

Edgar Filing: ABN AMRO HOLDING N V - Form 425

ABN AMRO HOLDING N V  
Form 425  
April 25, 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 Holdings NV

Commission File Number: 001-14624

Date: April 25, 2007

Important Information

This transcript is made available pursuant to article 9b(1) of the Dutch Decree on the Supervision of the Securities Trade 1995 (the "Decree"). It does not constitute an announcement pursuant to article 9(b)(2)(b) of the Decree, as no letter as referred to in article 9(d)(2) has been filed. Any possible transaction would be subject to approval of competent regulatory authorities in relevant jurisdictions.

In connection with a potential transaction involving ABN AMRO, the Banks may be required to file relevant documents with the SEC. Such documents, however, are not currently available. INVESTORS ARE URGED TO READ ANY DOCUMENTS REGARDING THE POTENTIAL TRANSACTION IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain a free 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 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. 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.

Forward-Looking Statements

The information herein 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 circumstances. Forward-looking statements include, without limitation, statements typically containing words such as "intends", "expects", "anticipates", "targets", "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 AMRO, whether the Banks and ABN AMRO enter into any definitive agreement with respect to the potential transaction, satisfaction of any conditions to the potential transaction, including receipt

## Edgar Filing: ABN AMRO HOLDING N V - Form 425

of required regulatory and anti-trust approvals, the anticipated benefits of the potential transaction 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 is a transcript of remarks made at a media briefing on April 25, 2007 with Sir Fred Goodwin, Group Chief Executive, Royal Bank of Scotland; Emilio Botin, Chairman, Santander; and Jean-Paul Votron, Chief Executive Officer, Fortis. A webcast of the media briefing was posted on Royal Bank of Scotland's website on April 25, 2007.

TRANSCRIPT OF APRIL 25, 2007 MEDIA BRIEFING WITH ROYAL BANK OF SCOTLAND, SANTANDER, AND FORTIS (THE "BANKS")

Sir Fred Goodwin

Thanks Jean-Paul. Good afternoon everyone. Thanks for taking the time to come along. We thought it might be odd to be holding a press conference on the basis, we haven't made a bid, we haven't made an offer at this point. But obviously as things have unfolded we have the coincidence of an announcement being made this morning on the same day as our AGM when you were all going to be here and we were going to be here so it seemed a good opportunity to get together and try and pick up any questions you have got. Obviously we will be answering questions in a narrow framework or narrow context and would emphasise again, we haven't made a bid today. This is not an offer. But quite clearly sets out some proposals which are attractive for ABN shareholders and of course for our own shareholders. I think there is a very compelling underlying logic and rationale for what we are doing that works for the constituencies of shareholders, customers and staff. I think that it is the general reactions to these proposals are that that view is fairly widely shared. So I don't think there is anything else we would want to say at this point, but we would be happy to try and answer questions as best we can within the context of a situation which is rapidly unfolding.

Question 1  
Telegraph

I was wondering where the cash comes from in your plans because it is 70 percent cash proposal?

Answer

As I emphasised a moment ago, we are not announcing a bid today, when we come to announce a bid we will go into all of those details, but I think most people would think we are good for it. We have got the cash.

Question 2  
Reuters

Are you confident you can unpick the LaSalle agreement with Bank of America?

## Edgar Filing: ABN AMRO HOLDING N V - Form 425

Answer

Well that is one of the key issues we will be looking to ABN to give us some guidance in that matter. They have created the current situation and I think the deal on the table now offers considerably better value for their shareholders and we will be interested to see what the possibilities are around that.

Further Question

Do you think there is a danger this could descend into a legal dispute?

Answer

Let's hope not. I mean it seems to me to be the most important thing here is to recognise the value which is out there for shareholders and I think we would expect to go about realisation of that value for ABN shareholders and our shareholders in an orderly and constructive fashion. That is what we are trying to do.

Question 3

Bloomberg

I just wondered why wouldn't you just bid for LaSalle - Is there any chance of that? Surely that is the part you are most interested in.

Answer

We are bidding for the whole of ABN.

Further Question

The Royal Bank, I mean is there no interest?

Answer

RBS' interests extend well beyond La Salle.

Further Question

So there is no chance of you just going for that on its own?

Answer

The consortium is bidding for the whole of ABN and the Royal Bank is an integral part of that consortium and we are staying part of that consortium because we want more than just La Salle.

Further Question

So the three of you are approaching this together and there is no chance of going separately?

Answer

Exactly.

Question 4

Daily Mail

In terms of the way this might be received, you have actually gained a reputation for weaning yourself off big deals over the last couple of years, are

## Edgar Filing: ABN AMRO HOLDING N V - Form 425

you worried that shareholders might see this as a return to the old ways of deal mongering?

Answer

I don't think so, it doesn't seem to be how people are reading it at all. I am sure you have read all the brokers notes so that is for others to judge, but we are only looking at this situation because it is a rather unusual state of affairs that an opportunity like this comes along. From an RBS prospective we don't need to do this transaction, but given that ABN finds itself in play, then I think it would be negligent of us not to look and having looked we see opportunities to generate value for our shareholders and generate an offer which offers superior value for ABN shareholders. So that is why we are progressing here.

Question 5

Bill

Could I just clarify what this proposal is intended to achieve. It is not a bid, it is not an offer. So what is the logistics behind this? Is it part of a plan to get the management committee of ABN Amro to allow you full access to ABN AMRO's books? And is it a lever by which you hope to open up discussions with ABN?

Answer

You have answered your own question Bill. We are in the interests of clarity we are setting out our proposals so ABN shareholder base more widely can fully appreciate them. We would wish to enter into discussions with ABN management and supervisory boards with a view to establishing a constructive way forward, enabling us to take over ABN and realise value for their shareholders and our shareholders. And it is something they have been asking to see details of our proposals, we have set those out today.

Question 6

Michael

[not possible to hear]

Answer

I think we would be rushing our fences at this point. Let's see where we get to. I think we, you know up until now we simply asked to have access to information so we could evaluate whether to make a proposal. And we were asked to make a proposal. We have made a proposal. Let's see where we go from here. I think it is premature to start wondering about what might happen in a hypothetical situation so I would be anxious not to rush that.

Further Question

[not possible to hear]

Answer

Well let's not rush our fences.

Question 7

Jo

Could you just all outline which bit of the business it is that you want for

## Edgar Filing: ABN AMRO HOLDING N V - Form 425

the record so we know exactly who is after what please?

Answer

Yes. I think most people [not possible to hear] there is pretty clear agreement as to the major pieces. [not possible to hear] I think most people have got the major components Jo, but as to the precise allocation of the assets, we will come back to that at such times.

Further Question

[not possible to hear]

Answer

We would be looking for Asia yes. We will come back to asset allocation. The consortium was broadly equivalent. We will come back to the precise percentages if we actually announce a bid or formal offer. One of the great strengths of the consortium actually was the ease with which we were able to agree amongst ourselves which bits, that is the beauty of the business that we each have. There is very little overlap and who was the best owner of which bits was something which we were able to agree very quickly and remarkably painlessly.

Further Question

[?]

Answer

ABN I think wrote to us yesterday inviting us to a meeting and we are in the process of trying to arrange a meeting with them. We would wish to be in contact with them urgently.

Question 8  
Financial Times

Your document says that you would proceed if ABN AMRO provides limited due diligence information. How limited or how much information would you require?

Answer

Well we're talking here about a public company which is regulated in many different countries, a company which has already had due diligence done on it to result in Barclays making an offer. So I don't think we need to conduct a major due diligence exercise. I think due diligence light would be what we would be really wanting to do. We each have different little bits of things we would want to confirm about the different bits of the business that we each want to do, but it is not to make a major drama. We are not proposing to conduct an audit or take a month pouring over the books.

Question 9  
Ben

Can you give any indications to the synergies you hope to generate from this deal? Obviously Barclays are saying 3.5 and the speculation you could generate another 1 in addition to that what would you say?

Answer

Again, to go back to my opening remarks and we will come back to all of this if we make a bid. We are very comfortable at this point that the economics of the offer we have put out today are readily affordable and the fact with respective

## Edgar Filing: ABN AMRO HOLDING N V - Form 425

shareholders, but we will come back to synergies at a later stage.

Question 10

BBC

Can I ask with regards La Salle, how disappointing was it, the sale being agreed with Bank of America first of all? And does it have any, as far as whether, how you proceed from here, whether it is on agreement or whether it is hostile, would you have preferred to perhaps have started on better terms?

Answer

I think it was more surprising than disappointing. It is not over yet so let's see where we get. It is our preference and remains our preference to try and find an agreed constructive way through all of this and we would hope and working with ABN to be able to do that, because this offer represents excellent value for their shareholders and for ours and it is by far the best value on offer to their shareholders so you would expect them to work with us to help to find a way through that.

Question 11

Scotsman

Can I just ask you, were you on your way to Holland to speak to the Bank when you found out a deal had been done with Barclays and just following on from the last question, what was your mood when you found out that news?

Answer

Well to do with the last question, contrary to received wisdom, I wouldn't have said I was furious or anything else. I don't know whether you Jean-Paul would be able to corroborate?

Jean Paul

Yes, what precisely was your question?

Further Question

Were you on your way to Holland or in Holland when news broke that Barclays had reached an agreement?

Answer

I had the press release on the plane before we left. The world and his wife knew pretty much on the Sunday afternoon that it was going to happen. But I had the press release on Monday before I left to go to Amsterdam.

Question 12

Scotsman

Sir Fred, if you fail to gain control of La Salle, have you got other targets in the States that you have your sights on?

Answer

No I think, we don't need to do this and we weren't in the market for acquisitions. This is a rather unusual situation where a business of this size and this diversity of business comes on the market. It doesn't happen every day when something like this comes on the market. That is why we are looking at it. It would be nice to own La Salle. It would be nice to own some of the other bits. It would be nice for Jean-Paul and Emilio to own their parts. If it

## Edgar Filing: ABN AMRO HOLDING N V - Form 425

doesn't happen it doesn't happen.

Question 13

Dow Jones

Could I ask you how you come to the view that the execution risk in this deal is lower than the one for Barclays?

Answer

Well we wouldn't require to sell La Salle. If you notice in the timetable for completion, the La Salle completion takes it quite far into the future. We wouldn't have a disposal of La Salle.

Further Answer

The resources of the three organisations addressing themselves to the integration and management of the business going forward instead of one. Our businesses have overlap with the business of ABN and all of its main markets. So you have people who are already operating successfully in market who will be able to take those business forward. So I think the important thing that often gets forgotten is that you know after the transaction is all over, you own these businesses and you need to run them progressively and invest in them to make them grow, and we are all very equipped in the respective markets in which we are going to be operating to do that. So that is in the outline Henry why we think the execution risk is much lower.

Question 14

Wall Street Journal

You have touched on the financing, but just to be clear, your shareholders should be comfortable in understanding you have the power to make this acquisition work financing wise and why should they be comfortable with the financing that you have outlined very briefly in the press statement?

Answer

I think our shareholders are kind of showing that in the reaction to the transaction to be honest, but should we get to that kind of transaction, should we get to a point of setting out a bid or an offer we will set out very clearly to our own shareholders the synergies and benefits that we would expect and I feel pretty confident as indeed I am from the feedback and support we have already had from the investors, that they recognise the value and opportunities which are here to be released. So we must take nothing for granted, but I would be pretty confident that when we get to the point that we do that, that they will be comfortable as they seem to be fairly comfortable at the present.

Other

Fred I am very conscious that we have got an AGM. Can we have one final question please?

Question 15

I have just got a quick question for either Mr Botin or Mr Goodwin on the Brazilian asset. Would Santander think of bidding for Brazil? Barclays said they are very strongly, I think the words were 'certainly not' they would not sell the Brazilian assets. Would Santander think of going for the Brazilian assets if this deal did not come through?

Answer

## Edgar Filing: ABN AMRO HOLDING N V - Form 425

No I think it is covered by the answer already. The consortium stands together.

Emilio Botin

We are very, very happy to have Royal Bank and Fortis in this deal. This deal will be very good for everybody. For the shareholders of our three banks and also for the shareholders of the ABN bank.

End of Transcript