borsa (CONSOB), Commission de Surveillance du Secteur Financier (CSSF) and Financial Services Authority (FSA) with a certificate of approval attesting that the Base Prospectus dated 1 July 2005 has been drawn up in accordance with the Prospectus Directive. Furthermore, The Netherlands Authority for the Financial Markets has also provided the Commission Bancaire, Financiere et des Assurances (CBFA), the Commission de Surveillance du Secteur Financier (CSSF) and the Autorité des Marchés Financiers (AMF) with a certificate of approval attesting that the Base Prospectus dated 15 November 2005 has been drawn up in accordance with the Prospectus Directive.

So far as the Issuer is aware, no person (other than the Issuer in its separate capacities as Issuer and Calculation Agent, see “Risk Factors – Actions taken by the Calculation Agent may affect the Underlying” in the Base Prospectus) involved in the issue of the Turbo Certificates has an interest material to the offer.

Issuer:

ABN AMRO Bank N.V., acting through its
London branch at 250 Bishopsgate, London
EC2M 4AA

Clearing Agents: Centraal Instituut voor Giraal Effectenverkeer B.V. (Euroclear Netherlands)

Launch Date: 4 May 2005

Issue Date: 9 May 2005

Listing: Eurolist by Euronext Amsterdam N.V.

Admission to trading: Application has been made for the Securities to be admitted to trading on Euronext Amsterdam N.V. with effect from 2 May 2006.

Announcements to Holders: Delivered to Clearing Agents. Advertisements will be made in the Official Price List and at least one daily newspaper in the Netherlands.

Principal Agent: ABN AMRO Bank N.V. MF 2020 Kemelstede 2, P.O. Box 3200, 4800 DE Breda, The Netherlands

Agent(s): N/A

Calculation Agent: ABN AMRO Bank N.V., 250 Bishopsgate, London EC2M 4AA

Indication of yield: Not Applicable

TURBO CERTIFICATES

Series:	<i>Palladium Turbo Long Certificates Series A</i>
Issue Price:	EUR 8.14
Commodity:	Spot Palladium on a per troy ounce basis (31.1035gr) quoted in USD (Reuters Page XPDFIX=);
Exchange:	London Platinum and Palladium Market
Current Financing Level on the Launch Date:	USD 90
Current Spread on the Launch Date:	1.5%
Current Stop Loss Premium Rate on the Launch Date:	10%
Entitlement:	0.1
Exchange:	Eurolist by Euronext Amsterdam N.V.
Exercise Time:	5.00pm Central European Time
Financing Level Currency:	USD
Issuer Call Commencement Date:	the first Business Day following the three month period from and including the Issue Date

Issuer Call Notice Period:	one day
Maximum Premium:	15%
Maximum Spread:	3.5%
Minimum Premium:	10%
Reset Date:	15 th day
Settlement Currency:	EUR
Settlement Date:	Up to the fifth Business Day following the Valuation Date, the Stop Loss Termination Valuation Date or the Issuer Call Date, as the case may be
Stop Loss Price on the Launch Date:	USD 99
Stop Loss Price Rounding:	To the next whole unit
Stop Loss Reset Date:	15th day
Valuation Date:	The last Trading Day of March in each year, commencing at least one calendar year after the Issue Date
ISIN:	NL0000451599
Common Code:	N/A
Fondscore:	45159
Other Securities Code:	N/A

INFORMATION ON THE UNDERLYING

Bloomberg page where information about the past and future performance of the Underlying and its volatility can be obtained: Bloomberg Code: PALL

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.