

ABN AMRO HOLDING N V
Form 425
August 06, 2007

Filed by Fortis SA/NV

This communication is filed pursuant to Rule 425 under the Securities Act of 1933, as amended and
deemed filed pursuant to Rule 14d-2 under the Securities Exchange Act of 1934, as amended

Subject Company: ABN AMRO Holding NV

Commission File Number: 001-14624

Date: August 6, 2007

Press release

Brussels, 6 August 2007

**Fortis shareholders vote on the offer for ABN AMRO and
capital increase**

Results of vote at EGM in Brussels, Utrecht meeting to start at 3pm CET

Fortis invited its shareholders to Extraordinary General Meetings of Shareholders (EGMs) in Brussels (9.15am CET) and Utrecht (3pm CET) on Monday, 6 August, to vote on the offer for ABN AMRO and on the capital increase.

Percentage of share capital represented in Brussels this morning:

EGM of Fortis SA/NV in Brussels: 34.69%

The EGM voted on the following items:

participation of Fortis in the offer for ABN AMRO (50% majority needed):

approved 95.45% voted in favour

amendment to the articles of association required to allow the increase in the share capital of Fortis SA/NV in order to partially finance the offer (75% majority needed):

approved 93.48% voted in favour

Proposal to cancel the unused balance of the authorised capital and authorise the Board of Directors to increase the share capital, as defined under point 3.2.1 of the agenda of the EGM of Fortis SA/NV

Approved 94.1% voted in favour

After the EGM in Utrecht a press release with the respective decisions will be distributed.

Fortis is an international financial services provider engaged in banking and insurance. We offer our personal, business and institutional customers a comprehensive package of products and services through our own channels, in collaboration

Fortis

Rue Royale 20
1000 Brussels
Belgium

Archimedeslaan 6

3584 BA Utrecht
The Netherlands

www.fortis.com

Edgar Filing: ABN AMRO HOLDING N V - Form 425

with intermediaries and through other distribution partners. With a market capitalisation of EUR xx.x billion (31/07/2007), Fortis ranks among the 20 largest financial institutions in Europe. Our sound solvency position, our presence in 50 countries and our dedicated, professional workforce of 60,000 enable us to combine global strength with local flexibility and provide our clients with optimum support. More information is available at www.fortis.com.

Press Offices

Brussels +32(0)2 565 35 84 *Utrecht* +31(0)30 226 32 19

Investor Relations

Brussels +32(0)2 565 53 78 *Utrecht* +31(0)30 226 32 20

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 proposed offer for ABN AMRO, RBS expects to file with the U.S. SEC a Registration Statement on Form F-4, which will constitute a prospectus, and the Banks expect to file with the SEC a Tender Offer Statement on Schedule TO and other relevant materials. INVESTORS ARE URGED TO READ ANY DOCUMENTS REGARDING THE PROPOSED OFFER IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain a 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. This press release 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 US 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 statements related to the benefits or synergies resulting from a transaction with ABN AMRO and, without limitation, 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 AMRO, satisfaction of any pre-conditions or conditions to the proposed 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 proposed offer (including anticipated synergies) not being realized, the separation and integration of ABN AMRO and its assets among the Banks and the integration of such businesses and assets by 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.

Any offer made in or into the United States will only be made by the Banks and/or RFS Holdings directly or by a dealer-manager that is registered with the SEC.

Fortis N.V., Archimedeslaan 6, 3584 BA Utrecht, Netherlands; Fortis SA/NV, Rue Royale 20, 1000 Brussels, Belgium

The Royal Bank of Scotland Group plc, Head Office, Gogarburn, Edinburgh EH12 1HQ, U.K. Registered Office, 36 St Andrew Square, Edinburgh EH2 2YB, U.K. Registered in Scotland No 45551

Banco Santander, S.A., Ciudad Grupo Santander, Avenida de Cantabria, s/n, 28660 Boadilla del Monte, Madrid, Spain