

Edgar Filing: ABN AMRO HOLDING N V - Form 425

ABN AMRO HOLDING N V
Form 425
September 12, 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

Registration Number: 333-144752

Date: September 12, 2007

Important Information

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

In connection with the offer for ABN AMRO, RBS has filed with the U.S. Securities and Exchange Commission (the SEC) a Registration Statement on Form F-4, which includes a preliminary version of the prospectus, and the Banks have filed with the SEC a Tender Offer Statement on Schedule TO and other relevant materials. The Form F-4 has not yet become effective. INVESTORS ARE URGED TO READ ANY DOCUMENTS REGARDING THE OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors may obtain a copy of such documents without charge, at the SEC's website (<http://www.sec.gov/>). Copies of all documents filed in connection with the offer may also be obtained from each Bank, without charge.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This communication 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 U.S. Securities Act of 1933, as amended, or an exemption therefrom.

Forward-Looking Statements

This announcement includes certain forward-looking statements. These statements are based on the current expectations of the Banks and are naturally subject to uncertainty and changes in certain circumstances. Forward-looking statements include any synergy statements and, without limitation, other statements typically containing words such as intends, expects, anticipates, targets, plans, estimates and words of similar import. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the presence of a competitive offer for ABN

Edgar Filing: ABN AMRO HOLDING N V - Form 425

AMRO, whether the Banks and ABN AMRO enter into any definitive agreement with respect to the potential acquisition of ABN AMRO, satisfaction of any conditions to the offer, including the receipt of required regulatory and anti-trust approvals, the successful completion of the offer or any subsequent compulsory acquisition procedure, the anticipated benefits of the offer (including anticipated synergies) not being realized, the separation and integration of ABN AMRO and its assets among the Banks being materially delayed or more costly or difficult than expected, as well as additional factors, such as changes in economic conditions, changes in the regulatory environment, fluctuations in interest and exchange rates, the outcome of litigation and government actions. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. None of the Banks undertake any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required.

The following are pages that were posted on the Fortis, RBS and Santander consortium website, www.consortiumbid.com, on September 10, 2007:

Name: Jean-Paul Votron
Position: CEO
Company: Fortis
Date: 09/08/07
Time: 07:40 CET
Channel: CNBC Europe
Duration: 7 mins 51 secs

Interview with Jean-Paul Votron

Geoff Cutmore

Good morning, everybody. Welcome back. Fortis net profit has come in about expectations. The figure of 1.6bn represents a 38% increase on last year. The Dutch bank also saying it is well on track to achieve its takeover plans for ABN Amro. For more on the numbers, we're grateful to have Jean-Paul Votron back with us. He is the CEO of Fortis; he joins us live from Utrecht. Sir, thank you for giving us your time once again this week. It's good to have you on the programme. Can I ask you: obviously the numbers look very strong, but I'm very intrigued by the dividend policy that you've announced here. We're just days away from you getting approval for this big rights issue, and now you're handing money back through a dividend programme. What's the board level thinking on that?

Jean-Paul Votron

The board is very committed – so is the whole of the company – to a strong dividend policy, and that's why we deliver an interim dividend, up 21% to .7, which is a very strong commitment to our shareholders to actually recognise their support for our company. We always have been very committed to that with Fortis.

Geoff Cutmore

We didn't get much chance to ask you about your feelings post the vote. Clearly, the vote was passed with a very convincing number. What do you think it was that you were able to say or do, Jean-Paul, that brought them on board in such a strong way?

Jean-Paul Votron

I think it's the rationale of the plan, which I think our shareholders recognised. It's their support for Fortis which has shown in the last numbers of years a very strong delivery of results, quarter after quarter; it's sustainable results. It's the strong support for our operational capabilities, and it's the rationale of building a very important powerhouse in the Benelux expanding internationally. I think the rationale of the equity story, when I spend a lot of time with investors as well, is absolutely obvious. That's why we were, by the way, delighted with the results, and I thank all the shareholders for it. It reflects that level of confidence.

Geoff Cutmore

Can I ask you - obviously we want to try and cover a lot of ground here if we can. Can I ask you to talk about your potential exposure, in any sense, to sub prime and your thoughts on where Fortis may be at risk at all?

Jean-Paul Votron

We observed a situation, as every financial institution does around the world. We believe that the US economy has a strong momentum. We have no reason to believe that that momentum - that fundamentals are good. As far as Fortis is concerned, and as many institutions, we are involved in these markets, quite obviously, but we have recognised that it has no material impact to our results. Therefore, we have no reason to enter into a cycle of concerns. We have very good investments in these categories. They're all double-A; most of them, 94%, are double-A and triple-A ratings. We also have appropriate edges and protections for these assets.

Anna Martin

Jean Paul, it's Anna Martin here in the studio. I understand that you want to diversify your business away from the Benelux region somewhat and get, I read, 30% of your net profits from outside that region by 2009. How does this fit in with what you're doing at ABN Amro, which might not help you down that road? Is there some kind of plan for international growth, some other acquisitions that you're looking at?

Jean-Paul Votron

It's a very good question. First, we don't change the 30%. I will explain very briefly why. Our expansion international goes very well today: 36% of our FTEs are based outside the Benelux. It's indicative of our projections going forward. If you take ABN Amro, there are three components in that business which we are interested to look at. One is business unit Netherlands, quite clearly a Dutch business Benelux. Two other sets of businesses are private bank and asset management. Private bank is global; so is asset management. These two businesses will help us grow that percentage of today to 30%. Second point: our international expansion in energy, commodity, transportation, consumer finance is such that we feel pretty comfortable about the 30% projection.

Dan Scott

Jean-Paul, this is Dan Scott. I have, just, really, a simple question. What happens if your bid for ABN isn't successful?

Jean-Paul Votron

Sorry, I missed your question.

Dan Scott

What happens if the bid for ABN isn't successful?

Jean-Paul Votron

First, we are people committed to make it happen. Everything we can control, we make sure we can deliver on it. In case it doesn't happen, obviously we just carry on with our strategy. Our strategy delivers sustainable results. Our today results are proving it: 2.8bn in the first half year, and as you've said, 38% up quarter to quarter. We just carry on with that, and we keep on building our international presence. We keep on

building on our core competences in the Benelux and outside the Benelux, which has been the strategy we selected to go for three years back and which clearly delivers outstanding results.

Geoff Cutmore

Jean-Paul, is the rise in life sustainable going into third and fourth quarter?

Jean-Paul Votron

You mean the insurance life business?

Geoff Cutmore

Yes, yes.

Jean-Paul Votron

Yes; you've seen the numbers. Our numbers are pretty strong in the life insurance business. We have core flows which are quite spectacular. There are two elements which I want to highlight, if you'll allow me. One is our Benelux strong momentum, which reflects the numbers of integrations and rationalisation of our networks and distribution and operations in the Benelux. The second thing I would like to highlight is the spectacular growth of our business internationally. As you know, we have a number of joint ventures like, for example, in Asia. Let's take - one example would be China, where we have 20,500 tight agents now in China. The momentum there is starting. I could say the same for Thailand; I could say the same for Malaysia, and now we're starting in India. There are really two components, one being the Benelux, the other one being international.

Geoff Cutmore

Can I ask you: do you think that, given some of the turbulence from markets that we've seen recently, that banking income will continue to be strong, particularly from trading income on the merchant banking side?

Jean-Paul Votron

What we feel is that we have strong momentum. I speak here about Fortis. When you look at the dynamic around the world, the economy is pretty good for us, because we are in sectors which are quite attractive. Think of transportation; think of energy; think of consumer finance in Europe, etcetera. I think of life insurance as an example. As far as we are concerned, we have a high level of confidence. We have projected our numbers in terms of what we expect, in terms of profit CAGR growth. That has been projected at an 11% CAGR in terms of net profit going to 2011. We've no reason to change that. We are seeing the momentum today confirming our numbers.

Geoff Cutmore

Sir, we appreciate your time. Thank you very much for joining us. Jean-Paul Votron, the CEO of Fortis, with us from Utrecht.

Important Disclaimer

Although strenuous efforts are made to ensure the accuracy of interview transcripts, Executive Interviews and its associated companies accept no liability for what is said, for any discrepancy between the spoken and written word, or for any errors and omissions. Where doubt arises, please refer to the original broadcast video interview.
