

Edgar Filing: ABN AMRO HOLDING N V - Form 425

ABN AMRO HOLDING N V  
Form 425  
May 29, 2007

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

Commission File Number: 001-14624

Date: May 29, 2007

The following is a presentation made to analysts by RBS, Fortis and Santander and posted on RBS's websites, [www.rbs.com/banks](http://www.rbs.com/banks) and [www.investors.rbs.com](http://www.investors.rbs.com), on May 29, 2007:

UK002CPP 29/05/2007 04:19

Strictly confidential

Proposed Offer for ABN AMRO

Superior Value for Shareholders

Significant Benefits for Customers and Employees

29

May 2007

Slide 2

UK002CPP 29/05/2007 05:07

Important Information

In connection with the proposed Offer, RBS expects to file with the SEC a Registration Statement on Form F-4, which will contain

on

Schedule

TO

and

other

relevant

materials.

INVESTORS

ARE

URGED

TO

READ

ANY

DOCUMENTS

REGARDING

THE

PROPOSED

OFFER

IF

AND

WHEN

THEY

BECOME

AVAILABLE,

BECAUSE

THEY

WILL CONTAIN

IMPORTANT

INFORMATION.

Investors

will

be

able

to

obtain

a

copy

of  
such  
documents,  
without  
charge,  
at  
the  
SEC's  
website  
(<http://www.sec.gov>)

once  
such  
documents  
are  
filed  
with  
the  
SEC.

Copies of such documents may also be obtained from each Bank, without charge, once they are filed with the SEC.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any

unlawful prior  
to  
registration  
or  
qualification  
under  
the  
securities  
laws  
of  
any  
such  
jurisdiction.

This  
press  
release  
is  
not  
an  
offer  
of  
securities  
for  
sale  
into  
the  
United  
States.

No  
offering

of  
securities  
shall  
be  
made  
in  
the United States except pursuant to registration under the US Securities Act of 1933, as amended, or an exemption therefrom.

Capitalised terms used

but  
not  
otherwise  
defined  
herein  
shall  
have  
the  
respective  
meanings  
ascribed  
thereto

in  
the  
Press  
Release  
issued  
by  
Fortis,  
RBS  
and  
Santander

on  
29  
May  
(the  
Press  
Release ).

Forward-Looking Statements

This announcement includes certain "forward-looking statements". These statements are based on the current expectations of the circumstances. Forward-looking statements include any statements related to the benefits or synergies resulting from a transaction as "intends", "expects", "anticipates", "targets", "plans", "estimates" and words of similar import. By their nature, forward-looking statements do not represent a guarantee of performance in the future. There are a number of factors that could cause actual results and developments to differ from those stated in these forward-looking statements.

These  
factors  
include,  
but  
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competitive  
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or  
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(including  
anticipated  
synergies)  
not  
being

realized,  
the

separation and integration of ABN AMRO and its assets among the Banks and the integration of such businesses and assets by  
as additional factors, such as changes in economic conditions, changes in the regulatory environment, fluctuations in interest rates  
unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. None of the  
whether as a result of new information, future events or otherwise, except to the extent legally required.

Other Information

Merrill Lynch  
International,

which  
is  
authorised  
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United  
Kingdom

by  
the  
Financial  
Services  
Authority

(the  
FSA ),

is  
acting  
as  
financial  
adviser

to  
Fortis,  
RBS  
and  
Santander  
and

as  
underwriter  
for  
Fortis, RBS  
and  
Santander,

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Fortis Bank  
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Compagnie  
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Financière  
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Assurances,  
Greenhill  
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Kelton  
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transaction  
and  
Fox-Pitt,  
Kelton

Ltd is acting as financial adviser in connection with the financing of the transaction.

The Royal Bank of Scotland plc, which is authorised and regulated in the United Kingdom by the FSA, is acting as financial adviser. The Royal Bank of Scotland plc will not be responsible to anyone other than RBS for providing the protections afforded to customers of The Royal Bank of Scotland plc. Santander Investment,

S.A.,  
which  
is  
authorised  
and  
regulated  
in  
Spain  
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the  
Banco  
de  
España  
and  
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Comisión  
Nacional  
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Mercado  
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to any other person in relation to the proposed Offer.  
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and/or  
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or  
by  
a  
dealer-manager  
that  
is  
registered  
with  
the  
SEC.

Slide 3

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Offer Rationale

Good businesses and customer  
franchises in attractive markets

Widely spread across many products  
and geographies

Organisational complexity

Acknowledged need for partner  
Which the Banks Can Meet  
Substantial value creation for all shareholders  
Significant benefits for customers and employees

Comprehensive strategic fit with ABN  
AMRO across its activities

Extensive knowledge of ABN AMRO's  
major markets

Proven records of integrating large  
scale acquisitions and growing their  
own businesses  
ABN AMRO Challenges



Slide 4

UK002CPP 29/05/2007 09:47

Superior Value for Shareholders

Create stronger businesses with enhanced market presence and growth prospects

Clear cost saving opportunities

Opportunities for sustainable increases in profitable revenue growth  
Creates more certain transaction benefits

than with a single purchaser

Projected synergies are based on achievable objectives

Slide 5

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Proposed Offer Terms

(1)

Including 1.00 in cash to be retained by the Banks pending resolution of the LaSalle Situation

(2)

Based on RBS share price of 642.5p at the close of business on 25 May 2007

(3)

Based on the price of Barclays ordinary shares of 712.5p at the close of business on 24 April 2007, the day before the Banks financial proposals including a price indication, and on the price of RBS Shares of 642.5p at the close of business on 25 May 2007

(4)

Based on undiluted number of shares, as set out in Appendix IV of the Press Release

30.40 in cash plus 0.844 New RBS Shares for each ABN AMRO Share

(1)

Total of 38.40

(2)

per ABN AMRO Share, a 13.7% premium

(3)

to the value of Barclays proposed offer

Proposed Offer approximately 79% in cash

Proposed Offer values ABN AMRO at 71.1bn

(4)

Capital raisings fully underwritten; no financing conditions

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LaSalle Bank

Proposed Offer pre-conditional / conditional (depending on timing) on:

Dutch Supreme Court upholding preliminary ruling of Dutch  
Enterprise Chamber

ABN AMRO shareholders having declined to approve the Bank of  
America Agreement

1.00 in cash will be deferred pending resolution of the LaSalle  
Situation

Banks would welcome opportunity of agreeing way forward with ABN  
AMRO and Bank of America

Slide 7

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Allocation of Businesses

Fortis

BU  
Netherlands  
(excluding  
former  
Dutch  
wholesale  
clients,  
Interbank  
and  
DMC  
Consumer  
Finance)

BU Private Clients globally

BU Asset Management globally

RBS

BU North America including LaSalle

BU Global Clients and wholesale clients in the Netherlands (including former Dutch wholesale clients) and Latin America (excluding Brazil)

BU Asia (excluding Saudi Hollandi)

BU Europe (excluding Antonveneta)

Santander

BU Latin America (excluding wholesale clients outside Brazil)

Antonveneta

Interbank and DMC Consumer Finance

Shared Assets

Private  
equity  
portfolio,  
stakes  
in  
Capitalia  
and  
Saudi  
Hollandi,  
and  
Prime  
Bank

Head Office and central functions

Slide 8

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Consideration

(1)

Share of

Consideration

Profit

Before Tax

(2)

Fortis

24.0bn

33.8%

1.68bn

RBS

27.2bn

38.3%

1.72bn

Share of Consideration and Profit

(1)

Share of consideration including consideration for shared assets, as set out in Section 2 of the Press Release, and based on undi  
Appendix IV of the Press Release

(2)

Excludes 0.05 billion of profit before tax relating to central functions and shared assets. These estimates are based on the 200  
adjusted for certain restructuring costs and other one-off or non-recurring items and on the estimates of the Banks. As the reorg  
above

does  
not  
correspond  
precisely  
to  
the  
Business  
Unit  
definitions  
in  
ABN  
AMRO's  
2006  
Annual  
Report  
&  
Accounts,  
these  
estimates  
are  
not  
audited  
and  
may  
not  
be

accurate. Further details on the calculation of these figures are set out in Appendix IV of the Press Release

Total

71.1bn

100.0%

4.95bn

Santander

19.9bn

27.9%

1.55bn



Slide 9

UK002CPP 29/05/2007 09:50

Unique opportunity to strengthen Benelux core competencies:

Creates market leader with more than 10 million customers

#1 in Benelux Retail and Commercial Banking

Superior customer reach and skills in commercial banking

Capitalising, as owner of the trademarks, on both ABN AMRO's  
and  
Fortis' brand in NL  
Strong Combined Businesses  
Fortis

Extension of international wealth management growth engine:

3rd largest European private bank

A dedicated, broad and differentiated offering

Expansion of asset management growth platform:

Top tier asset manager with more than 300 billion AUM

Larger geographic footprint and enhanced offering to third-party  
distributors

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Complementary and overlapping businesses:

RBS Global Banking & Markets + ABN AMRO Global Wholesale  
Businesses

Citizens + LaSalle

RBS + ABN AMRO International Retail Businesses

Strong Combined Businesses (continued)  
RBS

Accelerates delivery of existing RBS objectives:

Achieve global reach in corporate and institutional banking

Develop strong position with US mid-corporates  
and commercials

Expand presence and activities in Asia-Pacific

Strengthens RBS s  
platform for growth outside UK

Slide 11

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Brazil:

Creates a top 3 bank by network and loans, benefiting from enhanced economies of scale

High  
geographical  
and

product  
complementarity  
between  
both  
franchises (Banco  
Real and Santander Banespa)  
Strong Combined Businesses (continued)  
Santander

Italy:

Antonveneta is a strong franchise in an attractive market

Potential to improve operating efficiency and commercial performance  
(e.g. mortgage lending, consumer finance, mutual funds)

Good platform from which to grow organically

Interbank  
and DMC (consumer finance in the Netherlands):

Full integration into Santander Consumer Finance, which is already  
present in 14 European countries including the Netherlands

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Orderly Business Reorganisation

Day 1

ABN AMRO structurally unchanged; becomes a subsidiary of RBS, owned jointly by the Banks

Focus  
on  
providing  
high  
quality  
service  
to  
customers  
and  
meeting  
regulatory  
requirements

Day 1-45

Validate base-lined plan for synergies and separation

Continue consultations with employee bodies and regulators

Begin separation of business units

IT systems

Transferred with the businesses they support

The  
Banks  
will  
take  
advantage  
of  
opportunities  
to

create  
greater  
economic  
value  
by  
sharing  
platforms

Central functions and shared assets

Banks retain shared economic interest, managed for value



Slide 13

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Orderly Business Reorganisation (continued)

BU Netherlands

BU North America ex LaSalle

BU Asia

BU Europe ex Antonveneta

ABN AMRO

Antonveneta

Banco

Real

Private

Clients

Asset

Management

LaSalle

Slide 14

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Benefits for Customers and Employees

Benefits for Customers

Enhanced presence

Increased product strengths

Improved distribution capabilities

Minimal disruption to customer-facing activities

Benefits for Employees

Sustainable platforms for increased job creation

Fair appointment process based on merit and competencies

No significant increase in off-shored jobs

Fewer current employees expected to be affected than in Barclays proposal

Firm intention that job losses in the Netherlands will be through natural turnover, redeployment and voluntary redundancy

Slide 15

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Integration Track Record

Transaction

Total Cost

Savings

Promised

Total Cost

Savings Delivered

Fortis

Generale Bank

675m

861m (+28%)

RBS

NatWest

£1,420m

£2,030m (+43%)

Santander

Abbey National

300m

(1)

425m (+42%)

(1) Promised by end of second year after completion of the transaction

Slide 16  
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Expected Transaction Benefits: Summary  
Cost Savings  
per Annum  
Profit from  
Revenue  
Benefits per  
Annum  
Total  
Transaction  
Benefits per  
Annum  
Integration  
Costs  
By end  
of 2010  
1.54bn  
1.15bn

0.19bn  
1.34bn  
Fortis  
3.84bn  
2.01bn  
0.85bn  
2.86bn  
RBS  
1.00bn  
0.86bn  
0.18bn  
1.04bn  
Santander  
0.43bn  
0.21bn  
-  
0.21bn  
Shared  
Assets  
6.81bn  
4.23bn  
1.22bn  
5.45bn  
Total

Slide 17

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Attractive Returns

(1)

Adjusted for purchased intangibles amortisation

(2)

Return on investment defined as profit after tax excluding amortisation of intangibles plus post-tax transaction benefits over cost of integration costs

(3)

Adjusted for purchased intangibles amortisation and integration costs

(4)

Expected

2010

earnings

(including

synergies)

divided

by

consideration

for

ABN

AMRO  
businesses  
plus  
NPV  
of  
amortisation  
of  
Antonveneta  
acquired  
intangibles  
Fortis  
RBS  
Santander  
Estimated 2010  
EPS Accretion  
4.3%  
(1)  
7.3%  
(3)  
5.3%  
Estimated 2010  
Return on Investment  
11.2%  
(2)  
13.5%  
(2)  
12.7%  
(4)



Slide 18

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Next Steps

July/August 2007, consistent with Dutch offer process:

Publication of Offer documentation, prospectuses and circulars to shareholders of the Banks

Extraordinary General Meetings of shareholders of the Banks in connection with the transaction

Extraordinary General Meeting(s) of ABN AMRO shareholders to consider the Offer

Equity  
fundraisings  
by  
Fortis  
and  
Santander

Completion targeted for Q4 2007

Note:

The order and timing of the events above are illustrative only and are subject to change

Slide 19

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Slide 20

UK002CPP 29/05/2007 05:04

Fortis-ABN AMRO: Top Player in Europe set for Growth

More than 10 million retail banking clients

2,500 retail branches in Europe, 145 Business Centres

Total AuM: ~ 500bn

More than 80% of banking income in NII &  
Commissions

Continued commitment to achieve 30% of net profit  
from outside Benelux

More than 80,000 FTEs  
% of FY 2006 Net Profit (pro forma)

Retail

Asset

Management

Commercial

Banking

Merchant

Banking

Insurance

16%

25%

4%

8%

23%

24%

Private Banking

Note: all data on this slide are pro forma, based on FY 2006 public information and company estimates

16,406

(10,357)

(518)

5,552

63.1%

10,324

(6,315)

(158)

4,352

61.2%

6,082

(4,042)

(360)

1,200

66.5%

Total

Revenues

-

Bank

Oper. Expenses -

Bank

Loan Losses

Total Net Profit\*

Cost/Income -

Bank

Combined

Fortis

ABN AMRO

businesses

FY 2006 ( m)

\*

Banking, Insurance and General, excluding asset management minorities

7.7

7.3

7.3

6.0

5.6

5.4

5.2

4.9

4.9

3.8

ING

BNPP

Santander

DB

Fortis-

ABN

AMRO

UCI

SocGen

CASA

Intesa-

SPI

BBVA

FY 2006 Adjusted Net Profit ( bn)

1

2

3

4

5

6

7

8

9

10

\* pre-merger with Capitalia

\*

Highly Profitable and Sizeable

Top 5 in Eurozone

Well-balanced Business Mix

Key Figures

Slide 21

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Clear Leader in Benelux Financial Services

# 1 Commercial Banking

# 1 Private Banking

# 1 Funds

# 1 Consumer Finance (incl. cards)

- # 2 SME Banking
- # 3 Retail Banking
- # 3 Insurance
- # 1 Commercial Banking
- # 1 Corporate Banking
- # 1 SME Banking
- # 2 Retail Banking
- # 2 Consumer Finance
- # 2 Insurance
- # 1 Retail Banking
- # 1 Commercial Banking
- # 1 Corporate Banking
- # 1 Insurance
- # 2 Private Banking
- # 2 SME Banking
- # 2 Funds

# 2 Consumer Finance

Note: all data on this slide are pro forma, based on FY 2006 public information and company estimates

94,644

32,550

36,634

69,148

Personal financial  
assets pool / Capita

( )

59

60

82

27

Population

(million)

2.4%

2.1%

2.2%

2.4%

Real GDP CAGR

2006-11 est.

31,395

29,212

27,967

32,304

GDP / Capita ( )

2006

UK

France

Germany

Benelux

The Netherlands

Benelux: Attractive and Wealthy

Luxembourg

Belgium



Slide 22

UK002CPP 29/05/2007 04:19

Fortis + ABN AMRO =

Grow<sup>2</sup>

Net Profit

( bn)

Benelux

CAGR = **+30%**

Outside Benelux

CAGR = +58%

2.0

2.9

3.4

0.4

0.6

0.9

2004

2005

2006

Total CAGR

+34%

2.4

3.5

4.4

EPS

growth

2006

2011

+12%

+13%

Fortis

stand-alone

Fortis

post-deal

20%

0%

Low

High

10%

Competitive strength

20%

0%

Low

Medium

High

10%

Asset Management

Commercial Banking

Retail Banking Network

Private Banking

31%

37%

Pre-deal

Post-deal

% of Banking income (excl. Other Banking)

Medium

Supported by a Stronger Profit Base

Absolute size of **revenues in growth engines almost**  
doubling  
to 6bn

Relative share of **growth engines**  
rising from 31% to  
37% of total banking revenues

Competitive position  
of growth engines like Private  
Banking and Asset Management firmly **reinforced**

Retail Banking Network, the **recurring income and**  
profit generator, gains in importance  
and makes it  
possible to **fund additional international growth**  
Fortis  
Stand-alone Growth Track Record  
Fortis  
+ ABN AMRO: Growth Acceleration  
Reinforcing our Growth Profile (2006 pro forma)  
Extended Capacity for Growth Engines

Slide 23

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Building Fortis

Leading Banking Franchise in the NL

Commercial Banking

Leverage the strengths of the International Business Centre  
Network for the Dutch client base

Leverage Dutch market leadership on international network

Apply the proven Enterprise & Entrepreneur solutions to the  
enlarged customer base

Retail Banking

Recognition of ABN AMRO's strengths (positioning, brand,  
approach) to the benefit of the customer

Revenue enhancement focusing on high potential segments

Cost optimization with clear multi-channel strategy

## Commercial Banking

Strong value creation, 143m synergies

A full and dedicated service offering for each segment

Exploit value added skills on enlarged customer base

Reduce time to market (thanks to sharing of best practices)

## Retail Banking

Strong value creation; 363m of synergies

Complementary commercial approach, similar segmentation

Applying Fortis state-of-the-art credit and risk management

Beneficial for customers; integration into leading activities

Note: all data on this slide are pro forma, based on FY 2006 public information and company estimates

# 1 in Commercial Banking

# 1 Cash Management

# 1 Leasing

# 3 in Retail Banking

# 1 Consumer Finance (incl. cards)

# 1 Funds

# 2 Mortgages

# 2 SME Banking

# 3 Savings Accounts

Total Revenues

Oper. Expenses

Loan Losses

Net Profit

Cost/Income

Fortis\*\*

\*

BU Netherlands figures, excluding former Dutch wholesale clients, Interbank and DMC Consumer Finance activities (based on consortium estimates)

\*\*Including Commercial Banking, Corporate Banking, Leasing, Factoring, Retail Banking, Direktbank, Consumer Finance + ALM

Combined

FY 2006 ( m)

ABN AMRO

businesses\*

3,948

(2,531)

(320)

795

64.1%

1,172

(757)

232

64.5%

(93)

(3,288)

1,027

64.2%

(414)

5,120

Financial Data Combined Entity

Opportunities/Synergies

Clear Market Leader

Strategy

Going forward

Slide 24

UK002CPP 29/05/2007 04:19

Creation of a Leading European Asset Manager

True multi-product investment and structuring solutions

Autonomous investment centers for a broad range of asset classes

Each investment center with core proprietary research process designed specifically to extract alpha

100% accountability aimed at motivating investment specialists to create alpha

Range of investment styles from traditional long-only to long-short products focused on absolute return strategies

Common management philosophy and similar strategy

Strong product complementarities: highly diversified range of strongly performing products

Firm European footprint combined with global reach and scale

Deep pool of talent to lead and manage the combination

160m synergy potential

Access to high growth markets and capabilities in high growth product areas

Note: all data on this slide are pro forma, based on FY 2006 public information and company estimates

764  
688  
583  
543  
538  
490  
416  
405  
354  
326  
314  
1,374  
1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12

FY 2006 AuM

( bn)

Barc-

lays

Natixis



DB  
UBS  
CS  
SGAM  
Fortis  
+ ABN  
BNP  
AM  
CASA  
ING  
AllianzAXA  
Combined  
Fortis  
ABN AMRO  
businesses  
FY 2006 ( m)  
1,092  
(736)

-  
(17)  
236  
67.4%  
Total Revenues  
Oper. Expenses  
Loan Losses  
Minorities  
Net Profit  
Cost/Income  
347  
(208)

-  
(3)  
98  
59.9%  
745  
(528)

-  
(14)  
138  
70.9%

Highly Profitable & Sizeable  
A Winning Combination  
Top Tier European Asset Manager  
Leading Provider of AM Solutions

Slide 25

UK002CPP 29/05/2007 04:19

Creation of a Top 3 European Private Bank

Service provider of choice for HNW and UHNW clients

Dedicated, broad and differentiated service offering

Leading position in Benelux and relevant presence in international Private Banking centers

Part of a strong Financial Services provider

Strengthened European footprint and creation of strong growth platform in Asia

Close fit in service philosophy

Similar client segmentation and geographical focus

Leverage best practices and local market strengths into the international network

203m of synergies potential

Scale and strong Private Bank identity enable attraction, development and retention of international talent

Note: all data on this slide are pro forma, based on FY 2006 public information and company estimates

UBS

CS

Fortis

+ ABN

DB

Pictet

HSBC

Barc

-lays

BNPP

CASA

1,220

487

221

189

182

176

138

130

104

88

LO-

DH

1

2

3

4

5

6

7

8

9

10

FY 2006 AuM

( bn)  
2,092  
(1,457)  
(38)  
456  
221  
69.6%

703  
(474)  
2  
203  
79  
67.4%

1,389  
(983)  
(40)  
253  
142  
70.8%

Total Revenues

Oper. Expenses

Loan Losses

Net Profit

AuM

Cost/Income

Combined

Fortis

FY 2006 ( m)

ABN AMRO

businesses

Highly Profitable & Sizeable

A Winning Combination

Top 3 European Private Bank

One Integrated International Private Bank

Slide 26

UK002CPP 29/05/2007 04:19

Total Expected Pre-Tax Synergies of 1.3bn

Revenue synergies

Cost synergies

Amount ( m)

Total (%)

Rationale

Retail Banking

Netherlands

27%

363

Private Banking

15%

Total

100%

Asset

Management

12%

Overhead

18%

11%

Comm. Banking

Netherlands

Optimize branch network

Harmonize IT & Front-office application

Combine & integrate common functions

Optimize geographic coverage

Combine & integrate common functions

Leverage best practices in alternative  
investments and credits

Align investment processes

Combine & integrate common functions:  
Sales & Marketing, Middle office, IT,

21% of relevant combined cost base,  
or 28% of acquired ABN AMRO cost base

1,540m integration costs

Conservative revenue synergies

3-year plan: target year 2010

Rationalise  
central IT & Operations structure

Streamline, leverage business centre network

Reduce overlap in support functions

Cross-sell skills, such as leasing & factoring

143  
203  
160  
243  
1,337  
307  
160  
43  
1,150  
187  
145  
124  
19  
15  
56  
225  
54  
189  
IT &  
Operations  
225  
17%

Optimize head office functions

Enhance the yield on the investment portfolio

Slide 27

UK002CPP 29/05/2007 04:19

Consideration for ABN AMRO Businesses 24.0bn

9.8 times estimated 2007 earnings + full post-tax benefits

(1)

Financing: 60% rights issue, 20% non-equity Tier 1, 20% sale of assets, capital relief and debt

Core Tier 1 ratio of at least 5.7% and Tier 1 ratio of at least 6.7% immediately after completion of the transaction

Estimated Return on Investment of 11.2% in 2010

(2)(3)

Estimated Accretion to Group earnings of 4.3% in 2010, with full synergies

(3)

Accelerates Fortis

cash EPS CAGR 06- 11 by 1% to around 13%

Transaction financials

(1)

Excluding shared assets

(2)

Return on investment defined as profit after tax plus post-tax transaction benefits over consideration plus post-tax integration costs

(3)

Adjusted for purchased intangibles amortisation



Slide 28

UK002CPP 29/05/2007 06:16

A Socially Responsible Integration Plan

A Socially Responsible Integration Plan

Planned reduction of 2.6% p.a. on the combined FTE base

On total Banking FTE base NL, projected reduction of 7%  
p.a. vs. an historic natural turnover at Fortis Bank NL of 9%

Fortis overall will remain an active recruiter in order to  
support its growth plans, enhancing opportunities for

employees (Fortis: 6,300 hires in 05 and 9,300 in 06)

Select best candidate for each position based on merit and competencies

Close  
involvement  
of  
social  
partners  
to  
realise  
integration

Central Employment office:

Manage career transition of any individual displaced as a result of the integration

In accordance with existing contractual agreements

Find alternative employment in a cohesive and efficient way between consortium members

FTE  
81,781  
75,338  
100%  
92.2%  
2008  
2009  
2010  
2007  
ABN AMRO  
FTE  
Combined  
81,781  
Fortis  
NL  
12,382  
NL  
29,268  
NL  
22,713  
NL 5,827  
ROW 616  
ROW:  
46,070  
ROW  
2,182  
ROW

44,504

NL

35,095

ROW

46,686

56,886

75,338

Total: 6,443

Retail

Banking

IT &

Operations

Asset

Management

Private

Banking

Commercial

Banking

Overhead

FTE Synergies 6,443

FTE Synergies per Business

Slide 29

UK002CPP 29/05/2007 04:19

A Strong Commitment to Dutch Stakeholders

A Dutch bank with a unique  
presence in the Benelux and  
the third largest network in the  
Netherlands

Capitalise  
on strong ABN

AMRO quality of service and brand

Extended product and service offering to provide greater choice for customers

Competitive pricing through efficiency synergies

Smooth transition of assets will leave customers unaffected

Benelux leader, able to attract and nurture talent

One of the largest Dutch employers

Development opportunities outside of home markets

Extensive training programs for all staff categories

Professional environment stimulating entrepreneurship and leadership

International and multi-cultural organisation

Deeply rooted in Dutch community since 18th century

Key Benelux and Dutch growth engine contributing to economic development

Dedicated attention on specific needs of all layers of society with social responsibility initiatives (e.g. Foundations)

Sustainable development as part of company's DNA

One of the largest tax payers in the Netherlands  
Community

Strong commitment to value creation, benefiting from its unrivalled Benelux presence

Customers

Employees

Slide 30

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Slide 31

UK002CPP 29/05/2007 04:19

Acquisition of ABN AMRO Businesses

Strengthen Platform for Growth Outside UK

Group Operating Profit 2006

RBS

RBS + ABN AMRO Businesses

+ Full Transaction Benefits

RBS estimates, based on ABN AMRO Business Units

as reported for 2006

Asia-Pacific 1%

UK 58%



Europe 15%

US 26%

Asia-Pacific 4%

UK 46%

Europe 16%

US 34%

Complementary and overlapping  
businesses

RBS Global Banking & Markets +  
ABN AMRO Global Wholesale  
Businesses

Citizens + LaSalle

RBS + ABN AMRO International  
Retail Businesses

Accelerate delivery of existing RBS  
objectives for growth

Achieve global reach in corporate  
and institutional banking

Develop strong position with US  
mid-corporates  
and commercials

Expand presence and activities in  
Asia-Pacific  
Create Stronger Businesses

Slide 32

UK002CPP 29/05/2007 04:19

RBS Global Banking & Markets +

ABN AMRO Global Wholesale Businesses

Large corporate and institutional bank with a  
global footprint

Broad Customer Franchise

but Thinly Spread

Branches in more than 50 countries

#4 corporate and institutional client

footprint in Continental Europe, #5 in Asia  
(ex Japan)

Extensive mid-corporate franchise

Broad Product Range

Global payments, trade finance and cash  
management platform

#17 underwriter of bonds and loans

globally

Presence in fast-growing areas

e.g. emerging markets, equity derivatives

RBS Global Banking & Markets

Leading corporate and institutional bank with  
global product strengths

Deep Customer Relationships

but Limited Local Presence

Deep relationships with largest corporates  
and financial institutions

Strong record as facilitator of major  
transactions

Branches in 16 countries  
Product Leadership

Global leader in financing and risk  
management products

#6 underwriter of bonds and loans globally

Global leader in securitisation, structured  
and leveraged finance, FX and rates  
ABN AMRO Global Wholesale Businesses

Slide 33  
UK002CPP 29/05/2007 09:51  
RBS Global Banking & Markets +  
ABN AMRO Global Wholesale Businesses  
Diversification by Geography  
GBM  
+ ABN AMRO 2006 Income  
US 20%  
UK 40%  
Asia-Pacific 10%  
Latin America 2%

Europe 28%

RBS estimates, based on ABN AMRO Business Units  
as reported for 2006

Source: Dealogic, Thomson Financial, Euromoney  
polls

Ranking RBS ABN

RBS+ABN

AMRO AMRO

RBS Strengths

Global All Bonds + Loans

6

17

3

Foreign Exchange

4

12

3

Global Securitisations

2

18

1

European Lev Loans

2

16

1

Global Project Finance

1

5

1

EMEA Syndicated Loans

1

9

1

ABN AMRO Strengths

Euro Denominated Bonds

8

4

1

Int 1 Covered Bonds

18

1

1

Emg

Mkts

Synd

Credits

31

2

2

Int 1 Cash Management

28

6

5

RBS + ABN AMRO Strengths

All International Bonds

8

10

1

Asia-Pacific Synd

Loans

13

15

5

US Syndicated Loans

8

18

7

Relationships with Large Corporates

and Financial

Institutions

Ranking

GBM

ABN

GBM+

AMRO ABN

AMRO

UK

1

8

1

Continental Europe

10

4

1

US

15

7

5

Asia-Pacific (ex Japan)

n/a

5

5

Source: RBS estimates

Complementary Product Strengths

Large Customer Franchise

Slide 34  
UK002CPP 29/05/2007 09:49  
RBS Global Banking & Markets +  
ABN AMRO Global Wholesale Businesses  
Estimated Transaction Benefits  
Estimated Contribution to  
No of  
Profit Before Tax in 2010  
Initiatives  
m  
Net revenue benefits  
742  
30  
Cost savings  
1,300  
58  
m IFRS  
GBM  
Global  
Wholesale

Total income  
10,014  
5,861  
Expenses  
4,329  
(1)  
5,233  
Impairment losses  
125  
(2)  
Profit before tax  
5,560  
630  
Cost:income  
ratio  
40%  
(2)  
89%  
(1) Including allocation of Manufacturing costs  
(2) Cost:income  
ratio net of operating lease depreciation  
RBS estimates, based on ABN AMRO Business Units as reported  
for 2006

Apply RBS s  
management model to ABN  
AMRO s  
customer franchise

GBM income per customer 1.7x ABN  
AMRO

GBM  
income per front office employee  
2.6x ABN AMRO

Leverage GBM product strengths and ABN  
AMRO global customer franchise

Eliminate duplication in IT and support  
functions  
2006 Profit & Loss Account  
Business Plan



Slide 35

UK002CPP 29/05/2007 09:51

Citizens + LaSalle

Commercial and retail bank,  
headquartered in Chicago

Focus on commercial banking

#8 commercial lender nationally

Leading cash management proposition

National commercial businesses  
e.g. asset-based  
lending, leasing

Large retail franchise, mainly in Michigan  
and Illinois

Ranked #1 in Michigan

Ranked #2 in Illinois

Wealth management capabilities

At 31 December 2006, assets \$125 billion,  
deposits \$62 billion  
Citizens

Retail and commercial bank,  
headquartered in Providence

Focus on retail banking

#10 deposits nationally

Strong customer service culture

National retail businesses  
e.g. auto finance, home equity

Large retail franchise in New England,  
Mid-Atlantic, Midwest

Ranked #2 in New England

Ranked #3 in Pennsylvania

Presence in Ohio, Illinois, Michigan, Indiana

At 31 December 2006, assets \$161 billion,  
deposits \$100 billion  
LaSalle Bank

Slide 36  
UK002CPP 29/05/2007 06:17  
Citizens + LaSalle  
Rhode Island  
Pennsylvania  
Delaware  
New Jersey  
New Hampshire  
Massachusetts

Connecticut  
 Michigan  
 Indiana  
 Illinois  
 Vermont  
 New York  
 Ohio  
 Citizens + LaSalle overlap  
 Citizens  
 Loans \$bn  
 Citizens      LaSalle      Citizens  
 at Dec 06  
 +LaSalle  
 Retail  
 75.6  
 71%  
 17.2  
 27%  
 92.8  
 54%  
 Commercial  
 29.3  
 28%  
 46.9  
 72%  
 76.2  
 45%  
 Other  
 1.1  
 1%  
 0.7  
 1%  
 1.8  
 1%  
 Total  
 106.0  
 100%  
 64.8  
 100%  
 170.8100%  
 Top 10 Across Range of Products  
 Ranking      Citizens      LaSalle  
 Citizens  
 +LaSalle  
 Distribution  
 Branches  
 8  
 25  
 7  
 Supermarket

branches

2

n/a

2

ATMs

9

16

8

Retail

Deposits

10

18

6

Secured

personal loans

7

n/a

7

Credit cards

9

n/a

9

Commercial

Commercial

lending

14

8

6

Leasing

8

14

5

Merchant

acquiring

10

n/a

10

Complementary Businesses

Excellent Geographic Fit

Slide 37

UK002CPP 29/05/2007 05:20

Citizens + LaSalle

\$m US GAAP

Citizens

LaSalle

Total income

5,974

4,041

Expenses

3,074

2,665

Impairment losses

331

148

Profit before tax

2,569

1,228

Cost:income ratio

51%

66%

Citizens and LaSalle US GAAP published results

Leverage LaSalle commercial banking proposition in Citizens footprint

Leverage Citizens retail banking products and sales and service management processes in LaSalle network

Integrate to a single platform

Citizens retail

LaSalle commercial  
2006 Profit & Loss Account  
Business Plan  
Estimated Transaction Benefits  
Estimated Contribution to  
No of  
Profit  
Before  
Tax  
in  
2010  
Initiatives  
m  
Net revenue benefits  
231  
24  
Sale of securities  
(120  
)  
Cost savings  
709  
32

Slide 38

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RBS + ABN AMRO International Retail Businesses

Asia, Middle East and Europe

in m IFRS

RBS

ABN

AMRO

Total income

553

607

Expenses

336

365

Impairment losses

47

154

Profit before tax



170  
88  
Cost/Income  
61%  
60%  
Manufacturing  
expenses  
are  
not  
allocated  
below  
Retail  
Markets

Retail  
RBS estimates, based on ABN AMRO Business Units as reported for 06

No transaction benefits estimated at this stage

Retail Branches

China (11)

Indonesia (10)

UAE (17)

Taiwan (8)

Malaysia (4)

Kazakhstan (10)

Hong Kong (4)

India (27)

Romania (20)

Singapore (7)

Pakistan (12)

Spain (internet)

Principal Activities

Asia:

Affluent banking (Van Gogh)

Retail banking, credit cards

Europe: Consumer finance

3.5 million customers

RBS

Retail Activities in

Hong Kong

Switzerland

Austria

Singapore

Germany

Belgium

China

Netherlands

Principal Activities

Asia:

Private banking (Coutts)

Partnership BOC in credit cards, private banking

Europe:

Consumer finance, private banking

3.8 million customers

2006 Profit & Loss Account

ABN AMRO

Estimated Transaction Benefits

Slide 39

UK002CPP 29/05/2007 09:51

Total Transaction Benefits 2,944m

Revenue synergies

Cost synergies

Amount ( m)

Total ( m)

Rationale

Cost Savings

De-duplication of IT systems and support  
De-duplication of functional support  
Efficiency savings in procurement and property  
Elimination of front office overlaps  
Revenue Benefits  
Deepen ABN AMRO customer relationships using GBM  
management model and product strengths  
Extend GBM relationships using ABN AMRO global  
network and transactional banking capabilities  
Global  
Wholesale  
Businesses  
Citizens  
+ LaSalle  
Total  
inc Shared  
Assets  
Cost Savings  
Integration onto single technology/operations platform  
De-duplication of functional support  
Efficiency savings in procurement and property  
De-duplication of branch overlaps in Midwest  
Revenue Benefits  
Extend LaSalle commercial banking to Citizens footprint  
Enhance LaSalle retail proposition with Citizens products  
and customer service model  
2,091  
853  
709  
111  
1,300  
742  
2,944  
820  
2,042  
RBS share of central cost savings 82m  
No transaction benefits estimated in International Retail

Slide 40

UK002CPP 29/05/2007 09:53

Transaction Financials

Consideration for ABN AMRO Businesses 27.2bn (£18.5bn)

7.8 times consensus 2007 earnings + post-tax benefits in 2010

Financing 54% equity, 46% preference shares and cash

Core Tier 1 ratio of 4.6% and Tier 1 ratio of 7.2% after anticipated completion (expected end 2007)

Forecast internal rate of return 16.2%

Expected return on investment 13.5% in 2010

Expected impact on Group earnings per share:

0.9% in 2009, 7.3% in 2010

Consideration and 2007 P/E are based on undiluted number of shares, as set out in Appendix IV of Overview of Proposed Offer

All other financial metrics are on a fully diluted basis

Consensus

earnings

for

2007

based

on

brokers

notes

that

included

Business

Unit

forecasts

for

ABN

AMRO

On a proforma

proportional consolidated basis Core Tier 1 ratio of 4.25% and Tier 1 ratio of 7.1%

Return on investment defined as profit after tax plus post-tax transaction benefits over consideration plus post-tax integration costs

Slide 41

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Slide 42

UK002CPP 29/05/2007 05:51

Acquisition of ABN AMRO Businesses

Two attractive markets, which we know well: Brazil and Italy

In which we can generate value

Improve efficiency

Create stronger units

Grow the business

With low execution risk  
we have done

this before

Experience in integrating banks in Latin  
America (Brazil, Mexico, Chile)

Experience in cross-border deals in  
Europe (Totta, Abbey)

Note:

All data on this slide is pro-forma, based on FY 2006 public information

2006

figures

for

Interbank

and

DMC

Consumer

Finance

are

estimated

(1)

Total

includes

Interbank

and

DMC

Consumer

Finance

ABN AMRO Businesses

2006 ( m)

ABN

ATV

Total

LatAm

Italy

SAN

Combined

(1)

Total income

3,738

2,182

22,615

28,789

Expenses

(2,207)

(1,131)

(11,176)

(14,704)

Provisions

(722)

(336)

(2,467)

(3,554)

Pre-tax Profit



809

715

8,776

10,336

1. Create Stronger Businesses

EPS accretive at Group level from year 1:

+1% in 2008; +4% in 2009; +5% in 2010

ROI will exceed our cost of equity by year

2: **ROI above 10.5% in 09; above**

12.5% in 10

2. The Deal Meets our Financial Targets

Slide 43

UK002CPP 29/05/2007 06:52

Brazil: the Deal Would Enhance our Growth Opportunities

A step-up in terms of scale:

#2 bank by total deposits, #3 bank by branch network and loans

Excellent  
fit  
with  
our  
existing  
businesses

Geographical fit:

strong  
positions  
in  
regions  
in  
which  
Banespa  
has  
been  
traditionally  
underrepresented

Product fit:

stronger  
in  
mass  
market,  
small  
businesses,  
while  
Banespa  
is  
stronger  
in  
affluent  
segments and business banking

Value  
creation  
potential  
through  
in-market  
synergies

Integration of head offices, central functions; migration to common IT platform; optimisation of distribution networks

Low  
execution  
risk  
due  
to  
Santander's  
execution  
experience

In summary:  
the  
resulting  
bank  
will  
have  
similar  
infrastructure  
and  
market  
penetration  
as  
Bradesco  
and  
Itaú.  
The  
announced  
synergies  
are  
expected  
to  
bring  
the  
combined  
entity  
closer  
to  
the profit generation capacity of these two banks

Slide 44  
UK002CPP 29/05/2007 04:19  
Creation  
of  
a Leading  
Brazilian  
Bank  
1,091  
934  
940

538  
780  
967  
855  
458  
316  
360  
898

3,969  
3,008  
2,150  
2,603  
1,059  
1,822  
1,056  
1,236  
5,205  
4,064  
3,972  
3,383  
2,026  
1,946  
1,392  
1,256

BB  
Bradesco  
ABN+SAN  
ITAU  
SAN  
ABN Real  
HSBC  
Unibanco  
N. Caixa  
Branches  
PAB

The step-up in size translates into economies of scale, stronger commercial muscle and an advantage in distribution-intensive businesses

20%  
14%  
13%  
11%  
7%  
7%  
6%  
4%  
1%

BB  
BradescoABN+SAN  
ITAU  
ABN Real

Unibanco

SAN

HSBC

N. Caixa

Loans Market Share 2006

Plus #2 in deposits and #4 in revenues

Branches & PABs

2006

Slide 45

UK002CPP 29/05/2007 04:19

with an Excellent Geographical, Product and Client Fit

% of  
National  
GDP  
Market  
Share  
SAN

Market  
Share  
ABN  
Combined  
Market  
Share  
São Paulo  
34%  
13%  
7%  
20%  
Rio de Janeiro  
13%  
3%  
10%  
13%  
Minas Gerais  
10%  
2%  
7%  
9%  
Rio Grande do Sul  
8%  
8%  
2%  
11%  
Subtotal    Top 4  
64%  
9%  
7%  
16%  
Brazil    Total  
100%  
6%  
6%  
12%  
ABN Real: stronger in mass market + small  
companies  
Mortgages  
3%  
SMEs  
7%  
Corporates  
32%  
Consumer  
Lending &  
Cards  
34%  
Large  
Corporates



24%

Mortgages

4%

SMEs

25%

Corporates

19%

Consumer

Lending &

Cards

44%

Large

Corporates

8%

SAN Banespa: stronger in the affluent  
segments + corporate banking

The combination creates a powerhouse in the core region of Brazil  
with a more balanced profile

Excellent Product Fit and Enhanced

Client Base

Excellent Geographical Fit of

Both Distribution Networks

Slide 46  
UK002CPP 29/05/2007 04:20  
Clear  
Integration  
Plan Leading  
to  
810m of Synergies with  
Low Execution Risk  
Banco

Geral  
do  
Comercio  
Banespa  
Banco  
Noroeste  
CF Meridional

1997

1998

2000

2000

1.

2.

3.

4.

5.

Improve standalone efficiency:

305m

For example, the level of non personnel expenses  
to customer volumes is very high in Real

IT migration: 150m

Common platform implementation

Integration of operations: 40m

Back office and IT services

Head office integration:

70m

Integration of global businesses and support  
functions

Full merger / network optimisation:

135m

Single commercial organization; reassign branches

Five Sources of Value and

a Clear Integration Timeframe

Overall, we

expect

700m in cost synergies and 110m in revenue synergies by 2010

Track Record in Brazil

We are ready to integrate Real: in

Brazil, we now have a single, multi-

bank and scaleable IT platform

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Antonveneta: an Attractive Platform with Significant Growth Potential

Very **attractive market**

Attractive returns

Underdeveloped in some areas (mortgages, consumer lending)

Potential to improve operational efficiency

A market **we know well** (partnership with SPIMI, consumer finance, private banking)

Antonveneta: a high quality franchise with significant potential

Top 10 bank in Italy; top 6 bank in the North by branch network

Strong customer franchise; critical mass in core regions

A great platform from which to grow organically

Significant value can be added to Antonveneta **through the implementation** of our IT platform and our retail banking model

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0

1,000

2,000

3,000

4,000

5,000

6,000

BNL

ATV  
MPS  
BPER-BPM Pro forma  
UBI Banca  
Banco Popolare  
UCI-Capitalia Pro forma  
Intesa SanPaolo  
North  
Center-South  
An  
Attractive  
Franchise  
in One  
of  
the  
Wealthiest  
Regions  
of  
Italy  
Strong  
regional positions  
and an excellent platform from  
which to grow organically  
(Number of  
branches)

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Opportunity for Efficiency and Commercial Performance  
Improvement

Lending to households

Mortgages

Consumer lending

Mutual funds

Cards

Insurance

Mutual funds

Private clients

Consumer lending

Best practices / cost discipline: Antonveneta general costs well above SAN standards

Migrate Antonveneta to SAN proprietary IT system (Partenon)

Synergies with Group / global units (e.g., software development)

Santander

has substantial experience in branch expansion without losing control of the cost base

Potential to expand its franchise

Overall, we expect

150m in cost synergies and 60m in revenue synergies by 2010

Cost Synergies

Improve commercial performance in areas in which ATV is punching below its weight

Potential to leverage

Santander's global units



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Total Pre-Tax Synergies of 1,030m

Brazil

Italy

Consumer

Finance

Total

79%

20%

1%

100%

In-market synergies

Integration of back office structures, migration to common IT platform

Optimisation of distribution networks

Synergies: 32%

of  
06  
proforma  
costs,  
3%  
of  
revenues

Apply Santander retail banking model

Implementation of Partenon IT system

Take full advantage of growth opportunities (mortgages, cons. finance)

Synergies: 13%

of  
06  
proforma  
costs,  
3%  
of  
revenues

Integration into the Santander Consumer structure

Focus on franchise growth

Synergies: 11%

of  
06  
proforma  
costs (estimated)  
and 6% of revenues  
855  
700  
175  
150  
110  
5  
5  
60  
Amount ( m)  
% of Total  
Rationale  
Revenue synergies  
Cost synergies  
810  
210  
10  
1,030

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( m)  
Value  
Allocation  
Cost  
Synergies  
Revenue  
Synergies  
Expected  
2010 ROI  
Total

19,855

Of which Stake in Shared Assets

1,005

(1)

n/a

Total Acquired Businesses

18,850

855

175

>12.5%

(2)

LatAm

12,000

700

110

>13.5%

Antonveneta

6,640

150

60

>10.5%

(2)

Interbank and DMC Consumer

Finance

210

5

5

>12.0%

The deal meets our financial criteria:

EPS accretion + ROI > cost of capital by year 3

EPS impact: +1% in 2008; + 4% in 2009; + 5% in 2010

EPS impact assumes funding of 51% through internal capital generation (leverage + disposals), 49% through rights issue and mandatory convertible

(1)

Assumes total value of shared assets: 3.6bn

(2)

(Valuation + NPV of intangible amortisation) / net income

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Transaction Financials

Consideration for ABN AMRO Businesses 18.8bn (excluding the value of shared businesses)

< 16 times consensus 2007 earnings for ABN AMRO Businesses

(1)

< 10 times consensus 2007 earnings + full post-tax benefits

(2)

Financing: 51% balance sheet optimisation (including asset sales), 49% rights issue + mandatory convertible

Core Tier 1 ratio of 5.3% after anticipated completion (expected end 2007)

Estimated Return on Investment above 10.5% in 2009; above 12.5% in 2010

(3)

Estimated Accretion to Group earnings 5% in 2010, with full synergies

(1)

Value of  
ABN  
Businesses  
/  
consensus  
2007  
cash  
earnings  
(excluding  
amortisation  
of  
intangibles).  
Assumes  
Interbank  
and  
DMC  
Consumer

Finance

net

profit: 15m

(2)

Value of ABN Businesses / consensus 2007 cash earnings (excluding amortisation of intangibles) + full after tax synergies

(3)

Expected 2010 earnings (including synergies) divided by consideration of ABN AMRO Businesses plus NPV of amortisation of intangibles

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Appendices



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Expected Transaction Benefits: Cost Savings

Cost Savings m

Fortis

RBS

Santander

Shared

Assets

Total

Global Retail and

Commercial Banking

845  
-  
855  
-  
1,700  
Of which Benelux  
845  
(1)  
-  
5  
-  
850  
Of which Brazil  
-  
-  
700  
-  
700  
Of which Italy  
-  
-  
150  
-  
150  
Global Banking and  
Markets  
1,300  
-  
-  
1,300  
Private Banking and  
Asset Mgt  
305  
-  
-  
-  
305  
Group Head Office  
-  
-  
-  
214  
214  
Total excluding  
LaSalle  
1,150  
1,300  
855  
214  
3,519

LaSalle

709

-

-

709

Total

1,150

2,009

855

214

4,228

(1)

IT & Operations and Overhead cost synergies fully allocated to Benelux although some synergies will be coming from Asset M  
and Private Banking operations

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Expected Transaction Benefits: Revenue Benefits

Net Revenue

Benefits m

Fortis

RBS

Santander

Shared

Assets

Total

Global Retail and

Commercial Banking

129  
-  
175  
-  
304  
Of which Benelux  
129  
(1)  
-  
5  
-  
134  
Of which Brazil  
-  
-  
110  
-  
110  
Of which Italy  
-  
-  
60  
-  
60  
Global Banking and  
Markets  
-  
742  
-  
-  
742  
Private Banking and  
Asset Mgt  
58  
-  
-  
-  
58  
Total excluding  
LaSalle  
187  
742  
175  
-  
1,104  
LaSalle  
-  
111  
-  
-

111  
Total  
187  
853  
175  
-  
1,215  
(1)

Overhead revenue benefits fully allocated to Benelux although some synergies will be coming from Asset Management and Pr  
Banking operations

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