

**MINUTES OF THE
EXTRAORDINARY GENERAL
MEETING OF DEPOSITARY RECEIPT
HOLDERS OF STICHTING
ADMINISTRATIEKANTOOR
CONTINUÏTEIT ABN AMRO GROUP
(hereafter: 'STAK AAG')
held at the ABN AMRO offices,
Gustav Mahlerlaan 10,
1082 PP Amsterdam
on 24 April 2019.**

Attending:

STAK AAG (Board and support):

Mr P. Ingelse	Chair
Ms I. Brakman	Vice-Chair
Mr M. van Gelder	Treasurer
Mr R. Altun	STAK AAG Board Secretary
Mr M. Zoon	Communications Adviser
Mr F. Aanstoot	STAK AAG Minutes Secretary

Holders of depositary receipts:

1,122 holders of depositary receipt present and/or represented

Other interested persons: On behalf of:

Mr M. Tromp	ABN AMRO Group N.V.
Mr D. Gorter	ABN AMRO Group N.V.
Mr M. van Olfen	DeBrauw Blackstone Westbroek
Mr J.W. Haanstra	DeBrauw Blackstone Westbroek

1. Opening

The Chair opened the meeting at 11.30 am and welcomed all to this extraordinary general meeting (EGM) of STAK AAG.

2. Announcements

The Chair informed those present that the meeting had been convened in accordance with the Articles of Association and Trust Conditions. He then announced that a total of 470,940,001 votes could be cast by holders of depositary receipts. The total number of votes to be cast by registered depositary receipt holders at this meeting was 221,447,594, or 47.02% of the total number of votes to be cast.

The Chair also noted that Mr Aanstoot was taking the minutes of this AGM and that a recording was being made of the meeting solely for this purpose.

3. Amendment to the Articles of Association and Trust Conditions

a. Amendment to the Articles of Association of STAK AAG

The Chair explained that the Articles of Association need changing because of the proposed merger between ABN AMRO Group and ABN AMRO Bank. As ABN AMRO Group will cease to exist post-merger and ABN AMRO Bank will be the sole remaining company, STAK AAG's Articles of Association will need amending to ensure it continues as STAK AAB in future. The Chair stressed the point that a technical change of name was the only thing at issue and that the rights of depositary receipt holders would not be affected in any way. He also explained that ABN AMRO Group's annual general meeting (AGM) would vote about the merger itself.

The Chair reminded the meeting that STAK AAG's annual general meeting (AGM) was held on 8 April 2019, with the amendment to the Articles of Association also featuring on this AGM's agenda. However, the required quorum of two-thirds of votes to be cast was not present at this meeting and the item was not voted on. No quorum applied at the EGM, but the proposed amendment to the Articles of Association did still need to be passed by a two-thirds majority.

The Chair asked if there were any questions about the amendments to the STAK AAG Articles of Association and noted this was not the case. He continued to explain the voting procedure and then called for the vote to take place. After closing the vote, the Chair noted that 100% of the votes had been cast in favour of the amendments (220,643,493 for and 804,101 abstentions). This means that the EGM approved the decision by the STAK AAG board to amend the Articles of Association as set out in Appendices I and Ia in the documents for this meeting.

b. Amendment to the Trust Conditions of STAK AAG

The Chair explained that the Trust Conditions need changing because of the proposed merger between ABN AMRO Group and ABN AMRO Bank. As ABN AMRO Group will cease to exist post-merger and ABN AMRO

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Bank will be the sole remaining company, STAK AAG's Trust Conditions will need amending to ensure it continues as STAK AAB in future.

The Chair noted that no quorum applied at this EGM, but that the proposed amendment to the Trust Conditions could only be approved if passed by a two-thirds majority of the votes cast.

The Chair asked if there were any questions about the amendments to the STAK AAG Trust Conditions and noted this was not the case. He then called for the vote to take place. After closing the vote, the Chair noted that 100% of the votes had been cast in favour of the amendments (220,643,493 for and 804,101 abstentions).

This means that the EGM approved the decision by the STAK AAG board to amend the Trust Conditions as set out in Appendices I and Ia in the documents for this meeting.

4. Any other business

The Chair noted that there was no other business.

5. Closure

The Chair thanked all those present for their attendance and closed the meeting at 11.45 am.