

ABN AMRO HOLDING N V  
Form 425  
April 26, 2007

Filed b

This communication is filed pursuant to Rule 425 under T

### **Important Information**

This communication is made available pursuant to article 9b(1) of the Dutch Decree on the Sup (the "Decree"). It does not constitute an announcement pursuant to article 9(b)(2)(b) of the D article 9(d)(2) has been filed. Any possible transaction would be subject to approval of competen jurisdictions.

In connection with a potential transaction involving ABN AMRO, the Banks (Royal Bank of Sco required to file relevant documents with the SEC. Such documents, however, are not currently a ANY DOCUMENTS REGARDING THE POTENTIAL TRANSACTION IF AND WHEN THEY BECOME AVAILABLE, B INFORMATION. Investors will be able to obtain a free copy of such documents witho (<http://www.sec.gov>) once such documents are filed with the SEC. Copies of such documents 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 sale of securities in any jurisdiction in which such offer, solicitation or sale would b qualification under the securities laws of any such jurisdiction. No offering of securities except pursuant to registration under the US Securities Act of 1933, as amended, or an exemption

### **Forward-Looking Statements**

The information herein includes certain "forward-looking statements". These statements are bas Banks and are naturally subject to uncertainty and changes in circumstances. Forward-looking st statements typically containing words such as "intends", "expects", "anticipates", "target import. By their nature, forward-looking statements involve risk and uncertainty because circumstances that will occur in the future. There are a number of factors that could cause act materially from those expressed or implied by such forward-looking statements. These factors presence of a competitive offer for ABN AMRO, whether the Banks and ABN AMRO enter into any def potential transaction, satisfaction of any conditions to the potential transaction, includin anti-trust approvals, the anticipated benefits of the potential transaction not being realized, AMRO and its assets among the Banks being materially delayed or more costly or difficult t factors, such as changes in economic conditions, changes in the regulatory environment, fluctu the outcome of litigation and government actions. Other unknown or unpredictable factors materially from those in the forward-looking statements. None of the Banks undertake any ob forward-looking statements, whether as a result of new information, future events or otherwise, e

The following is an excerpt from a statement made by Sir Tom McKillop, the chairman of the Scotland, at the Annual General Meeting on April 25, 2007. The statement was posted on Royal Ba 2007.

**EXCERPT FROM STATEMENT BY CHAIRMAN OF THE BOARD OF ROYAL BANK OF SCOTLAND AT THE APRIL 25, 2007 A**

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"2006 was another year of excellent performance by our Group with customer satisfaction high and

"The Group has continued to perform well in the first few months of this year in line with the company year results presentation on 28 February.

"When your Company is capable of producing this kind of performance, some of you may be wondering about a possible transaction with ABN AMRO. When Barclays and ABN AMRO announced their intention to merge, it was our fiduciary duty to consider what the possible implications of such a move might be for our Company.

"After careful consideration, we made an announcement earlier today outlining the proposals we and Santander have collectively made to ABN AMRO. These proposals, which are subject to a number of conditions, are in the best interests of ABN AMRO's shareholders and are straightforward from a shareholder, regulatory and execution perspective. We believe that a transaction based on these proposals would create value for our own shareholders and enhance our businesses.

"We have not rushed lightly into this, but an opportunity that fits so closely with our strategic objectives and it would have been irresponsible of us not to explore such an opportunity to the full. You can be assured that any decision made, will have been carefully evaluated. The Board will act prudently but with great determination in the best interests of our shareholders to do so."