

ABN AMRO HOLDING N V  
Form 20-F  
March 27, 2009

As filed with the Securities and Exchange Commission on 27 March 2009

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended 31 December 2008
- OR  
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-14624

---

ABN AMRO HOLDING N.V.  
(Exact name of registrant as specified in its charter)  
THE NETHERLANDS  
(Jurisdiction of incorporation or organisation)  
Gustav Mahlerlaan 10, 1082 PP Amsterdam  
The Netherlands  
(Address of principal executive offices)

---

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Guarantee of 5.90% Non-cumulative Guaranteed Trust Preferred Securities of ABN AMRO Capital Funding Trust V	New York Stock Exchange
Guarantee of 6.25% Non-cumulative Guaranteed Trust Preferred Securities of ABN AMRO Capital Funding Trust VI	New York Stock Exchange
Guarantee of 6.08% Non-cumulative Guaranteed Trust Preferred Securities of ABN AMRO Capital Funding Trust VII	New York Stock Exchange

Edgar Filing: ABN AMRO HOLDING N V - Form 20-F

5.90% Non-cumulative Guaranteed Trust Preferred Securities of ABN AMRO Capital Funding Trust V	New York Stock Exchange
6.25% Non-cumulative Guaranteed Trust Preferred Securities of ABN AMRO Capital Funding Trust VI	New York Stock Exchange
6.08% Non-cumulative Guaranteed Trust Preferred Securities of ABN AMRO Capital Funding Trust VII	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The information contained in this report is incorporated by reference into the registration statements on Form F-3 with Registration Nos. 333-137691 and 333-104778 and the registration statement on Form F-4 with Registration No. 333-108304.

## CONTENTS

SECTION 1	CHAIRMAN'S REVIEW	2
	Chairman's review	2
SECTION 2	OPERATING REVIEW	4
	Introduction	5
	Selected financial data	7
	Group organisation structure	10
	Operating and financial review and prospects	12
	Analysis of the balance sheet movements	23
	Results of operations by BU	29
	Credit market and related exposures	44
SECTION 3	RISK AND CAPITAL MANAGEMENT	56
	Regulation and supervision	57
	Risk management	63
	Risk factors	78
	Legal and regulatory proceedings	83
	Regulatory sanctions	83
	Ongoing investigations	84
SECTION 4	GOVERNANCE	85
	Boards and committees	86
	Corporate governance codes	93
	ABN AMRO's employees	97
	Sustainability	97
SECTION 5	FINANCIAL STATEMENTS	98
	Consolidated financial statements	99
	SEC Form 20-F cross-reference and other information	225
	OTHER INFORMATION	226

SECTION 6		
	Management reports	227
	Auditor reports	230
	Stipulations of the articles of association with respect to profit appropriation	234
	Proposed profit appropriation	234
	Stipulations of the articles of association of Holding with respect to shares and voting rights	235
SECTION 7	ADDITIONAL INFORMATION	236
	Exchange rates	237
	ABN AMRO key figures	238
	Supervisory Board	240
	Managing Board	244
	Selected statistical information	250
	Major shareholders and ownership	282
	Articles of Association	283
	Trend information	284
	Off-balance sheet arrangements	284
	Code of Ethics	285
	Central Works Council	286
	Abbreviations	288
	Documents on display	290
	Signatures	291
	How to order reports	292

---

## CHAIRMAN'S REVIEW

### Chairman's review of 2008

To comply with its filing obligations in the Netherlands and the United States of America, ABN AMRO Holding N.V. ('ABN AMRO') has prepared a report of its activities and accounts for the year ending 31 December 2008.

Following the acquisition of ABN AMRO by the Consortium in October 2007, the Royal Bank of Scotland Group plc ('RBS') has assumed the lead responsibility for managing ABN AMRO with respect to all regulatory requirements. Accordingly, ABN AMRO's financial results are also reported as a fully consolidated part of the RBS Group's Annual Report, published 26 February 2009.

### Update on ownership

On 17 October 2007 ABN AMRO Holding N.V. was acquired through RFS Holdings B.V. ('RFS Holdings') by a consortium consisting of RBS, Fortis N.V., Fortis SA/NV ('Fortis') and Banco Santander S.A. ('Santander'). ABN AMRO was delisted on 25 April 2008 from the Euronext Amsterdam and the New York Stock Exchange and a 'squeeze-out' procedure to buy out minority shareholders was completed on 22 September 2008, after which RFS Holdings became the sole shareholder in ABN AMRO. On 3 October 2008, the State of the Netherlands ('Dutch State') acquired all Fortis' businesses in the Netherlands, including the Fortis share in RFS Holdings held by Fortis Bank Nederland (Holding) N.V. in the Fortis Group.

On 24 December 2008, the Dutch State purchased from Fortis Bank Nederland its investment in RFS Holdings, to become a direct shareholder in RFS Holdings.

ABN AMRO is separately governed by its Managing Board and Supervisory Board and regulated by the Dutch Central Bank.

### Update on separation

The sale of Business Unit Asset Management to Fortis was concluded on 1 April 2008. The sale of Banco Real and other businesses acquired by Santander was concluded in July 2008. The transfer of business and client activities in Business Unit Asia, Business Unit Europe, and Business Unit North America to RBS began in the first half of 2008 and is well underway and many businesses have been re-branded as RBS. Group Functions have been scaled down in line with the separation of businesses.

Substantially all assets and liabilities with shared ownership by the Consortium have either been sold or economically allocated to a Consortium Member. In particular in April 2008, the majority of the Group Asset and Liability Management portfolios were economically allocated to individual Consortium Members. Remaining shared assets are included within Central Items.

The main disposal of an ABN AMRO business outside the Consortium was the sale of Banca Antonveneta to Banca Monte dei Paschi di Siena, which was concluded in May 2008. In July 2008, to comply with conditions laid down by the European Commission for the integration of Fortis and ABN AMRO in the Netherlands, ABN AMRO agreed to sell some of its commercial banking activities in the Netherlands to Deutsche Bank, subject to a number of conditions including approval by the Dutch Central Bank. At the end of the stipulated period for completing this sale, 31 October 2008, these conditions had not been fulfilled and the sale did not proceed. ABN AMRO and the Dutch State continue to review options for satisfying the concerns of the European Commission.

### RBS acquired businesses post separation

The transfer of business to RBS, in line with obtaining synergies and combining risk management, will continue in 2009. This process will reduce the scope of operations conducted by ABN AMRO. The core activities expected to remain will include global transaction services and local market functions.

#### Update on the Fortis share acquisition by the Dutch State

The sale by Fortis of Fortis' business in the Netherlands, including its interests in RFS Holdings did not affect the capital, liquidity or performance of ABN AMRO or any of its businesses, including those that were to be acquired by Fortis. The financial consequences of the sale lie entirely with Fortis.

In November, the Dutch State announced its strategy for the acquired businesses of ABN AMRO and Fortis. Following separation, Business Unit Netherlands, Business Unit Private Clients, and the International Diamond & Jewelry Group, and the relevant central functions will integrate with Fortis Bank Nederland to form a new Dutch bank. The smooth separation of these businesses from ABN AMRO therefore remains a priority for the Managing Board and is targeted for completion by the end of 2009 in line with our original plans.

#### Results of operations in 2008

In 2008, ABN AMRO recorded a profit after tax of EUR 3.6 billion comprising a loss after tax of EUR 12.9 billion from continuing operations offset by a gain after tax on disposals of discontinued operations of EUR 16.5 billion. The result from continuing operations was materially impacted by difficult trading and market conditions. The majority of losses arising from market turmoil were experienced in the global markets business acquired by RBS. This is predominately reflected in the results of Business Unit Europe, which was also impacted by the transfer of business to RBS. The transfer of some business activities, along with their related assets and liabilities, has resulted in substantial disposal losses for ABN AMRO. In addition, new business is increasingly originated in RBS rather than in the RBS acquired business of ABN AMRO. For these reasons, RBS acquired businesses can not be fully evaluated on a stand alone basis.

The businesses acquired by the Dutch State were profitable for the full year. However, the level of profit was impacted by an increase in loan impairment charges and pressure on interest rate margins in Business Unit Netherlands and lower fee income in Business Unit Private Clients in line with a decline in Assets under Management.

Central Items reported a loss primarily due to valuation losses on the private equity portfolio and on other equity investments.

#### Capital, liquidity and funding

ABN AMRO continues to be well capitalised and funded, with a Tier 1 and a total capital ratio at the end of 2008 of 10.9% and 14.4% respectively. This reflects close and careful management of our capital and the balance sheet and exceeds the minimum ratios of 9% and 12.5% respectively, that have been set by the Dutch Central Bank during the separation period.

ABN AMRO's timely response to the dislocation of the financial markets and ABN AMRO related events, in combination with effective liquidity management and the actions of the Dutch State, enabled ABN AMRO to continue to meet the regulatory liquidity requirements throughout 2008.

We are grateful to our management and staff around the world for their continued professional focus on our business during this eventful transition and separation period.

Gerrit Zalm  
Chairman of the Managing Board of ABN AMRO

Amsterdam, 24 March 2009

3

---



## SECTION 2 OPERATING REVIEW

Introduction	5
Certain definitions	5
Presentation of information	5
Cautionary statement on forward-looking statements	5
Selected financial data	7
Group organisation structure	10
Operating and financial review and prospects	12
Consolidation effects of controlled private equity investments	12
Discontinued operations	12
Group results	13
Analysis of the balance sheet movements	23
Group capital	25
Credit ratings	26
Capital ratios	26
Liquidity and funding	27
Offices and branches	28
Results of Operations by BU	29
Changes to reporting structure and presentation	29
Results of BU Europe	29
Results of BU Asia	32
Results of BU Americas	34
Results of BU Netherlands	36
Results of BU Private Clients	38
Central Items	40
Credit market and related exposures	44

## OPERATING REVIEW

### INTRODUCTION

#### Filing

This document contains ABN AMRO's Annual Report 2008 and will also be filed as ABN AMRO's Annual Report 2008 on Form 20-F with the United States Securities and Exchange Commission ('SEC').

#### Certain definitions

Throughout this document, 'Holding' means ABN AMRO Holding N.V. The terms 'ABN AMRO,' and 'the Group' refer to Holding and its consolidated subsidiaries. The 'Bank' means ABN AMRO Bank N.V. and its consolidated subsidiaries. The term 'BU' refers to Business Unit. 'EUR' refers to euros, while 'USD' refers to US dollars.

The terms 'Consortium' and 'Consortium Members' refer to the banks The Royal Bank of Scotland Group plc ('RBS'), Fortis N.V., Fortis SA/NV ('Fortis') and Banco Santander S.A. ('Santander') who jointly acquired ABN AMRO Holding N.V. on 17 October 2007 through RFS Holdings B.V. ('RFS Holdings'). On 3 October 2008 the State of the Netherlands ('Dutch State') acquired Fortis Bank Nederland (Holding) N.V., including the interest in RFS Holdings that represents the acquired activities of ABN AMRO and effectively became the successor of Fortis in the Consortium Shareholder Agreement.

#### Presentation of information

Unless otherwise indicated, the financial information contained in this Annual Report has been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and IFRS as issued by the International Accounting Standards Board (IASB) which vary in certain significant respects from accounting principles generally accepted in the United States, or 'US GAAP'.

A body of generally accepted accounting principles such as IFRS is commonly referred to as 'GAAP'. A 'non-GAAP financial measure' is defined as one that measures historical or future financial performance, financial position or cash flows but which excludes or includes amounts that would not be so adjusted in the most comparable GAAP measure. This report presents certain non-GAAP financial measures as a result of excluding the consolidation effects of ABN AMRO's private equity holdings. In accordance with applicable rules and regulations, ABN AMRO has presented definitions and reconciliations of non-GAAP financial measures to the most comparable GAAP measures in the paragraph 'Operating and Financial Review and Prospects' in this report. The non-GAAP financial measures described in this report are not a substitute for GAAP measures, for which management has responsibility.

All annual averages in this report are based on month-end figures. Management does not believe that these month-end averages present trends materially different from those that would be presented by daily averages.

Certain figures in this document may not sum up exactly due to rounding. In addition, certain percentages in this document have been calculated using rounded figures.

#### Cautionary statement on forward-looking statements

Certain sections in this document contain 'forward-looking statements' as that term is defined in the United States Private Securities Litigation Reform Act of 1995, such as statements that include the words 'expect', 'estimate', 'project', 'anticipate', 'should', 'intend', 'plan', 'probability', 'risk', 'Value-at-Risk ("VaR")', 'target', 'goal', 'objective', 'will', 'endeavor'.

'outlook', 'optimistic', 'prospects' and similar expressions or variations on such expressions.

5

---

In particular, this document includes forward-looking statements relating, but not limited, to ABN AMRO's potential exposures to various types of market risks, such as counterparty risk, interest rate risk, foreign exchange rate risk and commodity and equity price risk. Such statements are subject to risks and uncertainties. For example, certain of the market risk disclosures are dependent on choices about key model characteristics and assumptions and are subject to various limitations. By their nature, certain of the market risk disclosures are only estimates and, as a result, actual future gains and losses could differ materially from those that have been estimated.

Other factors that could cause actual results to differ materially from those estimated by the forward looking statements contained in this document include, but are not limited to:

- the extent and nature of the financial crisis as it unfolds in Europe, the US and the other major markets where ABN AMRO operates including the effect on ABN AMRO's capital of write downs in respect of credit market exposures;
- risks related to ABN AMRO's transition and separation process following its acquisition by the Consortium;
- general economic conditions in the Netherlands and in other countries in which ABN AMRO has significant business activities or investments, including the United Kingdom and the United States including the impact of recessionary economic conditions on ABN AMRO's revenues, liquidity and balance sheet;
- the actions taken by governments and their agencies to support individual banks and the banking system;
- the monetary and interest rate policies of the European Central Bank, the Board of Governors of the Federal Reserve System and other G-7 central banks;
- inflation or deflation;
- unanticipated turbulence in interest rates, foreign currency exchange rates, commodity prices and equity prices;
- changes in Dutch and foreign laws, regulations and taxes;
- changes in competition and pricing environments;
- natural and other disasters;
- the inability to hedge certain risks economically;
- the adequacy of loss reserves;
- technological changes;
- changes in consumer spending and saving habits; and
- the success of ABN AMRO in managing the risks involved in the foregoing.

Factors that could also adversely affect ABN AMRO's results or the accuracy of forward-looking statements in this report, and the factors discussed here or in the paragraph 'Risk factors' should not be regarded as a complete set of all potential risks or uncertainties. ABN AMRO has economic, financial market, credit, legal and other specialists who monitor economic and market conditions and government policies and actions. However, because it is difficult to predict with complete accuracy any changes in economic or market conditions or in governmental policies and actions, it is hard for ABN AMRO to anticipate the effects that such changes could have on ABN AMRO's financial performance and business operations.

The forward-looking statements made in this report speak only as at the date of publication of this report. ABN AMRO does not intend to publicly update or revise these forward-looking statements to reflect events or circumstances after the date of this report, and ABN AMRO does not assume any responsibility to do so. The reader should, however, take into account any further disclosures of a forward-looking nature ABN AMRO may make in ABN AMRO's interim reports.

## SELECTED FINANCIAL DATA

The selected financial data set out below has been derived from ABN AMRO's audited consolidated financial statements for the periods indicated. ABN AMRO's consolidated financial statements for the year ended 31 December 2008 have been audited by Deloitte Accountants B.V., the consolidated financial statements for each of the years ended 2007, 2006, 2005 and 2004 have been audited by Ernst & Young Accountants LLP, both independent auditors. The selected financial data is only a summary and should be read in conjunction with and is qualified by reference to the consolidated financial statements and notes included elsewhere in this report and the information provided in this section.

## Selected Consolidated Income Statement

	2008 (1)	2008	As at 31 December		2005 (2)	2004 (2)
	(in millions of USD)	(in millions of euros)	2007	2006		
Net interest income	8,516	5,783	4,595	4,223	8,785	8,525
Net fee and commission income	3,871	2,629	3,852	3,641	4,691	4,485
Net trading income	(13,730)	(9,324)	1,119	2,627	2,621	1,309
Results from financial transactions	(2,480)	(1,684)	1,134	767	1,281	905
Share of result in equity accounted investments	156	106	223	186	263	206
Other operating income	451	306	1,239	873	1,056	745
Income of consolidated private equity holdings	2,542	1,726	3,836	5,313	3,637	2,616
Operating income	(674)	(458)	15,998	17,630	22,334	18,791
Operating expenses	17,124	11,629	14,785	14,702	16,301	15,180
Loan impairment and other credit risk provisions	4,989	3,387	717	668	635	607
Total expenses	22,113	15,016	15,502	15,370	16,936	15,787
Operating profit/(loss) before tax	(22,787)	(15,474)	496	2,260	5,398	3,004
Tax	(3,800)	(2,580)	(458)	213	1,142	715
Profit/(loss) from continuing operations	(18,987)	(12,894)	954	2,047	4,256	2,289
Profit from discontinued operations net of tax	24,281	16,489	9,021	2,733	187	1,651
Profit for the year	5,294	3,595	9,975	4,780	4,443	3,940
Attributable to shareholders of the parent company	5,272	3,580	9,848	4,715	4,382	3,865
Dividends on ordinary shares	28,292	19,213	1,071	2,153	2,050	1,665

(1) Solely for the convenience of the reader, euro amounts have been translated into US dollars at an exchange rate of 1 USD = EUR 0.6791, which is the rate equal to the average of the month-end rates for 2008.

(2) Selected financial data for 2005 and 2004 has not been restated for discontinued operations arising in 2008 and 2007. Income statement figures for 2007 and 2006 have been restated for discontinued operations in accordance with International Financial Reporting Standards ('IFRS').



Selected Consolidated Balance Sheet Data

		As at 31 December				
	2008 (1) (in millions of USD)	2008  (in millions of euros)	2007	2006	2005	2004
Assets						