



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.

FINAL TERMS

DATED 5 DECEMBER 2005



5,000,000 ABN AMRO BRIC BASKET OPEN END CERTIFICATES

“ABN AMRO BRIC II CERTIFICAAT”

ISSUE PRICE: EUR 10

FINAL TERMS

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 Certificates described herein (the “relevant Product Conditions”) as set forth in the Base Prospectus relating to Certificates dated 1 July 2005 (the “Base Prospectus”) which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). This document constitutes the Final Terms of each Series of the Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and each Series of the Certificates described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is 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 relate to the Securities and must be read in conjunction with, and are subject to, the General Conditions and the relevant Product Conditions contained in the Base Prospectus. These Final Terms, the relevant Product Conditions and the General Conditions together constitute the Conditions of each Series of the Certificates described herein and will be attached to the Global Security representing each such Series of the 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 Commission Bancaire, Financiere et des Assurances, Bundesanstalt für Finanzdienstleistungsaufsicht, Comisión Nacional del Mercado de Valores, Autorité des Marchés Financiers, Irish Financial Services Regulatory Authority, Commissione Nazionale per le Società e la Borsa, Commission de Surveillance du Secteur Financier, Financial Market Authority and Financial Services Authority with a certificate of approval attesting that the Base Prospectus 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 Certificates has an interest material to the offer.

Issuer:

ABN AMRO Bank N.V., acting through its principal office at Gustav Mahlerlaan 10, 1082 PP Amsterdam, The Netherlands or its London branch at 250 Bishopsgate,

London EC2M 4AA

Clearing Agents: Centraal Instituut voor Giraal Effectenverkeer B.V.
(Euroclear Netherlands)
Euroclear Bank S.A./N.V. as operator of the Euroclear
system
Clearstream Banking, société anonyme

Launch Date: 6 December 2005

As, if and when trading: 6, 7, 8 December 2005

Issue Date: 9 December 2005

Listing: Eurolist by Euronext Amsterdam N.V.

Listing Date: 9 December 2005

Admission to trading: Application has been made for the Securities to be admitted
to trading on Euronext Amsterdam with effect from 6
December 2005.

Announcements to Holders: Delivered to Clearing Agents

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

Agent(s): Not applicable

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

Indication of yield: Not Applicable

BASKET OPEN END CERTIFICATES

Series:	<i>ABN AMRO BRIC Basket Open End Certificates “ABN AMRO BRIC II Certifcaat”</i>		
Issue Price:	EUR 10		
Basket:			
Basket Constituent	Fondscore	Weight	
	ISIN		
ABN AMRO Brazil Index Open End Certificates	45817 NL0000458172	25%	
ABN AMRO Russian Depository Index Open End Certificates	45818 NL0000458180	25%	
ABN AMRO India 2 Index Open End Certificates	29030 NL0000290302	25%	
ABN AMRO Hang Seng Enterprises Index Open End Certificates	45645 NL0000456457	25%	
Constituent Closing Price:	ask		
Entitlement:	1		
Exchange:	The primary exchange on which each Basket Constituent is listed		
Exercise Date:	The third Business Day preceding the Scheduled Valuation Date as provided in Product Condition 3		
Exercise Time:	10.00am local time in Amsterdam, The Netherlands		
Expenses:	Is amended by adding at the conclusion thereof “and/or (iii) any bid-offer spread incurred by the Issuer in connection with any hedging arrangements”		
Initial Price:	Means in respect of each Basket Constituent, the Constituent Closing Price on 5 December 2005, such date being subject to adjustment in adverse market conditions, if, in the opinion of the Issuer, circumstances so require, subject to adjustment in accordance with Product Condition 4		
Initial Reference Price:	EUR 10		
Issuer Call Notice Period:	3 calendar months commencing at least one calendar year following the Issue Date		
Re-weighting Day:	The first Trading Day of each calendar year commencing 2006		
Settlement Currency:	EUR		

Settlement Date:	The fifth Business Day following the Valuation Date or the Issuer Call Date, as the case may be, and, in the event that there is more than one Valuation Date or Issuer Call Date in relation to the Basket, the Settlement Date shall be the fifth Business Day following the last Valuation Date or Issuer Call Date, as the case may be
Underlying Currency	EUR
Valuation Date:	The last Trading Day of March in each year, commencing at least one year after the Issue Date
ISIN:	NL0000290328
Fondscodex:	29032

INFORMATION ON THE UNDERLYING

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

RESPONSIBILITY

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