

Convening notice

Notice convening the Annual General Meeting 2021 of
ABN AMRO Bank N.V.

Convening notice

To the shareholders and holders of depositary receipts for shares in the capital of ABN AMRO Bank N.V.

ABN AMRO Bank N.V. (**ABN AMRO**) invites its shareholders and depositary receipt holders for its annual general meeting to be held on Wednesday 21 April 2021 at 14:00 hours pm (CET) (the **General Meeting**).

Virtual General Meeting

In connection with Covid-19 and the protection of the health of all participants in the General Meeting, ABN AMRO hereby convenes a fully virtual General Meeting in accordance with the temporary law regarding Covid-19. This means that no visitors, shareholders or depositary receipt holders can attend the General Meeting in person but can only participate virtually. Shareholders and depositary receipt holders have the opportunity to ask questions (i) prior to the General Meeting by submitting questions up to 72 hours before the General Meeting and (ii) during the General Meeting (for more information, see chapter "Additional information").

The temporary law relating to Covid-19 currently allows the General Meeting to be held entirely virtually. It is expected that this will still be possible on the day of the General Meeting. Only in the event that the temporary law with regard to Covid-19 no longer allows fully virtual meetings on the day of the General Meeting, ABN AMRO will notify the shareholders and depositary receipts holders as soon as possible via its website that the General Meeting will be held in hybrid form instead of entirely virtually. If the relevant legislation has been extended to at least the day of the General Meeting, ABN AMRO will also state this on its website.

The General Meeting can be followed live on a video webcast on 21 April 2021 at www.abnamro.com/generalmeeting. The meeting documents are available on this website as well.

Agenda	3
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Explanatory notes to the agenda items	4
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Additional information	11
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Agenda

1. OPENING AND ANNOUNCEMENTS

2. ANNUAL REPORT, CORPORATE GOVERNANCE AND ANNUAL FINANCIAL STATEMENTS

- (a) Report of the Executive Board over 2020 (**discussion item**)
- (b) Report of the Supervisory Board over 2020 (**discussion item**)
- (c) Presentation by the Employees Council (**discussion item**)
- (d) Corporate Governance (**discussion item**)
- (e) Remuneration report over 2020 (**advisory voting item**)
- (f) External auditor's presentation and Q&A (**discussion item**)
- (g) Adoption of the audited 2020 Annual Financial Statements (**voting item**)

3. RESERVATION- AND DIVIDEND POLICY (**discussion item**)

4. DISCHARGE CANCELLED AND REMOVED FROM AGENDA

- ~~(a) Discharge of each member of the Executive Board in office during the financial year 2020 for the performance of his or her duties during 2020 (**voting item**)~~
- ~~(b) Discharge of each member of the Supervisory Board in office during the financial year 2020 for the performance of his or her duties during 2020 (**voting item**)~~

5. REPORT ON FUNCTIONING AND REAPPOINTMENT OF EXTERNAL AUDITOR

- (a) Report on functioning of external auditor (**discussion item**)
- (b) Reappointment of Ernst & Young Accountants LLP as external auditor for the financial years 2022 and 2023 (**voting item**)

6. COMPOSITION OF THE EXECUTIVE BOARD

- (a) Intended reappointment of Tanja Cuppen as a member of the Executive Board (CRO) (**discussion item**)
- (b) Intended reappointment of Christian Bornfeld as a member of the Executive Board (CI&TO) and appointment as vice chairman of the Executive Board (**discussion item**)
- (c) Introduction of Lars Kramer as a proposed member of the Executive Board (CFO) (**discussion item**)

7. ISSUANCE OF NEW SHARES AND ACQUISITION OF (DEPOSITARY RECEIPTS FOR) SHARES BY ABN AMRO

- (a) Authorisation to issue shares and/or grant rights to subscribe for shares (**voting item**).
- (b) Authorisation to limit or exclude pre-emptive rights (**voting item**).
- (c) Authorisation to acquire (depository receipts for) shares in ABN AMRO's own capital (**voting item**).

8. CANCELLATION OF (DEPOSITARY RECEIPTS FOR) SHARES IN THE ISSUED SHARE CAPITAL OF ABN AMRO (**voting item**)

9. ANY OTHER BUSINESS AND CLOSE OF THE GENERAL MEETING

Explanatory notes to the agenda items

Agenda item 2

Annual report, corporate governance and annual financial statements

Agenda item 2(a)

Report of the Executive Board over 2020

Please refer to the Strategy & Performance section included on pages 17 through 58 and the Risk, Funding & Capital section as included on pages 59 through 165 in the Annual Report of ABN AMRO for the financial year ending 31 December 2020 (the **2020 Annual Report**).

Agenda item 2(b)

Report of the Supervisory Board over 2020

Please refer to the report of the Supervisory Board as included on pages 176 through 182 in the 2020 Annual Report.

Agenda item 2(c)

Presentation Employees Council

In accordance with the covenant between the Employees Council and ABN AMRO the Chairman of the Employees Council is given the opportunity to address the General Meeting and explain the Employees Council's vision on the state of affairs at ABN AMRO.

Agenda item 2(d)

Corporate Governance

Please refer to the Leadership & Governance section as included on pages 168 through 175 in the 2020 Annual Report.

Agenda item 2(e)

Remuneration report

The remuneration report for 2020 will be discussed and submitted to the General Meeting for an advisory vote. ABN AMRO has prepared the 2020 remuneration report including an overview of the remuneration of the individual members of the Executive Board and Supervisory Board, in accordance with statutory requirements. Reference is made to the 2020 remuneration report on the corporate website www.abnamro.com/remuneration, which is also included in the 2020 Annual Report on pages 191 through 201. The 2020 remuneration report is included in the meeting documents for the General Meeting.

If you vote "for" this means you are in favour of a positive advice on behalf of the General Meeting. If you vote "against", this means that you are in favour of a negative advice with regard to the 2020 remuneration report on behalf of the General Meeting. The resulting advice of the General Meeting is non-binding. ABN AMRO will explain in its 2021 remuneration report how it has acted on the advice of the General Meeting.

Agenda item 2(f)

External auditor's presentation and Q&A

EY, as ABN AMRO's external auditor for the annual financial statements as included in the 2020 Annual Report on pages 203 through 309 (the **2020 Annual Financial Statements**), will present the highlights

and key issues that follow from their audit and will answer questions of the General Meeting relating to the audit.

Agenda item 2(g)

Adoption of the audited 2020 Annual Financial Statements

It is proposed to adopt the audited 2020 Annual Financial Statements.

Agenda item 3

Reservation- and dividend policy

Explanation of dividend policy

Please refer to page 84 of the 2020 Annual Report.

In March 2020, ABN AMRO followed the recommendations of the European Central Bank (the **ECB**) to reserve dividends for the financial year 2019. On 15 December 2020, the ECB called on banks to be very cautious when deciding on distributions until 30 September 2021. In any case, dividends should be lower than 15% of total profits for 2019 and 2020 and should not exceed 20 basis points of the CET1 capital ratio. ABN AMRO has followed these ECB recommendations.

The interim dividend declared by ABN AMRO for the 2019 financial year was more than 15% of the total profit for 2019 while for the 2020 financial year no profit is available for distribution. In line with the latest ECB recommendations, ABN AMRO will not pay a dividend before 30 September 2021. We remain committed to resume dividend payments in a sustainable way, taking into account the ECB's recommendation.

During the investor update of 30 November 2020, ABN AMRO informed investors about the change in dividend policy. ABN AMRO's dividend pay-out ratio is set at 50% of reported net profit attributable to shareholders and depositary receipt holders, after deduction of AT1 coupon payments and minority interests. ABN AMRO's interim dividend pay-out ratio is now set at 40% of the reported net profit for the first six months, subject to the condition that profits are expected to be sustainable throughout the remainder of the year at the discretion of the Executive Board. No interim dividend will be paid in 2021 due to the current ECB recommendation.

ABN AMRO has adopted Basel IV as the primary capital metric with a Basel IV CET1 capital target of 13%. Once this ratio has exceeded the 15% threshold, ABN AMRO will reconsider making additional payments by way of share buy-backs.

Agenda item 4 CANCELLED AND REMOVED FROM THE AGENDA

~~**Discharge of board members**~~

~~**Agenda item 4(a)**~~

~~**Discharge of each member of the Executive Board in office during the financial year 2020 for the performance of his or her duties during 2020**~~

~~It is proposed to discharge each member of the Executive Board (including those members of the Executive Board who were in office for part of the financial year) in respect of the performance of their duties in the financial year ending on 31 December 2020 to the extent apparent from the 2020 Annual Report, including~~

~~the 2020 Annual Financial Statements and from disclosures and statements made during the General Meeting.~~

~~Agenda item 4(b)~~

~~Discharge of each member of the Supervisory Board in office during the financial year 2020 for the performance of his or her duties during 2020~~

~~It is proposed to discharge each member of the Supervisory Board (including those members of the Supervisory Board that were in office during for part of the financial year) in respect of the performance of their duties in the financial year ending on 31 December 2020 to the extent apparent from the 2020 Annual Report, including the 2020 Annual Financial Statements and from disclosures and statements made during the General Meeting.~~

Agenda item 5

Report on functioning and reappointment of external auditor

Agenda item 5(a)

Report on functioning of external auditor

In accordance with article 9.2.4 of the articles of association of ABN AMRO (the **Articles of Association**), the Supervisory Board will present to the General Meeting the main conclusions of the annual assessment of the functioning of the external auditor.

Agenda item 5(b)

Reappointment of Ernst & Young Accountants LLP (EY) as external auditor for the financial years 2022 and 2023

In 2015, EY was appointed as the external auditor with regard to the audit of the financial statements for the financial years 2016, 2017 and 2018. Reappointment took place with regard to the audit of the financial statements for the financial years 2019, 2020 and 2021.

The General Meeting is requested to approve the reappointment of EY as the external auditor to audit the annual accounts of ABN AMRO prepared by the Executive Board for the financial years 2022 and 2023 in accordance with article 2:393(2) of the Dutch Civil Code (**DCC**).

Prior to its deliberations on the reappointment of EY as ABN AMRO's external auditor, the Supervisory Board sought the advice of the Executive Board and the Audit Committee. Furthermore, in accordance with the Relationship Agreement of 10 November 2015 between NLF and ABN AMRO (the **Relationship Agreement**) Stichting administratiekantoor beheer financiële instellingen (**NLF**) was given the opportunity to advise on the proposed appointment of EY.

In accordance with ABN AMRO's internal policies and subject to the conditions drafted in advance by Audit Committee, ABN AMRO's external auditors may perform audit, assurance and certain pre-agreed procedures. For the sake of consistency and based on EY's level of experience and positive performance assessment over the past years, the Supervisory Board has decided to nominate EY for reappointment.

Agenda item 6

Composition of the Executive Board

Agenda item 6(a)

Intended reappointment of Tanja Cuppen as a member of the Executive Board (CRO)

The term of appointment of Tanja Cuppen ends at the closure of the General Meeting. Tanja Cuppen is eligible for reappointment. The Supervisory Board intends to reappoint Tanja Cuppen (CRO) as a member of the Executive Board as per the date of the General Meeting. Tanja Cuppen will be reappointed for a term of three years, in accordance with Section 7.2.2 of the Articles of Association and ends at the closure of the general meeting in 2024. The Supervisory Board further intends to designate Tanja Cuppen for this period as Chief Risk Officer of the Executive Board.

Tanja Cuppen (1969, nationality: Dutch) has been ABN AMRO's Chief Risk Officer (CRO) since 1 October 2017 and is responsible for Risk Management and Compliance at ABN AMRO. Tanja Cuppen has a strong track record in risk management in both domestic and international banking and has more than 22 years of experience in senior management positions, which she also held at Rabobank before joining ABN AMRO.

Tanja Cuppen's remuneration will not change as a result of the reappointment and is in line with the remuneration policy as adopted by the general meeting in 2020. The Employees Council has advised positively on the proposed reappointment. The Supervisory Board hereby notifies the General Meeting of the intended reappointment in accordance with Article 2:162 of the DCC.

Agenda item 6(b)

Intended reappointment of Christian Bornfeld as a member of the Executive Board (CI&TO)

The term of appointment of Christian Bornfeld ends at the close of the General Meeting. Christian Bornfeld is eligible for reappointment. The Supervisory Board intends to reappoint Christian Bornfeld as a member of the Executive Board for a term of four years, in accordance with Section 7.2.2 of the Articles of Association ending at the close of the general meeting in 2025. The Supervisory Board further intends to designate Christian Bornfeld for this period as Chief Innovation & Technology Officer. Christian Bornfeld has been appointed as vice chairman following the resignation of Clifford Abrahams.

Christian Bornfeld (1976, nationality: Danish) is Chief Innovation & Technology Officer (CI&TO) as of 1 March 2018 and responsible for Innovation, IT, Corporate Information Security and Business Services at ABN AMRO. Christian Bornfeld has a strong track record and broad IT knowledge and experience in various positions, both at ABN AMRO, other financial institutions and IBM.

The remuneration of Christian Bornfeld will not change as a result of his reappointment and is in conformity with the remuneration policy adopted by the General Meeting in 2020. The Employees Council has granted a positive advice on the aforementioned re-appointment. The Supervisory Board hereby notifies the General Meeting of the intended reappointment in accordance with Article 2:162 of the DCC.

Agenda item 6(c)

Introduction of Lars Kramer as a proposed member of the Executive Board (CFO)

On 28 February 2021, Clifford Abrahams stepped down as a member of the Executive Board (CFO) to pursue his career outside ABN AMRO. His resignation was announced on 17 November 2020.

On 10 February 2021, the Supervisory Board announced the intended appointment of Lars Kramer as a member of the Executive Board (CFO). Lars Kramer's proposed appointment is subject to the approval of the ECB. Once the ECB's approval for the appointment has been obtained, Lars Kramer will be appointed by the Supervisory Board for a period of four years. In accordance with Article 7.2.2 of the Articles of Association, Lars Kramer's term of appointment will expire at the end of the Annual General Meeting in 2025.

Lars Kramer (1967, nationality: Dutch) has over 25 years of international and banking experience in finance, controlling and financial management. Lars Kramer is currently Group CFO of the Hellenic Bank in Cyprus. Prior to that he worked for over 20 years in various positions at, among others, ING Wholesale Banking and ING Direct N.V.. He also has extensive experience in leading strategic projects and change projects in the aforementioned positions. Lars Kramer trained as a Chartered Accountant at the University of South Africa (*South African Institute of Chartered Accountants*) and holds a Master's degree in Business Administration & Finance from the University of Cape Town.

For more information, please refer to Lars Kramer's resume which has been included as a meeting document for this General Meeting. The key elements of Lars Kramer's contract have been published on the ABN AMRO website (www.abnamro.com/remuneration).

On 10 February 2021, the Supervisory Board announced the appointment of Annemieke Roest as a temporary member of the Executive Board/CFO (**Interim CFO**). Annemieke Roest (1970, nationality: Dutch) replaced Clifford Abrahams as of 1 March 2021 and will hold this position until the appointment of a new CFO. As explained above, the process of appointing a new CFO is in an advanced stage. The ECB has approved the appointment of Annemieke Roest as Interim CFO. Annemieke Roest is Director Controller/Interim-CFO at ABN AMRO and an experienced professional. She has more than 15 years of experience in finance, financial management and business management in general. She has excellent technical skills and has held various managerial positions within ABN AMRO.

The Employees Council has advised positively on the above appointments. The Supervisory Board hereby notifies the General Meeting of the intended appointment of Lars Kramer (CFO) in accordance with article 2:162 of the DCC.

Agenda item 7

Issuance of new shares and acquisition of (depository receipts for) shares by ABN AMRO

Under Dutch law, the General Meeting can authorise the Executive Board to issue shares or grant rights to subscribe for shares, to exclude pre-emptive rights and to acquire (depository receipt for) shares in the share capital of ABN AMRO.

Section 8 of the Relationship Agreement between Stichting administratiekantoor beheer financiële instellingen (**NLFI**) and ABN AMRO sets out that, for as long as NLFI holds at least one third of the shares in the share capital of ABN AMRO, if a proposal is made to the General Meeting to designate the Executive Board as the authorised corporate body to resolve to issue shares in the share capital of ABN AMRO, the authorisation:

- (a) shall be limited to a maximum of 10% of the total issued shares in the share capital of ABN AMRO at the time the authority is granted;
- (b) shall not be used to distribute dividends in the form of shares in the share capital of ABN AMRO; and
- (c) shall be valid for no more than 18 months

Agenda item 7(a)

Authorisation to issue shares and/or grant rights to subscribe for shares

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, (i) to issue ordinary shares (excluding, for the avoidance of doubt, ordinary shares B) and (ii) to grant rights to subscribe for

such ordinary shares up to a maximum of 10% of ABN AMRO's issued share capital as at the date of the General Meeting, provided that each such authorisation will not be used for issuances related to a distribution of stock dividend or for issuances in connection with management or employee incentive plans (the **Issue Authorisation**).

Agenda item 7(b)

Authorisation to limit or exclude pre-emptive rights

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive rights accruing to shareholders in connection with ordinary share issuances pursuant to the Issue Authorisation.

Agenda item 7(c)

Authorisation to acquire (depository receipts for) shares in ABN AMRO's own capital

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months from the date of the General Meeting to acquire, subject to the approval of the Supervisory Board, fully paid up ordinary shares in its own share capital (excluding, for the avoidance of doubt, ordinary shares B) or depository receipts, on the stock exchange or through other means (including but not limited to derivatives, private, over-the-counter, or block trades or otherwise), at a price per share or depository receipt which shall be at least the nominal value of the ordinary shares and which shall not be higher than a price equal to 110% of the highest price at which the depository receipts traded on Euronext Amsterdam on the preceding or trading day of the relevant transaction, provided that the total number of shares or depository receipts to be held by or pledged to ABN AMRO, including its subsidiaries, is limited to a maximum of 10% of the issued share capital of ABN AMRO as at the date of the General Meeting. This authorisation replaces the authorisation of the general meeting of 22 April 2020.

Agenda item 8

Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO

It is proposed to the General Meeting to resolve, at the proposal of the Executive Board, subject to the approval of the Supervisory Board, as well as the approval of the ECB and other relevant regulators, to cancel all or part of the fully paid up ordinary shares in ABN AMRO's own share capital (excluding, for the avoidance of doubt, ordinary shares B) or depository receipts, held by ABN AMRO as a result of acquisitions on the stock exchange or by other means under the authority provided to the Executive Board under agenda item 7(c) (the **Treasury Shares**).

The cancellation of all or part of the Treasury Shares is proposed to provide flexibility and efficiency for managing excess capital, including a restructuring or decrease of capital following the return of capital to its shareholders and/or holders of depository receipts, as long as ABN AMRO meets and continues to meet both current and future regulatory requirements in relation to its capital.

The cancellation of Treasury Shares will be limited to a maximum of 10% of the total issued share capital of ABN AMRO as at the date of the General Meeting and may be executed within a period of 18 months as of the date of this General Meeting. The cancellation of (all or some) of the Treasury Shares can be executed in one or more tranches. The number of Treasury Shares to be cancelled (whether or not in a tranche) will be determined by the Executive Board, after having obtained the approval of the Supervisory Board, as well as the ECB and other relevant regulators.

The Executive Board is authorised to decide not to execute the cancellation of any or part of the Treasury Shares in accordance with this resolution of the General Meeting.

This resolution of the General Meeting to cancel the Treasury Shares and the resolution of the Executive Board to execute such cancellation will be filed with the Trade Register and at ABN AMRO's head office. Such filing will be announced in a newspaper with national distribution. Shareholders and holders of Depository Receipts are entitled to a free copy of the resolutions. The resolutions are available for inspection and can be obtained in copy free of charge at our offices at the address indicated in the section 'Additional information' below. Furthermore, pursuant to article 2:100 Dutch Civil Code, the cancellation is subject to an objection period of two months. In this period, creditors can object the cancellation by appealing to the Dutch court and demand sufficient security for their claims. A judge will deny such a request if it is clear that a claim will be paid or if there is sufficient security.

Agenda item 9

Any other business and close of the General Meeting

Additional information

Meeting documents

The following meeting documents are available at www.abnamro.com/generalmeeting:

- this convocation for the General Meeting, including agenda and explanatory notes;
- the 2020 Annual Report (including the 2020 Annual Financial Statements);
- the 2020 remuneration report;
- Lars Kramer's resume;
- key elements of the service agreement with Lars Kramer;
- ABN AMRO's terms for a virtual general meeting, which apply in the event of a completely virtual general meeting; and
- ABN AMRO's terms for a hybrid general meeting, which apply in the event of a hybrid general meeting.

As of today these documents are available on the website and can be requested by sending an email to the following address: generalmeeting@nl.abnamro.com

Registration date

Any person is entitled to vote at and/or attend the General Meeting who, on 24 March 2021 at 17.30 hours (CET), after all book-entry settlements of that day (the **Registration Date**) have been processed, has been registered in accordance with the procedure described below in one of the registers designated for this purpose by the Executive Board and who has applied in the manner described below to attend the General Meeting.

The registers showing those entitled to shares or to depositary receipts on the Registration Date are:

- as regards ordinary registered shares in the share capital of ABN AMRO: the relevant register of shareholders kept by ABN AMRO;
- as regards depositary receipts: the records of the intermediary as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet Giraal Effectenverkeer*).

Depositary receipt holders and voting proxies

The board of Stichting Administratiekantoor Continuïteit ABN AMRO Bank (**STAK AAB**) hereby announces that it has passed a resolution under which all depositary receipt holders receive a voting proxy for the General Meeting. STAK AAB has informed ABN AMRO that, in accordance with this voting proxy, a depositary receipt holder may exercise the voting right at the General Meeting for a number of shares equal to the number of depositary receipts held by the depositary receipt holder on the Registration Date. Depositary receipt holders may exercise the voting right as they see fit. STAK AAB is not liable for how a depositary receipt holder votes or for the consequences thereof. Nor is STAK AAB responsible for voting in accordance with a voting instruction. Depositary receipt holders do not have to apply for a voting proxy from STAK AAB. By registering for the General Meeting depositary receipt holders are deemed to have

accepted their voting proxy. Subject to the relevant statutory provisions and to STAK AAB's articles of association and trust conditions, STAK AAB may revoke and/or limit voting proxies at any time prior to the voting on one or more items at the General Meeting.

Registration

Shareholders or depositary receipt holders who wish to attend and/or exercise their voting rights at the General Meeting (through virtual attendance or represented by a third party) are required to notify ABN AMRO ((Corporate Broking & Issuer Services) at www.abnamro.com/evoting or through their intermediary.

Registration can take place from 25 March 2021 up to and including 14 April 2021 at 17:30 hours (CET). The shareholder or depositary receipt holder is requested to give their valid email address, securities account number and mobile phone number for authentication purposes.

On 19 April 2021 at 12:30 hours (CET) at the latest, the intermediary in whose records the depositary receipts holders are registered must supply ABN AMRO (Corporate Broking & Issuer Services) with a statement at www.abnamro.com/intermediary to the effect that the number of depositary receipts that have been registered for exercise of the rights of attendance of and/or voting at the General Meeting in accordance with the above are listed in the name of the holder in its records on the Registration Date. In addition, the intermediary is requested to include the full address details of the relevant ultimate beneficial owner in order to enable ABN AMRO (Corporate Broking & Issuer Services) to efficiently verify their interest on the Registration Date.

Participation and voting

Electronic voting instruction

A shareholder or depositary receipt holder may choose to give an electronic voting instruction to an independent third party to vote on their behalf. Electronic voting instructions can be given via www.abnamro.com/evoting and must be received no later than 14 April 2021 at 17:30 hours (CET). In all circumstances, the intermediary must issue a statement via www.abnamro.com/intermediary no later than 19 April 2021 at 12:30 hours (CET) on certifying that the shares or depositary receipts were registered in the name of the holder on the Registration Date.

Voting proxy

A shareholder or depositary receipt holder may also choose to have him/herself represented by a civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen, or his deputy) or STAK AAB with the instruction to vote on his/her behalf. This person can give his or her voting proxy to the civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or his deputy) or STAK AAB via the voting form on www.abnamro.com/generalmeeting. The voting form must be received no later than 14 April 2021 at 17:30 hours (CET) at the e-mail address generalmeeting@nl.abnamro.com given in the form, together with a confirmation from the intermediary regarding the number of depositary receipts held by the relevant shareholder or depositary receipt holder on the Registration Date.

Virtual attendance and voting

ABN AMRO only offers its shareholders and depositary receipt holders the possibility to attend the General Meeting virtually via the online platform. Shareholders and depositary receipt holders who wish to attend the General Meeting can login to www.abnamro.com/evoting with their user account and password or create their own user account and password via the same link. Further instructions for logging in or creating a new user account and password can be found at www.abnamro.com/evoting. As usual, the meeting can be followed via the webcast at www.abnamro.com/generalmeeting.

Shareholders and holders of depositary receipts can follow the General Meeting and vote electronically via the online platform at www.abnamro.com/evoting. The foregoing only applies to the extent that the intermediary of the shareholder or depositary receipt holder enables online voting.

Shareholders and depositary receipt holders who have applied to attend the General Meeting virtually will receive a confirmation e-mail containing a unique link. This unique link will allow them to login to the online platform of the General Meeting through a two-step verification process (with SMS verification). Shareholders and depositary receipt holders can log in on the online platform on 21 April 2021 from 12:00 hours (CET) until the start of the General Meeting at 14:00 hours (CET). Shareholders or holders of depositary receipts who have not logged in via the online platform before the start of the General Meeting will not be able to vote and will only be able to see, hear or otherwise follow the meeting.

ABN AMRO's conditions for the virtual General Meeting apply to shareholders and depositary receipt holders who wish to participate in the General Meeting via the online platform. The time of the opening of the voting session will be determined in accordance with these conditions. These conditions and an overview of the devices compatible for access to the online platform of the General Meeting are available at www.abnamro.com/generalmeeting. To ensure that your device is compatible, we recommend that you verify this before determining whether you will attend the General Meeting virtually. It is also recommended that you log in to the online platform at least 15 minutes before the scheduled start time of the General Meeting. There are certain risks for shareholders and depositary receipt holders who wish to attend the General Meeting via the online platform. If a shareholder or depositary receipt holder wishes to avoid such risks, he or she should issue voting instructions.

Questions for the General Meeting

Shareholders and depositary receipt holders who are registered for the meeting can submit questions about agenda items in advance of the General Meeting no later than 18 April 2021, 18:00 hours (CET) to the email address: generalmeeting@nl.abnamro.com.

Shareholders and depositary receipt holders who have submitted questions electronically by said date and wish to ask follow-up questions live during the General Meeting can send a request thereto no later than 18 April 2021, 18:00 hours (CET) to the following address: generalmeeting@nl.abnamro.com. These participants will receive a link for a live connection and the moderator will give them the opportunity to ask follow up questions on that same topic, unless this is not reasonably possible. The chairman of the General Meeting may at his sole discretion amend this procedure on behalf of an orderly meeting.

All shareholders and depositary receipt holders who are registered and attending the General Meeting virtually via the online platform at www.abnamro.com/evoting will have the opportunity to ask questions about items on the agenda via the live chat during the General Meeting.

The chairman of the General Meeting, who is responsible for the orderly and efficient conduct of the meeting, may take measures to ensure such order, such as limiting the number of questions and clustering questions (thematically or otherwise). The questions received in advance will be answered first followed by any follow-up questions via the live connection and/or the live chat.

For more information, please refer to ABN AMRO's terms, manual and FAQs for a virtual general meeting. These documents can be consulted at www.abnamro.com/generalmeeting, or can be obtained from Investor Relations at generalmeeting@nl.abnamro.com.

Hybrid meeting

Only in case the temporary law with regard to Covid-19 no longer allows fully virtual meetings on the day of the General Meeting, ABN AMRO hereby convenes the General Meeting in hybrid form. This means that in that case, and only in that case, the shareholders and holders of depositary receipts will also have the opportunity to attend the General Meeting in person at the head office of ABN AMRO (Gustav Mahlerlaan 10, 1082 PP Amsterdam). ABN AMRO will notify the shareholders and depositary receipt holders via www.abnamro.com/generalmeeting if the General Meeting will be held in a hybrid form. ABN AMRO's conditions for a hybrid general meeting apply to such a meeting.

ABN AMRO stresses the importance of the health guidelines drawn up by the Dutch government to minimise the spread of Covid-19. Therefore, ABN AMRO strongly urges shareholders and depositary receipt holders not to attend the General Meeting in person and to make use of the possibility to exercise their voting rights by electronic or written proxy or by virtual participation.

The provisions above under 'Registration Date' will apply without prejudice in the event that the General Meeting is held in hybrid form. The provisions above under 'Registration' will apply without prejudice to the right of shareholders and holders of depositary receipts to attend the General Meeting in person. Anyone who wishes to be physically present at the General Meeting should, in addition to registering for the meeting as described above, send an email to corporate.secretariat@nl.abnamro.com. This email can be sent until 14 April 2021 at 17:30 hours (CET) at the latest.

Miscellaneous

Issued share capital and number of votes

At the date of the Convocation of the General Meeting, the total capital issued by ABN AMRO consists of 940,000,001 ordinary shares, and as many voting rights.

Webcast

The General Meeting can be followed live in Dutch and in English via video webcast on 21 April 2021 at www.abnamro.com/generalmeeting.

Contact details

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