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ABN AMRO HOLDING N V  
Form 425  
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Filed by The Royal Bank of Scotland Group plc

This communication is filed pursuant to Rule 425 under The Securities Act of 1933, as amended.

Subject Company: ABN AMRO Holding NV

Registration Number: 333-144752

Date: November 2, 2007

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On November 2, 2007, the consortium of The Royal Bank of Scotland, Fortis and Santander issued the following joint press release:

**2 November 2007 Fortis, RBS and Santander Update on Acceptances of ABN AMRO Shares**

Fortis, RBS, Santander (collectively the Banks ) and RFS Holdings are pleased to announce that, following the expiration of the subsequent offering period on 31 October 2007, a total of 1,826,332,482 ABN AMRO ordinary shares (including shares underlying 37,925,911 ABN AMRO ADSs) have been tendered or will be contributed by the Banks to RFS Holdings, representing approximately 98.8% of ABN AMRO ordinary shares.\* During the subsequent offering period, 236,099,027 ABN AMRO ordinary shares (including shares underlying 2,693,888 ABN AMRO ADSs) were tendered to RFS Holdings, representing approximately 12.8% of ABN AMRO ordinary shares.\*

A total of 38,731 formerly convertible preference shares have been tendered to RFS Holdings, representing approximately 86.1% of outstanding formerly convertible preference shares. During the subsequent offering period, 17,986 formerly convertible preference shares were tendered to RFS Holdings, representing approximately 40.0% of outstanding formerly convertible preference shares.

A total of 1,353,056,466 depository receipts representing ABN AMRO convertible financing preference shares have been tendered to RFS Holdings or have been otherwise purchased by RFS Holdings, representing approximately 98.8% of outstanding convertible financing preference shares.

The above shares in aggregate represent approximately 98.8% of ABN AMRO voting rights.\*

RFS Holdings intends to cause the delisting of ABN AMRO ordinary shares and ABN AMRO ADSs, and intends to acquire 100% of ABN AMRO s issued and outstanding share capital in the shortest possible time through the appropriate legal process.

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\* Excluding treasury shares held by ABN AMRO

This announcement is made pursuant to article 9b(1) of the Dutch Decree on the Supervision of the Securities Trade 1995.

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