

ABN AMRO HOLDING N V
Form 425
May 25, 2007

Filed by Th

This communication is filed pursuant to Rule 425 under The S

Sub

On May 25, 2007, Royal Bank of Scotland, Fortis and Santander issued the following press release:

25 May 2007 - Fortis, RBS and Santander Announcement

In view of the forthcoming bank holidays on Monday 28 May in the Netherlands, Belgium and the UK, (collectively, the "Banks") intend to make an announcement on Tuesday 29 May rather than Sunday 27 May, clarifying whether or not, and if so under what circumstances, the Banks will make an offer for A

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

In connection with the potential transaction involving ABN AMRO, the Banks expect to file with the Commission (the "SEC") a Registration Statement on Form F-4, which will constitute a prospectus, on Schedule TO and other relevant materials. Such documents, however, are not currently available. DOCUMENTS REGARDING THE POTENTIAL TRANSACTION IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL BE MADE AVAILABLE TO INVESTORS WITHOUT CHARGE, AT THE SEC'S WEBSITE (WWW.SEC.GOV). Investors will be able to obtain a copy of such documents without charge, at the SEC's website (http://www.sec.gov) if and when they become available. Copies of such documents may also be obtained from each Bank, 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 be unqualified under the securities laws of any such jurisdiction. This press release is not an offering of securities in the United States. No offering of securities shall be made in the United States except pursuant to the 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 current information and are naturally subject to uncertainty and changes in certain circumstances. Forward-looking statements related to the benefits or synergies resulting from a transaction with ABN AMRO and, without limitation, containing words such as "intends", "expects", "anticipates", "targets", "plans", "estimates" and "may", in nature, forward-looking statements involve risk and uncertainty because they relate to events and circumstances that may or may not occur in the future. There are a number of factors that could cause actual results and development

Edgar Filing: ABN AMRO HOLDING N V - Form 425

expressed or implied by such forward-looking statements. These factors include, but are not limited to, the offer for ABN AMRO, satisfaction of any pre-conditions or conditions to the potential transaction, regulatory and anti-trust approvals, the successful completion of the potential transaction or the proposed procedure, the anticipated benefits of the potential transaction (including anticipated synergies and integration of ABN AMRO and its assets among the Banks and the integration of such businesses), the transaction being materially delayed or more costly or difficult than expected, as well as additional factors, such as changes in the regulatory environment, fluctuations in interest and exchange rates, the outcome of the transaction. Other unknown or unpredictable factors could cause actual results to differ materially from those anticipated. None of the Banks undertake any obligation to update publicly or revise forward-looking statements to reflect new information, future events or otherwise, except to the extent legally required.