I. INTRODUCTION

We congratulate CESR for preparing the proposed recommendations for the consistent implementation of the European Commission’s Regulation on prospectuses no 809/2004. We thank CESR for inviting us to respond to its consultation paper thereon. We trust the recommendations, when issued, will contribute to a further harmonisation of the application of the securities regulation within Europe. This letter will provide you with ABN AMRO’s comments on the recommendations from the bank’s accounting point of view. We focused on financial disclosure issues and some issues not related to the schedules, but did not review the non-financial information issues relating to specialist issuers.

We understand that the recommendations should contribute to clarifying certain disclosure requirements only and want to stress that these clarifications should not strengthen the EU requirements nor restrict the publishing companies in its own interpretations. In order to maintain a level playing field in Europe these CESR recommendations should be adhered to by the local securities regulators equally.

Our reaction to the questions is as follows:

III. FINANCIAL INFORMATION ISSUES

1. SELECTED FINANCIAL INFORMATION
   Question 30
   We agree that the selection of figures must be based on relevance criteria. However a number of examples given, are not relevant for banks, and should not be part of their Selected Financial Figures: e.g. net sales from operating revenues and total non-current assets.

2. OPERATING AND FINANCIAL REVIEW
   Question 37
   In line with the answer to the previous question, the KPIs should be restricted to those relevant for the business, just like the selected figures.

3. CAPITAL RESOURCES
   Question 42
   We do not agree with the proposal because the information requested is too detailed, e.g. cash inflows and cash outflows, unused sources of liquidity, legal and economic restriction on the ability to transfer funds and covenants agreed with lenders which could have the effect of restricting the use of credit facilities.

4. PROFIT FORECASTS OR ESTIMATES
   Question 50
   It is not clear to us whether a written assertion in an interim figure press release about the future (e.g. we expect 2004 to be better than 2003 with a continuing improvements in our operating performance and net profit) profit is regarded as a profit forecast. The requirements for making forecasts are very strict, mainly because they require to disclose the assumptions and an auditor’s opinion. These strict requirements will easily prevent issuers from making forecasts.
Question 51
We think that, profit forecasts should not be interpreted too broadly. In our opinion an assertion about the expected developments on the profits should not be regarded as a profit forecast.

5. HISTORICAL FINANCIAL INFORMATION

Question 75
With this respect, you should be aware that it is not possible for all items to restate the historical figures to IAS afterwards, e.g. hedge relationships can not be made for previous years.

Question 85
The historical information based on IAS should be limited to two years. The previous years can be based on local gaap by using the bridge approach as described in par 60.

6. PRO FORMA FINANCIAL INFORMATION

Question 92
We regret the inclusion of pro-forma information in case of significant gross change on how the transaction might have affected the assets and liabilities and earning of the issuer. In our opinion, it is not possible to present objective and reliable figures. Further to this, the information presented this way would not provide the users with useful information.

Question 98
If this requirement will be included in the Recommendation, it should lead to disclosures in rare cases only. The 25% should therefore be related to the total of assets and liabilities and earnings only.

Question 99
The indicators should be related to figures as published. It seems illogic to use different accounting standards for this purpose. So from 2005 onwards IFRS will be used.

7. FINANCIAL DATA NOT EXTRACTED FROM THE ISSUER’S AUDITED FINANCIAL STATEMENTS

Question 103
We agree that forecasts and pro forma figures should have a lower status. The auditor’s responsibility should be limited to these disclosures.

8. INTERIM FINANCIAL INFORMATION

Question 112
The information requested in the interim statements seems extensive to us. We do not agree with including the statement on changes in equity, because balance sheet, income statement and cash flow statement seem sufficient for this purpose.

9. WORKING CAPITAL STATEMENTS

Question 134
Working capital statements do not provide useful information for banks on liquidity. We present liquidity information in a bank specific way satisfying the needs of users sufficiently for this purpose. Working capital statements would not contribute to this.

10. CAPITALISATION AND INDEBTEDNESS

Question 136
We see no reason to require to provide the information by way of a table in 135.1. We do however give information on collateral provided in our annual accounts. The information in 135.2 goes beyond item 3.2 annex III to the Regulation.

IV. NON FINANCIAL INFORMATION ITEMS

1. SPECIALIST ISSUERS

We have no comments on Specialist issuer questions: 142 through 206.
2. CLARIFICATION OF ITEMS

Question 210
Where the Prospectus requirements are the same, we expect similar CESR recommendations.

Question 211
We do not think that adaptations are needed in the RD. The SN should reflect the characteristics of the notes to be issued sufficiently.

Question 219
We think that the definition of principal is not clear enough, neither in the annex, nor in the recommendations. We would appreciate if further guidance of examples that fall within the definition could be added.

Question 220 and 221
The answer to this question depends on the type of investments to be included. Therefore we would appreciate if CESR could provide us with more guidance.

Question 224
These requirements, especially item c), are too detailed for a bank.

Question 229, 230, 231 and 233
We have no objections. We are of the opinion that no additional requirement is necessary.

Question 238
Firstly, we feel that, the information in paragraph 236 and 237 goes beyond the EU requirements and does not seem to be in line with current practice.
Secondly, the paragraph 237 is confusing on the transaction to be disclosed: transactions with counterparts are not closed at an arms’ length basis only? Why should all transactions be disclosed? We prefer only the material ones.

Question 243
As long as IAS/IFRS is not required for companies, e.g. if debt is quoted only, companies should not be obliged to disclose IAS/IFRS figures.

Question 247
The level of detail is confusing. It would be sufficient to refer to bankruptcy, receivership or similar proceedings and those involving any third party. This includes governmental proceedings.

Question 252
No comments.

Question 257
We agree with the usefulness of the proposed recommendations and with the level of detail being provided.

Question 261
We agree with the usefulness of the proposed recommendations and with the level of detail being provided.

Question 265
Although we are aware that the requirements are in line with US GAAP, we think the recommended disclosures do not add value for the users, especially 264 c and d.

Question 268/9
Although we are aware that the requirements are in line with US GAAP, we think the recommended disclosures are very detailed, especially f and g.

Question 274
No comments.

Question 280/1
No comments.
Question 291
We are of the opinion that, this information in paragraph 286 is too detailed and that the name would be sufficient.

Question 295/6
We feel there may be overlap between paragraphs 277-279 and 293-294.

Question 305
No comments.

3. RECOMMENDATIONS ON ISSUES NOT RELATED TO THE SCHEDULES

Question 310 313
We think that recommendations are not needed nor required. We fail to see how this falls within the mandate of CESR. Art. 4 sets forth the exemptions to produce a prospectus. Therefore CESR’s recommendations should not relate to article 4.

Question 328/9
These recommendations are not clear to us. It should be avoided that approval of two different authorities is required.

Question 333
This issue requires further investigation.