

ABN AMRO HOLDING N V  
Form 425  
April 24, 2007

Filed by ABN AMRO Holding N.V.  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14d-9  
of the Securities Exchange Act of 1934

Subject Company: ABN AMRO Holding N.V.  
Commission File Number: 001-14624

*This document 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.*

## **Q&A Document**

*Last update on 23 April 2007 (version 1)*

<b>I</b>	<b>General / Process / Timing</b>	<b>5</b>
<b>II</b>	<b>Proposed Merger with Barclays</b>	<b>10</b>
<b>III</b>	<b>LaSalle</b>	<b>15</b>
<b>IV</b>	<b>Consortium Fortis-RBS-Santander</b>	<b>17</b>
<b>V</b>	<b>TCI's Role</b>	<b>19</b>

**Summary of Key Messages**

***I. General / Process / Timing***

- With respect to other potential offers, ABN AMRO's Managing Board is fully aware of its responsibilities and will act accordingly, taking into account not only the price offered by potential other interested parties but also the execution risk, the vision, strategy and business model of the combined group to maximise long-term shareholder value creation, also in respect of the fact that any such transaction would be largely paid in shares.
- We have been talking regularly to a variety of banks in the past. The talks with Barclays accelerated in Q1 as we realised that a merger could create value beyond what we would be able to achieve in a stand-alone scenario. We therefore believe that a merger with Barclays is in the best interest of ABN AMRO and its shareholders.

***II. Proposed Merger with Barclays***

- Creation of a leading player with a solid base in Europe and scaleable positions in attractive growth markets.
- Combining unique, complementary client franchises with local intimacy with world class product capabilities.
  - Combination provides a platform for further growth - geographically and in product reach.
  - The combined group will be better able to cross-sell to existing customers and attract new customers.

The proposed merger will create:

- § A leading force in global retail and commercial banking with world class products.
- § A premier global investment bank that is a leader in risk management and financing with an enhanced product offering across a broader geographical footprint.
- § The world's largest institutional asset manager with enhanced retail distribution capabilities and complementary products ensuring delivery of world class products and services to a wider customer base.
- § The world's [eight] largest wealth manager, with a leading European onshore franchise and highly attractive positions in growth markets.

Synergies:

§ €3.5bn of synergy benefits by 2010, of which €2.8bn cost; €0.7bn revenue synergies.

§ Gross FTE reduction of 23,600.

Key merger terms:

§ [include exchange ratio, treatment LaSalle, etc]

§

Break fee: €200mn

§ Ability for ABN AMRO to engage in discussions with a third party that has communicated to ABN AMRO [an alternative proposal] that is reasonably likely to result in a competing offer and a failure to respond to such proposal would result in a breach of the responsibilities of the Boards.

### ***III. LaSalle***

- The decision to sell LaSalle to Bank of America comes from the broader strategic perspective of ABN AMRO no longer regarding LaSalle as core.
- Combined group will continue to be a leading force in investment banking and investment management in US.
- Condition of offer that LaSalle is sold to Bank of America for \$21 billion prior to completion of Barclays's offer for ABN AMRO.
- Excess capital from the sale of LaSalle will be returned to shareholders of the combined group upon completion of the Barclays offer.

### ***IV. Consortium Fortis-RBS-Santander***

- The Fortis-RBS-Santander consortium has not made an offer and it is unclear if they will (be able to) make one.
  - We are well aware of our responsibilities to ABN AMRO and its shareholders and after careful consideration have come to the conclusion to go ahead with the transaction with Barclays.
- We consider that the proposed merger with Barclays is in the best interest of ABN AMRO and its shareholders and have unanimously resolved to recommend the proposed merger for acceptance by the shareholders of ABN AMRO.
- Therefore, we have agreed to a specific transaction with significant upside potential for our shareholders and manageable execution risk to one that is yet unspecified, uncertain and will probably include very high execution risks in order to create value for shareholders.

### ***V. TCI's role***

- TCI has made several statements regarding ABN AMRO and the contemplated transaction between Barclays and ABN AMRO. We can however not comment on the position and stance of TCI.
- The transaction with Barclays delivers very good value for ABN AMRO and its shareholders and we remain of the view that shareholders should vote against the TCI resolutions at our AGM on Thursday.
  - Suffice to say that we are entirely committed to executing our responsibilities for all shareholders.

## **I. General / Process / Timing**

### **1.1 When was the decision made to pursue a merger / sale of the bank? In which Supervisory Board meeting was this decision made?**

- We have been talking regularly to a variety of banks, including Barclays, over the past few years.
- The Supervisory Board has been updated about these talks on a regular basis.
- The final decision to recommend to our shareholders a merger with Barclays as communicated has been taken immediately prior to announcement.

### **1.2 Did the undervaluation of ABN AMRO play a role in pursuing a merger / sale of the bank?**

- No, this did not play a role. However, we believe that the perceived value of ABN AMRO is very important and we always seek to both maximize long-term shareholder value and to optimize our strategy pursuits.
- The proposed merger is driven by the structural trends and implications of the sector. The banking sector is still fragmented by comparison with other global industries whilst offering compelling sources of growth for those players with an aligned portfolio. The proposed merger will accelerate the delivery of the strategic advantages of both ABN AMRO and Barclays.

### **1.3 Did ABN AMRO's difficulties in finding a fourth home market play a role in pursuing a merger / sale of the bank?**

- No, this did not play a role.
- We believe that the combined group will be able to take advantage of increasing cross-border harmonisation of customer needs leading to a sustained increment over stand-alone value growth.

### **1.4 Is there a preference for a merger versus a sale of the bank?**

- There is no preference for one of these two options, however, we feel that the opportunity of a merger with Barclays as now presented is in the best interest of ABN AMRO and its shareholders. The share exchange ensures that our shareholders will be able to benefit from the additional value this combination can create for them in the longer term.
- The Managing Board takes into account not only the price offered by potential interested parties but also the long-term interest for ABN AMRO and its shareholders. We believe that the proposed merger with Barclays is in the best interest of ABN AMRO, and its shareholders.

**1.5 Is commitment to ABN AMRO’s current strategy and not breaking-up ABN AMRO a decision factor for management when assessing proposals?**

- Yes. Our overriding responsibility is to pursue a merger which is strategically consistent with our long term strategy to maximise long-term shareholder value.
- The proposed merger with Barclays is expected to lead to sustained incremental value growth versus the stand-alone scenarios and is, therefore, in the best interest of ABN AMRO and its shareholders.

**1.6 Is the size of the bidder a decision factor when assessing proposals?**

- No, size is not an objective in itself but the ability to capture growth and deliver long-term value to our shareholders.

**1.7 Why is the bidding contest not open and transparent from day one?**

- At this stage we have received one serious offer therefore, there is no bidding contest.
- The process is transparent. We have announced that discussions were being held with Barclays on 19 March 2007 and we provided an update with an outline of the preliminary discussions on 20 March 2007.
- We have also been open and transparent about the letter received from the consortium Fortis-RBS-Santander and our meeting with them [today].

**1.8 What is the next step in the merger process?**

- Following the announcement of the envisaged transaction with Barclays, we are now working towards the launch of the official offer as well as to receive the required approvals from regulators and competition authorities.

Date (Indicative)	Action
[June/July] 2007:	Publication of Offer documentation, Prospectus and Barclays circular to shareholders
[August] 2007:	Extraordinary General Meeting of Barclays shareholders to approve the Offer,
[August] 2007:	Extraordinary General Meeting of ABN AMRO shareholders to consider the Offer
[September/October] 2007:	Offer closes to acceptances
[Fourth Quarter] 2007:	Settlement of the Offer

**1.9 How quickly can you organise an EGM to vote on a deal?**

- We have just announced the proposed merger with Barclays. As announced, the process contemplates the offer being made to ABN AMRO shareholders, upon which a so-called informative EGM will be held.

- The informative EGM to consider the offer is expected to be held after publication of the offer documentation - currently expected to be in [August] 2007.

**1.10 Will you give other banks a fair chance if they are willing to bid more?**

- The Managing Board is focused on the best interest of ABN AMRO and its shareholders and will assess any serious (potential) bid on its merits taking into account not only the price offered by potential other interested parties but also the execution risk, the vision, strategy and business model of the combined group to maximise long-term value creation, also in respect of the fact that any such transaction is expected to be largely paid in shares.

**1.11 What will you do if another interested party offers substantially more?**

**1.12 Will you consider selling to a higher bidder?**

**1.13 Will you consider any other bid that comes in as "hostile"?**

The Barclays offer is the only offer on the table.  
We will consider any other serious offer that may be put forward to us.

**1.14 You talk about maximising long-term shareholder value, what do you mean by long-term and is that really consistent with what shareholders want?**

- A long-term perspective is especially important as a deal with these characteristics is always going to be primarily a paper deal and not a cash deal. Therefore, from a value point of view we also need to look at the long-term proposition.
- Based on the ongoing dialogue we have with our shareholders, we are convinced that a majority of our shareholders is interested in long term value creation.

**1.15 What other options are you considering?**

- We are committed to proceeding with the proposed merger with Barclays. We are not considering any other options. However, if another party puts forward a superior proposal, we will consider it.

**1.16 How do you now look at your shareholding in Capitalia?**

Nothing has changed with regard to our shareholding in Capitalia.

**1.17 Are you under responsibilities to solicit higher bids than the one by Barclays?**

We are not under responsibilities to actively solicit bids. However, if we receive a superior proposal that potentially delivers greater value for ABN AMRO and its shareholders than the Barclays proposal, we will consider it.

**1.18 Will you make a public statement that you are open for other bidders and will not consider them hostile?**

- We see no need to solicit other bidders. We feel that the opportunity of a merger with Barclays as now presented is in the best interest of ABN AMRO and its shareholders.
- We have been approached by the consortium Fortis-RBS-Santander, and will have a meeting with them [today].

**1.19 Entering into exclusive negotiations with Barclays at an early stage has shut out other potential bidders - this is clearly not value maximising and therefore in the best interests of shareholders**

- We have come to the conclusion that the proposal by Barclays is value maximising and in the best interest of ABN AMRO and its shareholders.
  - Furthermore, the proposed merger with Barclays represents a comprehensive and firm proposal.
- The announcement of the proposed merger with Barclays and the exclusive talks we had during the last weeks does not shut out other potential bidders - the proposed merger with Barclays will not complete until late Q3 or Q4.

**1.20 Why was the exclusivity period with Barclays extended for 48 hours?**

- The discussions with Barclays were progressing well but there were some items that required additional time.
  - As we are still of the opinion that a deal with Barclays is in the best interest of ABN AMRO and its shareholders, an extension of the exclusivity period was in line with management's responsibilities.

**1.21 Will you still have your AGM on Thursday? Will you still go ahead with the transaction if the TCI resolutions are approved?**

- Our AGM will go ahead as planned on Thursday. We look forward to discussing with our shareholders this proposed merger.
  - The TCI resolutions remain on the agenda and will be voted upon.
- The transaction with Barclays delivers strong long-term value for ABN AMRO and its shareholders and we remain of the views that shareholders should vote against the TCI proposals.

**1.22 Have you received any other approach which has not been made public?**

- We have not received any other formal offer or approach.



**1.23 Why are you not pursuing a stand-alone strategy?**

- The proposed merger fits well with our strategic objective to provide significant and sustained value for our shareholders.
- We expect that the proposed merger will lead to immediate accretion in ABN AMRO's cash earnings per share and will create shareholder value beyond what could be achieved in a stand-alone scenario.

## **II. Proposed Merger with Barclays**

### ***a) General***

#### **2.1 How long have you been talking to Barclays?**

- We have been talking regularly to a variety of banks, including Barclays, over the past few years.
- The talks with Barclays accelerated during the recent months as both parties became increasingly convinced and enthusiastic about the benefits of a combination of the two groups.

#### **2.2 Who initiated the dialogue?**

- We have been talking regularly to a variety of banks, including Barclays, over the past few years.

#### **2.3 Why Barclays?**

- Creation of a leading player with a solid base in Europe and scaleable positions in attractive growth markets.
- Combining unique, complementary client franchises with local intimacy with world class product capabilities.
  - Combination provides a platform for further growth - geographically and in product reach.
- Relatively limited overlap in front-office, but ability to extract significant cost synergies from combining back-offices, platforms, off-shoring capabilities, optimising processes, etc.
  - Complementarity of culture which will help to better deliver the benefits of this proposed merger.

### ***b) Price offered***

#### **2.4 Is there a break-up fee? If yes, why did you agree such fee when you know that there is another potential offeror?**

- There is a break-up fee of €200 million as compensation for costs made, taking into account that the expenses of putting such a complicated transaction together are substantial.
  - The agreement aims to compensate the bidder for costs incurred should the transaction not happen.
- Although in absolute terms this may sound as a high number, compared to similar transactions, this is a relatively low amount. It represents c. 0.3% of the market capitalisation of ABN AMRO, compared to a typical level of 1% in European transactions.

**2.5 Does the valuation you have put on the business reflect its full value?**

- The price offered by Barclays per ABN AMRO share represents an attractive offer. Please be reminded that the price offered by Barclays of €[36.21] per share is a significant premium of [33%] on the share price of 16 March 2007, the last trading day prior to the announcement that ABN AMRO and Barclays were in talks and a premium of [49]% over the average share price of ABN AMRO in the [6] months prior to 16 March 2007.

**2.6 Would a break-up of ABN AMRO as suggested by TCI be more value enhancing than the proposed merger with Barclays?**

- We do not believe that a full break-up of the company is in the long term interests of ABN AMRO and its shareholders and not maximising value creation in the longer term. The combined group would lose the benefit of reduced costs, best practices transfer and risk diversification by grouping and managing our businesses together.
- We therefore see the sale of LaSalle combined with the proposed merger with Barclays, with many complementary product areas and mutual strengths, as sustainable value creation in the long term which is preferable to a break-up and the uncertainties involved in the short and long-term.

*c) Transaction details*

**2.7 Why have you agreed for the head office to be in Amsterdam?**

- As part of our discussions with Barclays over the last few weeks, we have agreed a number of main principles to ensure that the enlarged group would be optimally placed to deliver benefits to shareholders. We believe the head office in Amsterdam would allow us to do this.

**2.8 Does that mean that all head office staff in Amsterdam will take over head office duties?**

- We have reached the agreement for the head office to be located in Amsterdam, but will need to determine the exact split of responsibilities in the coming weeks.

**2.9 Why the single UK board and not opt for the Dutch model?**

- We have agreed upon a number of broad principles to ensure that the