

ABN AMRO Bank N.V.

CRD Statement

March 2024



Compliance with Articles 88 to 95 of CRD V

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Article 96 of the fifth Capital Requirements Directive (**CRD V**) requires financial institutions to explain on their website how they comply with the requirements of Articles 88 to 95 of CRD V. This requirement has been implemented in Dutch law by Article 134b of the Decree on prudential measures FMSA (*Besluit prudentiële regels Wft*, the **Decree on prudential Rules under the Wft (Decree)**). This overview sets out how ABN AMRO Bank N.V. (**ABN AMRO**) complies with Article 134b of the Decree and Article 96 of CRD V.

Governance, nomination and management body requirements

*Articles 88 and 91 of CRD V set (general) requirements in respect of the management body of a financial institution, including its role, its composition, induction and training of its members and the number of directorships an individual member may hold. Article 134b of the Decree in conjunction with Article 3:8 paragraphs 3 and 4 of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht, the **FMSA**) and Article 17c of the Decree have implemented those requirements in Dutch law.*

Governance arrangements (Article 88 par. 1 CRD V)

ABN AMRO has a two-tier board structure consisting of the Executive Board and the Supervisory Board. As such, ABN AMRO ensures effective risk control, meets all relevant legislation and regulations, and provides full transparency to all relevant stakeholders and market parties. Pursuant to Section 2:154 of the

Dutch Civil Code, the large company regime is applied to ABN AMRO. As part of this regime, the Supervisory Board has the authority to appoint and dismiss members of the Executive Board.

The Executive Board is the sole statutory executive body (*bestuur*) and therefore is responsible for the day-to-day management of ABN AMRO and is accountable to the Supervisory Board and the General Meeting. The Supervisory Board (*raad van commissarissen*) is composed of non-executive directors and supervises, advises, challenges and supports the Executive Board.

Executive Board

The Executive Board of ABN AMRO consisted of eight statutory positions, being the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Risk Officer (CRO), the Chief Innovation & Technology Officer (CI&TO), the Client Unit representatives (CCO Personal & Business Banking, CCO Corporate Banking and CCO Wealth Management) and a Chief Operations Officer (COO). The Executive Board is chaired by the CEO. The COO was appointed on 1 December 2023. The CHRO role falls directly under the CEO and is not part of the Executive Board anymore.

The Executive Board is the Bank's statutory management board within the meaning of Section 2:129 of the Dutch Civil Code and is responsible for (i) the general course of business of ABN AMRO, ensuring compliance with laws and regulations and the adequate financing of its activities, (ii) the continuity of ABN AMRO and its business, and (iii) setting and realising ABN AMRO's mission,

vision, strategy, risk appetite, corporate standards and values, risk framework, main policies, budgets and financial and non-financial targets. The Executive Board will ensure close cooperation with the Supervisory Board in discharging these responsibilities and will seek approval by the Supervisory Board for the bank-wide strategy (in line with the pursued culture aimed at long-term value creation) and the targets. The Executive Board is accountable to the Supervisory Board and to the General Meeting for the performance of its duties. In performing its duties, the Executive Board will develop a view on sustainable long-term value creation for ABN AMRO and its business and will take into account the relevant stakeholder interests.

In performing its duties, the Executive Board is guided by the interests and continuity of ABN AMRO and the undertakings connected with it and makes a balanced assessment, including the stakeholders. Putting the customer's interests first is regarded as an essential precondition to create sustainable long-term value. These interests are, amongst other things, represented by the Executive Board pursuing, with the approval of the Supervisory Board, a "controlled remuneration policy" for Identified Staff members that are not part of the Executive Board or Supervisory Board (see further the paragraph Remuneration Requirements below).

The Executive Board is part of ABN AMRO's management body (together with the Supervisory Board) as defined in CRD V and the Supervisory Board Rules also contain detailed arrangements as to the prevention and (if they nevertheless do arise) the appropriate procedure to be followed in case of conflicts of interest as prescribed by the preamble of Article 88 paragraph 1 of CRD V. In

the context of CRD V, data on loans to members of the Executive Board and Supervisory Board and certain related parties is documented.

Nomination requirements (Article 88 par. 2 CRD V)

The Supervisory Board has established certain committees that are responsible for the preparation of decision-making on certain subjects and for advising the Supervisory Board on certain matters.

Selection & Nomination Committee

The Selection & Nomination Committee is responsible for supervising (and advising the complete Supervisory Board) with regard to, among other things, (i) the selection, appointments and reappointments regarding the Supervisory Board and the Executive Board (ii) succession plans of the Supervisory Board and the Executive Board (iii) the knowledge, skills, experience, performance, size, composition and profile of both boards, and (iv) the performance of the members of all boards.

The Selection & Nomination Committee may enlist the services of an internal or external adviser for the performance of its duties. If necessary, the secretary obtains the required expert advice at the request of the chairman. ABN AMRO provides the requisite financial resources, as determined by the committee, to pay the invoices of the advisers it has engaged.

Since 2022, ABN AMRO pursued a policy of having at least one-third male and one-third female members on the Supervisory Board and Executive Board. ABN AMRO is required to take this

allocation of seats into account in connection with the future (nomination for the) appointment of members of the Executive Board and Supervisory Board. In addition, the European Banking Authority has also published guidelines for financial institutions to have and implement a policy promoting diversity on the management body. In particular, the diversity policy should include a quantitative target for the representation of the underrepresented gender in the management body and specify an appropriate timeframe within which the target should be met and how this will be done.

ABN AMRO has implemented the targets in its policy. ABN AMRO meets the gender targets of one-third for the Supervisory Board and the Executive Board. ABN AMRO will give due consideration to any applicable diversity requirements in its search for suitable new members for current or new vacancies of both the Executive Board and Supervisory Board, also taking into consideration the fit and proper requirements under the FMSA and relevant supervisory guidance. In addition, ABN AMRO continues to encourage greater diversity at other levels of the organisation.

The Supervisory Board Rules (which include the rules regarding the functioning and internal organisation of its committees) further specify the responsibilities and obligations of the Selection & Nomination Committee to facilitate compliance with Article 88 paragraph 2 of CRD V and Article 17c paragraph 2 of the Decree.

Management body requirements (Article 91 CRD V)

The Executive Board and Supervisory Board of ABN AMRO are structured in such way to ensure that the members provide ABN AMRO with the appropriate balance of skills, experience and

knowledge as well as independence. All those members commit sufficient time to allow them to perform their functions, must be able to understand the business of ABN AMRO and are at all times of sufficiently good repute.

All members of the Executive Board and Supervisory Board have fulfilled prior to their appointment, and continue to fulfil, the fit and proper requirements pursuant to Article 3:8 paragraph 1 of the FMSA and relevant supervisory guidance. Any potential candidates for the Executive Board or the Supervisory Board that do not pass the suitability screening procedures with the supervisors cannot be appointed to the relevant board. The members of the Executive Board should in any event be suitable in relation to the following subjects: (i) management, organisation and communication; (ii) products, services and markets in which his/her (client) unit operates; (iii) sound and ethical operational management; and (iv) balanced and consistent decision-making, all as far as relevant for their function. In addition, each member of the Executive Board and Supervisory Board participates in a lifelong learning programme and fulfils the related requirements aimed at ensuring that the members maintain and, where necessary, broaden their expertise.

As at the date hereof, all members of the Executive Board and Supervisory Board comply with the rules under CRD V as to the limitation of the number of executive and non-executive directorships such members may hold.

The Executive Board Rules and Supervisory Board Rules further specify the responsibilities and obligations of the Executive Board or the Supervisory Board and their respective committees to

ensure - taking into account their respective roles - compliance with Article 91 of CRD V and Article 134b of the Decree in conjunction with Article 3:8 paragraphs 3 and 4 of the FMSA.

Remuneration requirements

Articles 92 to and including 95 of CRD V provide for requirements as to the remuneration policies for the managing board, supervisory board and other (Identified) staff of institutions. These articles were (largely) implemented in Dutch law through the FMSA and the Regulation on sound remuneration Dutch Financial Markets Supervision Act (*Regeling beheerst beloningsbeleid Wft 2017*) (the **Sound Remuneration Policies Regulation**).

Remuneration policy and structure

- The Supervisory Board establishes the remuneration of the individual members of the Executive Board, in accordance with the Executive Board remuneration policy as proposed by the Supervisory Board and adopted by the General Meeting.
- The remuneration of members of the Supervisory Board is set by the General Meeting based on a proposal of the Supervisory Board.
- The Executive Board adopts the remuneration policy for Identified Staff (with the exclusion of Executive Board and Supervisory Board members) as approved by the Supervisory Board, with due regard to the advice of the Remuneration Committee of the Supervisory Board.

Remuneration policy

ABN AMRO pursues a “sound remuneration policy” (*beheerst beloningsbeleid*) taking into account (inter)national laws and regulations, ABN AMRO’s strategy and risk appetite, targets and values and the long-term interests of ABN AMRO, the relevant international context and wider societal acceptance. It provides a framework for effectively managing reward and performance across the bank. In view thereof, the applicable remuneration restrictions that follow from Articles 92 to and including 94 CRD V and the corresponding articles in the FMSA and the Sound Remuneration Policies Regulation have been embedded in (i) the Executive Board Remuneration Policy that applies to members of the Executive Board, (ii) the Supervisory Board Remuneration Policy that applies to members of the Supervisory Board, (iii) the Global Reward Policy applicable to all employees of ABN AMRO worldwide and (iv) the ABN AMRO Variable Compensation Plan that applies to all Identified Staff, each as revised and applicable from time to time.

ABN AMRO applies the rules and principles set out in the various reward policies and the ABN AMRO Variable Compensation Plan to comply with the applicable remuneration restrictions in Articles 92 to and including 94 CRD V and the corresponding articles in the FMSA and Sound Remuneration Policies Regulation, it being noted that the application of such rules and principles may include an assessment and interpretation of such restrictions.

The Executive Board Remuneration Policy, the Supervisory Board Remuneration Policy, the Global Reward Policy and the ABN AMRO Variable Compensation Plan are further described in the Remuneration Report of the Supervisory Board as included in ABN

AMRO's Annual Report, as published on abnamro.com.

Identified Staff

Within ABN AMRO the group of Identified Staff consists of (i) members of the Executive Board and Supervisory Board, (ii) employees with a salary scale above CLA (typically the first and second layer below the Executive Board), (iii) a group of staff responsible for independent control functions, part of a material business unit or risk committee, and (iv) employees who qualify as Identified Staff on the basis of the additional qualitative and quantitative criteria as laid down in the applicable EBA Guidelines and EBA's Regulatory Technical Standards on identified staff, as applicable from time to time (together: "**Identified Staff**") and the internal assessment of ABN AMRO.

The remuneration package for all Identified Staff has been structured in accordance with various regulations and restrictions for the financial sector, including, where applicable, Articles 92 to and including 94 CRD V, the corresponding articles in the FMSA and Sound Remuneration Policies Regulation.

Remuneration Executive Board

In principle, the compensation package for the Executive Board consists of an annual base salary and a variable remuneration component. In addition, benefits such as participation in the ABN AMRO pension scheme for all Dutch employees are applicable. However, pursuant to the Bonus Prohibition Act and for as long as NL Financial Investments (**NLFI**) holds, on behalf of the Dutch State, an interest in ABN AMRO, the members of the Executive

Board are not eligible to receive variable remuneration in any form, due to which they do not participate in the Variable Compensation Plan and as a result they only receive an annual base salary. They are also not entitled to individual increases of the annual fixed remuneration, except for increases on the basis of the CLA for the Banking sector (*CAO Banken*).

Remuneration Supervisory Board

The remuneration of Supervisory Board members is proportional to the time and effort required to perform their duties linked to the membership of the Supervisory Board and the relevant Supervisory Board committees and is independent of ABN AMRO's financial results. ABN AMRO does not grant any variable remuneration or (options for) shares to Supervisory Board members in lieu of remuneration. The remuneration of the Supervisory Board consists of an annual fixed fee and an additional fee per committee membership, which are subject to the increases as per the *CAO Banken*. In 2023, the maximum of two committee memberships may be reimbursed, whereas it will be proposed to adjust this into a maximum of three committee memberships per 1 January 2024.

Remuneration other Identified Staff

The remuneration package for other Identified Staff generally consists of the following components: (a) annual base salary, (b) annual variable remuneration (where applicable), and (c) benefits and other entitlements. ABN AMRO strives to position the level of total direct compensation on the median of the relevant market for total direct compensation, in specific situations the compensation

can be above the median. Variable compensation for these groups of Identified Staff is subject to and structured in accordance with the Variable Compensation Plan. The award of variable remuneration is based on performance, which is measured during a one-year performance period at three levels: group, Client unit/Function and individual level and by means of (partly) risk-adjusted financial and non-financial performance indicators. At least 50% of the performance indicators is non-financial.

Pursuant to the Variable Compensation Plan, variable remuneration is awarded over time whereby 60% is paid upfront and 40% is deferred. ABN AMRO may apply that ratio differently at its sole discretion and in compliance with the applicable remuneration restrictions. Each payment is equally divided into cash and non-cash instruments. The deferred part of the variable remuneration awarded until 29 December 2020 vests in equal instalments in three years' time. The non-cash instrument consists, as of the 2016 performance year, of depositary receipts (DRs) representing shares in the capital of ABN AMRO, for which a two-year retention period applies. As of 29 December 2020, the deferred part of the variable remuneration awarded vests in four years, in line with the adjusted requirements within CRD V. As of the same date, the non-cash instrument is no longer expressed in depositary receipts, but in performance certificates linked to the share price of ABN AMRO, having a retention period of 1 year.

Pursuant to the FMSA, the remuneration restrictions of the Bonus Prohibition Act were extended to senior management as defined therein. Accordingly, and effective as of 2015, defined senior managers shall also not be entitled to variable remuneration until the Dutch State (NLF1) no longer has an interest in ABN AMRO. In

addition, they are not entitled to individual salary increases, except for increases on the basis of the CAO Banken.

In addition, the FMSA limits the total variable remuneration that can be awarded in a performance year. In the Netherlands the variable remuneration is capped for all employees at (average) 20% of the annual base salary. Outside NL the cap is 100% of the annual base salary.

The Remuneration Report of the Supervisory Board as included in ABN AMRO's Annual Report, as published on abnamro.com, provides further details on the remuneration received by the Executive Board, Supervisory Board, Identified Staff and selected members of senior management in the reported financial year.

Remuneration Committee

The Remuneration Committee is responsible for supervising (and advising the complete Supervisory Board) with regard to, amongst other things, (i) remuneration policies and execution thereof for members of the Executive Board, the Supervisory Board, Identified Staff and selected members of senior management, and (ii) reporting on the execution of the remuneration policies through a remuneration report.

The Executive Board Rules and Supervisory Board Rules further specify the responsibilities and obligations of the Executive Board or the Supervisory Board and its respective committees to facilitate - taking into account their respective roles - compliance with Articles 92 to and including 95 of CRD V and the corresponding articles in the FMSA and Sound Remuneration Policies

Regulation.

Disclosure requirements

Articles 89 and 90 of CRD V provide for country-by-country reporting requirements and the obligation to disclose the return on assets for the institution concerned. These articles were implemented in Dutch law through Articles 3, 4 and 5 of the Decree on the implementation of disclosure requirements CRD IV (*Besluit publicatieverplichtingen richtlijn kapitaalvereisten*).

ABN AMRO reported on the applicable (financial) parameters on a country-by- country basis¹ and its return on assets² in its Annual Report, as published on abnamro.com.

¹ Integrated Annual Report 2023: AFS note 11.

² Integrated Annual Report 2023: Performance – additional financial performance.