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ABN AMRO HOLDING N V  
Form 425  
April 23, 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 23, 2007

On April 23, 2007, Royal Bank of Scotland issued the following press release:

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**23 April 2007**

Fortis, Royal Bank of Scotland and Santander (the "Banks") note today's announcement of a recommended offer by Barclays for ABN AMRO.

A meeting was arranged for 14.30 today with ABN AMRO so that the Banks could present their proposals to ABN AMRO for them to be considered alongside Barclays' proposals.

The Banks' proposals include the retention of LaSalle Bank. In view of ABN AMRO's decision to sell LaSalle Bank to Bank of America, the Banks need to understand the circumstances under which this sale can be terminated. The Banks are requesting this information today. Accordingly, the Banks do not consider it appropriate to meet with ABN AMRO today.

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**Important information**

This announcement is made pursuant to article 9b(1) of the Dutch Decree on the Supervision of the Securities Trade 1995 (the "Decree"). 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

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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.