

ABN AMRO Bank N.V.

# Remuneration Report 2023

# Remuneration report



## Letter from the Chair of the Remuneration Committee

### Dear reader,

We hereby present our remuneration report for the year 2023. In this letter, I would like to reflect briefly on some key topics and considerations for the Remuneration Committee in the past year.

## Executive Board and Supervisory Board Remuneration Policies

In 2023, one of the key focus areas of the Remuneration Committee was the preparation for the amendment of the Executive Board Remuneration Policy and the Supervisory Board Remuneration Policy. After thorough preparation and stakeholder engagement, both remuneration policies will be presented for approval at the Annual General Meeting in 2024.

We are grateful for all the valuable and constructive input obtained from internal and external stakeholder engagement. There was also common understanding of the specific restrictions applying to ABN AMRO, specifically the bonus prohibition. As long as the Dutch state holds shares in ABN AMRO, the bonus prohibition is applicable and means that the fixed salary of the Executive Board can only be increased in line with the Collective Labour Agreement (CLA) for the banking sector and no variable remuneration can be paid, despite the fact that the benchmark shows that the total remuneration of the Executive Board is well below the relevant peer groups, especially for the CEO position. The current remuneration methodology for the Executive Board is predominantly being continued. The main changes in the proposed Executive Board Remuneration Policy have been made in relation to the KPI framework, specifically to reflect the changed composition of ABN AMRO's Executive Board and further strengthen the link with our strategy, including sustainability.

With regard to the Supervisory Board Remuneration Policy, the main change is that the current policy contains a self-imposed cap on remuneration for a maximum of two committee memberships. The proposed policy changes this to a maximum of three

committee memberships. An moderate increase to the annual fees of the Supervisory Board has been considered, based on the benchmark against the relevant peer groups. However, after the stakeholder engagement, this increase has not been included in the new Supervisory Board Remuneration Policy.

## Annual performance management process

One of the most important topics for the Remuneration Committee is the annual performance management process. Annually, KPIs are set for various groups of staff, including the Executive Board, CLA+ employees (i.e. staff with a job level exceeding the ABN AMRO Collective Labour Agreement (CLA)) and CLA Identified staff employees (i.e. staff in scope of the CLA in positions that have a material impact on ABN AMRO's risk profile). After year end, the performance of each group of staff is assessed against the preset targets and the performance scores are being determined. On the basis hereof, salary increases (if applicable) and variable remuneration (if applicable) are being determined. In this context, there is also a so-called malus- and gatekeeper process performed, as described later in this report, to assess if there are any reasons to not award any variable remuneration or to decrease any variable remuneration (which may include a decrease of deferred variable remuneration awarded for previous years).

The frameworks for Identified Staff in scope of the ABN AMRO CLA, Identified Staff in CLA+ positions and the Executive Board were largely consistent with the previous year, with some changes. The KPIs for the Executive Board have been set in line with the framework of the Executive Board Remuneration Policy. A KPI framework has been added for CLA+ colleagues that focuses on collaboration between client units in

reflection of their bank-wide responsibility. For Identified Staff (CLA and CLA+), a KPI on employee engagement has been included to reflect the desired focus on the engagement of ABN AMRO colleagues.

### Risk assessment remuneration incentives

A joint meeting with the Risk & Capital Committee was held in May 2023 to discuss the risk assessment of remuneration incentives. In this assessment the main risks related to remuneration policies and practices were linked to the various areas of the strategic risk appetite. The joint meeting assessed the main risks related to remuneration such as the risk of non-compliance with remuneration legislation, not being able to attract and retain the right talent and having incentives that are not client centric and/or do not contribute to the strategy. It was concluded that the remuneration set-up of the bank was generally regulatory compliant. Proposed enhancements focused on being able to attract and retain staff with the right skills and talent by offering a competitive remuneration package, especially in the current tight labour market and having a performance management system that awards and recognises staff performance on the basis of impact and individual contribution.

### Composition of the Executive Board and Supervisory Board

Carsten Bittner was appointed Chief Innovation & Technology Officer (CI&TO) and a member of the Executive Board of ABN AMRO Bank N.V. with effect from 1 January 2023. Early in 2023, ABN AMRO announced a change in the composition of its Executive Board to further strengthen strategy execution. The Chief Human Resources Officer is no longer an Executive Board position and now reports directly to the CEO. During the year, it was also decided to create the position of Chief Operations Officer (COO), with Ton van Nimwegen being appointed as COO with effect from 1 December 2023. After the departure of Lars Kramer as CFO, Ferdinand Vaandrager held the position of CFO on an interim basis and was subsequently appointed as the permanent CFO with effect from 16 November 2023. Robert Swaak has been nominated for reappointment for a further term following the Annual General Meeting of Shareholders in 2024. Tanja Cuppen informed the Supervisory Board that she was not available for a third term as Chief Risk Officer. The recruitment process for a successor is underway.

At the Annual General Meeting in 2023, Anna Storåkers stepped down from the Supervisory Board. Wouter Devriendt was appointed as a new member of the Supervisory Board with effect from the Annual General Meeting of 2023 and Femke de Vries was appointed on 29 June 2023, following an Extraordinary General Meeting. On 5 February 2024, ABN AMRO announced the departure of Wouter Devriendt with immediate effect, due to his appointment as CEO at another company.

On behalf of the Remuneration Committee, I would like to express my appreciation for the contributions of Tanja Cuppen, Lars Kramer and Wouter Devriendt. I am pleased to welcome Carsten Bittner, Ferdinand Vaandrager and Ton van Nimwegen to the Executive Board and Femke de Vries to the Supervisory Board.

### Diversity, inclusion & equal pay

We aim to provide a working environment where everyone can be themselves and feel safe, regardless of their race, ethnicity, gender, religion, age, disability, sexual orientation, gender identity or gender expression. In 2023, we amended our policies on diversity and inclusion by virtue of the updated Dutch Corporate Governance Code. We aim to create a culture in which people truly feel involved, seen and valued. We have set clear objectives on diversity and inclusion for the entire organisation, at all levels.

At year-end 2023, three of the eight board positions on the Executive Board and four of the eight board positions on the Supervisory Board were held by women. The current composition of the Supervisory Board complies with the Act on Gender Balance in Management and Supervisory Boards (*Wet Evenwichtiger verhouding tussen mannen en vrouwen in bestuur en raden van commissarissen*).

Equal pay for equal work and work of equal value is an important principle at ABN AMRO and our progress in this area is continually monitored. We published details of the results and our progress on this topic on our website on 14 November 2023. Although the gender pay gap increased slightly in 2023, in line with the broader trend, ABN AMRO continues to achieve good results on equal pay for the CLA and CLA+ population in the Netherlands. The gender pay gap and equal pay developments in our offices abroad are also monitored annually. The general view is that we should continue to focus on this topic to ensure we continue to reduce the overall gender pay gap and maintain the current results with regard to equal pay.

We continually monitor diversity percentages. The gender diversity of the Extended Leadership Team decreased from 44% female employees at 31 December 2022 to 41% female employees at 31 December 2023. This is a disappointing development, especially in light of our diversity ambitions. Going forward, therefore, we will ensure enhanced focus on restoring and further strengthening the diversity balance in the Extended Leadership Team.

### **Employee Engagement**

A bank-wide Employee Engagement Survey (EES) is performed annually. The Executive Board and Supervisory Board consider employee engagement and employee satisfaction to be key topics and monitor the results of this periodic survey. At 77%, the response rate in 2023 was considerably higher than in 2022 (68%). The outcomes of the 2023 EES show an upward trend

for all themes and for all parts of the bank. The sense of engagement also improved significantly compared with 2022, with an overall increase in employee engagement (+4). The largest improvements were in senior management (+7) and vision & direction (+7). The most frequent replies to the question of where ABN AMRO could improve as an employer were salary, communication & information, and collaboration. Employees viewed the bank as doing well in terms of employment conditions, learning and development opportunities and hybrid working.

On behalf of the Remuneration Committee of the Supervisory Board,

### **Arjen Dorland**

Chair of the Remuneration Committee

# Remuneration principles and policies

## General

Our purpose – Banking for better, for generations to come – underpins the execution of our strategy and is based on three strategic pillars: customer experience, sustainability and future-proof bank. Through our purpose and strategy, we aim to create value for society, not only as a provider of financial services to our clients, but also as an employer. We therefore aim to create conditions in which all our employees can use their talents and develop or acquire the right

skills to contribute to our goals. In striving to achieve a future-proof workforce, we also focus on an excellent employee experience and inspiring leadership, alongside efficient organisational structures, processes and IT systems that help our employees work more effectively.

Please refer to the Strategy, value creation & performance chapter of the Integrated Annual Report for further context.

## Remuneration principles

Purpose & Strategy



Banking for better,  
for generations to come

Our strategic pillars



Customer experience





Sustainability





Future-proof bank



Reward philosophy

Our reward framework enables ABN AMRO to attract, motivate, develop and retain the right talent in a sustainable manner to realise our business strategy.

**Compliant & Responsible**

- Compliant with the boundaries of all applicable remuneration legislation and guidelines
- Respectful of our societal role and impact, our client's interests and other stakeholders

**Fair & Transparent**

- Clear remuneration policies and processes
- Principle of equal pay for equal work or work of equal value
- Balanced total remuneration package in line with the relevant market

**Align Employee with ABN AMRO interests**

- Clarity in how (individual) performance and remuneration are connected
- Balanced risk taking in line with our moderate risk appetite
- Encourages personal development and values-led behaviour as integral part of performance

Key in achieving a future-proof workforce is a remuneration framework that enables ABN AMRO to attract, motivate, develop and retain the right talent to deliver on our strategy. Our remuneration policy and principles are set out in the Global Reward Policy, providing a framework for effectively managing reward and performance to support the strategy (including the risk strategy), values and long-term interests of the bank. The Global Reward Policy applies to all employees within ABN AMRO and at all group companies, subsidiaries, branches, representative offices and legal entities under its control.

The Executive Board and Supervisory Board approve the Global Reward Policy and are responsible for its maintenance and implementation. The policy is reviewed regularly, taking into consideration the bank's strategy and desired culture, as well as factors such as risk awareness, targets, corporate values and any updates due to laws and regulations.

### Composition of remuneration packages

ABN AMRO aims to award a competitive remuneration package, aligned with the relevant market. Outside the Netherlands the package consists of an annual base salary (of which the ranges differ per country), annual variable remuneration and fringe benefits. Within the Netherlands the remuneration package consists in general of an annual base salary and fringe benefits, governed by ABN AMRO's CLA Employment Conditions. Variable remuneration is awarded for specific roles or in specific situations. Remuneration levels are positioned around the median of the relevant labour market, based on benchmarking, while keeping labour costs balanced.

### Employment conditions supporting environmental and social awareness

Sustainability is an important aspect of our strategy and purpose. That is why our employment conditions and practices aim to promote environmental and social awareness.

### Gender pay gap

The gender pay gap is the difference in average gross salaries between men and women. ABN AMRO calculates the unadjusted gender pay gap, as well as the gender pay gap corrected per job level (whereby each job level is linked to a salary scale), for its employees in the Netherlands. For ABN AMRO employees working in the Netherlands, the gender pay gap corrected per job level amounts to 0.75% in favour of men (compared to 0.65% in 2022). The unadjusted gender pay gap (i.e. uncorrected per salary scale) in 2023 amounted to 16% in favour of men (compared to 15% in 2022). The

unadjusted gender pay gap is mainly caused by more men than women in positions at higher job levels. ABN AMRO's unadjusted gender pay gap was slightly higher than the unadjusted Dutch gender pay gap in 2023 of 13%. We will continue, therefore, to focus on increasing gender diversity in higher job levels so as to reduce the unadjusted gender pay gap. Our ambition is demonstrated by our D&I targets, which are set in our D&I policies for our entire workforce.

### Equal pay

We are committed to the principle of equal pay for equal work or work of equal value. The New Job Model (NJM) is our generic job profile methodology, which maps out all Dutch CLA jobs and is also implemented in other countries ABN AMRO operates in. Each NJM job profile has a job grade that is determined in line with the Hay methodology, which is recognised as a gender-neutral, objective and verifiable job-grading methodology. In the Netherlands, each Hay level at CLA and CLA+ level has its own salary scale. Our remuneration policy contains guidelines for various moments of remuneration, i.e. salary setting for new hires, annual salary increases, incidental salary increases, promotion and variable remuneration.

We periodically review the development of equal pay in our remuneration policies and practices, comparing salaries of men and women (at CLA and CLA+ level), as well as salaries of western and non-western employees. This internal study shows a consistent practice of equal pay, as also confirmed by a gender pay gap corrected per Hay level of less than 1%. A further review is conducted where the study reveals differences in salaries. The results of our 2023 internal study in the Netherlands were published on our website on 14 November 2023 (Equal Pay Day).

### Employment conditions

ABN AMRO's employment conditions promote and support social aspects of sustainability, such as the above-mentioned D&I policy and equal pay, but also social wellbeing and vitality inside and outside the office. Examples are the following (this list is non-exhaustive and may differ per country):

- The possibility of hybrid working and working from offices closer to home, thus contributing to reducing CO<sub>2</sub> emissions and helping to improve the work-life balance;
- Free public transport to encourage sustainable daily commuting;
- Bicycle scheme, a tax-friendly contribution for buying or leasing an electric or other bicycle so as to stimulate sustainable commuting;



- Banking for Better (B4B) days, giving staff the opportunity to take up to 1 week of B4B days to make a contribution to society;
- Pilot for Sustainable Homes 2023: a tax-friendly contribution aimed at making employees' homes more sustainable (pilot phase);
- Cross-sector mobility supporting transitioning to other sectors (such as the 'Bank voor de klas' programme facilitating people wanting to transfer from a bank job to a teaching job);
- Reskilling and developing staff and making optimal use of internal knowledge and experience in the organisation;
- Personal development budget, supporting staff employability now and in the future.

The Diversity & Inclusion section of this Integrated Annual Report describes our various other initiatives relating to sustainable employment conditions.

### Sustainable KPI-setting

Variable remuneration awarded is based on the performance on predefined KPIs set at the beginning of the year. Within the KPIs set, sustainability and sustainability risk are directly included for CLA+ and CLA Identified Staff via the sustainability assets KPI, and for CLA staff in the calculating of the pool for variable remuneration. For the Executive Board, sustainability is taken into account via Dow Jones Sustainability Index and diversity KPIs.

### Performance management and KPI-setting

Performance management is a crucial process in pursuing ABN AMRO's purpose and strategy. Our performance management process gives guidance on objectives in line with the bank's strategy, purpose and values. It strengthens our culture by stimulating accountability, development and collaboration, and it is the basis for remuneration (where applicable). ABN AMRO's performance management process is called Together & Better and it applies to all employees globally, with an adjusted version for Identified Staff. Besides being a tool for steering performance, Together & Better focuses on motivating, developing and showing appreciation to employees in order to create a working environment where employees can make a difference. Employees are encouraged to take control of their performance, development and careers in a mature employment relationship. As part of Together & Better, employees take the initiative to set objectives. It is the joint responsibility of the manager and the employee to agree on the applicable objectives.

Within Together & Better, objectives are set around the themes of Results ('What are the results of your work?'), Behaviour ('How do you perform your work?'), Development ('What talents do you want to develop?') and Compliance ('Banking Licence'). Employees are requested to align at least one objective with ABN AMRO's strategic pillars and to align objectives with the bank's core values (care, courage and collaboration).

Our performance management aims, where possible and relevant, to have a clear link between performance (including development and behaviour) and reward. The KPIs used are both financial and non-financial, as well as qualitative and quantitative.

### Developments and business events in 2023 Executive Board Remuneration Policy & Supervisory Board Remuneration Policy

In 2023, the Remuneration Committee engaged internally and externally with stakeholders on the proposed updates of our Executive Board Remuneration Policy and Supervisory Board Remuneration Policy. Both policies will be submitted for approval to the Annual General Meeting in 2024, in line with the regular timelines for their approval.

The proposed Executive Board Remuneration Policy follows the current methodology for fixed and variable remuneration, which is aligned with the applicable remuneration restrictions (i.e. laws and regulations regarding remuneration). The 2020 Executive Board Remuneration Policy included a 20% maximum for variable remuneration. This maximum has been maintained, in principle, and is in line with the remuneration restrictions. If variable remuneration is awarded (and this is only possible when the bonus prohibition no longer applies), we will assess the amount of variable remuneration is considered justified, taking into account all restrictions applying at that time with regard to remuneration. The significant changes compared to the 2020 Executive Board Remuneration Policy are as follows:

- The KPI framework has been updated to reflect the composition of ABN AMRO's Executive Board, specifically the presence of commercial Executive Board positions (i.e. Chief Commercial Officers) since 24 November 2021;
- The link with our strategy and sustainability aspects in this strategy has been strengthened in the KPI framework;
- Weight bandwidths in KPI framework have been amended to allow, for example, a higher weight to be attached to sustainability-related KPIs;

- The policy contains a general update of the setting of KPIs so as to meet requirements related to the link between remuneration and sustainability, strategy and disclosures.

The Supervisory Board Remuneration Policy continues the current methodology for remuneration, which is in line with the applicable remuneration restrictions.

A noticeable change in comparison to the 2020 Supervisory Board Remuneration Policy is the following:

- The original self-imposed cap limiting remuneration to a maximum of two committee memberships has been altered so that, from 2024 onwards, remuneration will be paid for up to three committee memberships. The reasons for these changes were that the self-imposed cap of remuneration for no more than two committee memberships was no longer considered to align with market practice and also the establishment of an additional Supervisory Board committee (the ESG Committee).

The proposed remuneration policies for the Executive Board and the Supervisory Board are established with due observance of the feedback received from internal and external stakeholders, including our Employee Council, various clients, the general public (via an IPSOS questionnaire), a representative number of shareholders and depositary receipt holders, NLF, Eumedion, VEB and proxy advisor ISS/GlassLewis, following constructive engagements. This approach enabled ABN AMRO to take the views of a broad range of stakeholder groups into account in a consultative capacity. The Chair of the Remuneration Committee was thus able to obtain valuable feedback and explore ways of implementing our new remuneration policy to address areas of concern. This is in line with our continued commitment to good governance.

With regard to the Executive Board Remuneration Policy, the feedback of our shareholders affected our proposals in relation to the balance between financial and non-financial KPIs, resulting in an increased percentage of financial KPIs. Furthermore, some stakeholders came out in favour of a payment, partial or partial payment, in ABN AMRO shares, which may be considered if and when the bonus prohibition no longer applies. Like its peers, ABN AMRO is in the process of defining sustainability KPIs that adequately reflect the bank's ambition for environmental, social and governance (ESG) improvements.

With regard to the Supervisory Board Remuneration Policy, the feedback from our shareholders affected our proposals on fixed remuneration, resulting in the

decision not to apply an originally proposed one-time moderate increase to the annual fixed fee paid to members of the Supervisory Board. With regard to the remuneration for a maximum of two committee memberships, our original proposal was to remove the cap and to pay remuneration for the actual number of committee memberships. Based on feedback from stakeholders, we adjusted this proposal to allow remuneration for a maximum of three committee memberships.

## Collective Labour Agreements

In the Netherlands, ABN AMRO has two CLAs: the Employment Conditions CLA and the Social Plan. The Employment Conditions CLA applies from 1 July 2022 to 1 July 2024. Its main elements are a salary increase of 4% from 1 October 2022, and a one-time gross payment of EUR 2,000 for each CLA employee (pro rata for part-time employees) at 1 November 2022, and a salary increase of 2.5% from 1 July 2023. The CLA negotiations for the Employment Conditions CLA and the Social Plan started in early 2024. In 2021, the Social Plan was extended from 1 January 2022 to 1 January 2025.

CLAs are also applicable in France, Germany and Belgium. In France, the new CLA was agreed in December 2023, resulting in salary increases from 1 January 2024 for employees with at least one year of service. The salary increases vary from 0.5% to 4%, depending on the base salary (the lower the salary, the higher the salary increase), with an additional one-off agreement to freeze the charges for 6 months for employees' relatives covered under the mandatory health insurance scheme. In Germany, the current CLA is valid for two years until May 2024. In addition, the CLA for the German banking industry provided for a salary increase of 2% with effect from 1 August 2023 (not applicable to Corporate Banking and Clearing, which have discretionary salary increase arrangements). In Belgium, the annually agreed 'CLA 90' contains the conditions of the annual collective variable remuneration. The targets that were set are in line with the objectives of the Energy & Collaboration Plan and consist of targets for (i) financials, (ii) diversity, equity & inclusion and (iii) collaboration. The mandatory salary increases throughout 2023 amounted to a total of 2.79%.

## Relevant regulatory developments

The rules applying to remuneration in the Dutch financial sector are mainly based on European rules that apply in all EU Member States. The Netherlands has opted for a wider scope of the remuneration rules



and a variable remuneration cap of 20% (instead of the European cap of 100%). The Dutch Financial Supervision Act (Wet financieel toezicht or 'Wft') sets additional requirements for variable remuneration, including the cap on variable remuneration, rules relating to retention payments, welcome and severance packages, and publication obligations.

The Dutch Act on Further Remuneration Measures for Financial Enterprises (Wet nadere beloningsmaatregelen financiële ondernemingen) entered into force on 1 January 2023. This Act introduced the following changes: (1) a five-year statutory retention period for fixed remuneration in shares or instruments; (2) the obligation for financial enterprises to explain in their remuneration policy how they take into account the pay ratio between the remuneration of their managing directors, supervisory directors and employees and their function in society, and how such ratio was established; and (3) a limitation of the possibility to derogate from the cap on variable remuneration for non-CLA staff. The new legislation includes a transitional regime.

On 30 June 2022, the EBA published Guidelines on the remuneration benchmarking exercise and Guidelines for collecting data on high earners. Benchmarking data under the Guidelines on the remuneration benchmarking exercise will be collected in 2024 for the financial year 2023, whereas the annual collection of data regarding high earners started in financial year 2023 for financial year 2022.

Where necessary, ABN AMRO adjusts its remuneration policies to ensure compliance with applicable legislation and regulations, and requests shareholders' approval where required.

## Forecast for 2024

### Legislation expected in 2024

Environmental, social and governance (ESG) issues are highly important for credit institutions. Sustainability-related regulations, guidelines and other publications include requirements regarding the awarding of variable remuneration and disclosure; they impact on remuneration policies and remuneration reports. Examples include the Taxonomy Regulation, Sustainable Finance Disclosure Regulation (SFDR), Corporate Sustainability Reporting Directive (CSRD), Capital Requirements Directive V (CRD V), Capital Requirements Regulation II (CRR II), European Banking Authority (EBA) guidelines and reports, European Central Bank (ECB) guidance and reports and the European Commission's proposals and delegated acts. Some of these requirements have already entered into force,

while others will apply from 2024 or later. The most notable examples include the CSRD and the European Sustainability Reporting Standards (ESRS) framework, which ABN AMRO is already implementing in order to provide more transparency on its sustainability performance and which includes specific provisions on incentive schemes and remuneration reports.

The above list of legislation and regulations is non-exhaustive. Reference is also made to the Regulatory developments section in the Introduction chapter of the Integrated Annual Report 2023. If necessary, ABN AMRO will adjust its remuneration policies to ensure compliance with applicable legislation and regulations and, where required, will request shareholder approval.

## Remuneration for all staff and Identified Staff

### Remuneration for all staff

In general, the remuneration packages for all staff are structured in accordance with the applicable remuneration regulations and restrictions applying to the financial sector. A remuneration package for all staff may consist of the following components (depending on local market practice):

- Fixed remuneration;
- Variable remuneration;
- Pension contribution;
- Benefits and other entitlements.

ABN AMRO takes into account relevant business dynamics (e.g. market conditions, local labour legislation and tax legislation) when deciding on the composition of remuneration packages. Globally, any and all variable remuneration is capped at 100% of the fixed remuneration. In the Netherlands, a small group of employees receive variable remuneration, which is capped at 20% of the fixed remuneration, unless the average 20% exception is applicable.

The award of performance-related variable remuneration is linked to the performance of the bank and the underlying client units and functions. As ABN AMRO's financial results in 2023 improved in comparison to 2022, the 2023 performance-related variable remuneration – including performance-related variable remuneration for Identified Staff – amounted to EUR 64 million in 2023 (2022: EUR 53 million). Total retention payments in 2023, mainly relating to the wind-down of certain non-European Corporate Banking activities, amounted to EUR 13 million in 2023 (2022: EUR 27 million). The wind-down of the non-European Corporate Banking activities was completed by the end of 2023. In addition, sign-on payments in 2023

amounted to EUR 1 million (2022: EUR 1 million). Total variable remuneration awarded to all staff globally in 2023 (consisting of various types of variable remuneration, as described above) amounted to EUR 78 million (2022: EUR 81 million). The decrease in total variable remuneration was mainly caused by the lower retention payments in 2023.

### Remuneration details of Identified Staff

Variable remuneration is awarded to Identified Staff in line with the terms and conditions of ABN AMRO's Variable Compensation Plan, which implements the applicable remuneration restrictions on variable remuneration. The variable remuneration is split into an upfront award of 60% and a deferred award of 40%. Deferred variable remuneration in the current Variable Compensation Plan (current version applicable since 29 December 2020) vests in equal instalments in the four years after the first payment. Both the upfront

award and the deferred award consist of a 50% cash award and a 50% non-cash award. The instrument underlying the non-cash award consists of performance certificates. The value of the performance certificates depends on the share price of ABN AMRO and therefore fluctuates in line with the market. The value of the performance certificates is paid out in cash. A one-year retention period applies to the non-cash award.

The remuneration details of Identified Staff are specified in the various tables below.

### Tables - Remuneration details of Identified Staff

The following tables contain remuneration details of Identified Staff. The first table is the segregated overview of the number of Identified Staff and their aggregated remuneration (in thousands) at each client unit/function.

	2023		2022	
	Number of FTEs (Identified Staff) <sup>2</sup>	Aggregated remuneration (in thousands)	Number of FTEs (Identified Staff) <sup>2</sup>	Aggregated remuneration (in thousands)
Personal & business banking	40	10,084	56	11,593
Wealth management	36	12,591	32	10,442
Corporate banking	90	39,536	108	38,154
Group Functions <sup>1</sup>	176	46,133	158	44,741
<b>Total</b>	<b>342</b>	<b>108,343</b>	<b>354</b>	<b>104,930</b>

<sup>1</sup> Executive and Supervisory Board members are included under Group Functions.

<sup>2</sup> The number of FTEs includes all employees that were Identified Staff during the year (including leavers).

The following two tables contain an overview of the number of employees where total annual remuneration attributed to the financial year (including, for example, severance payments) exceeds EUR 1 million.

The first table specifies the number of employees per client unit/function. The second table specifies the number of employees per organisational level.

(in FTE)	Remuneration in millions <sup>3</sup>							
	1-1.5	1.5-2	2-2.5	2.5-3	3-3.5	3.5-4	4-4.5	>4.5
Personal & business banking								
Wealth management								
Corporate banking <sup>1</sup>	2	2	1					
Group Functions <sup>2</sup>	1							

<sup>1</sup> The remuneration of Corporate banking staff exceeded the threshold of EUR 1 million, because of the payment of salary, retention and severance due to the winddown of the non-European Corporate Banking activities. This concerns employees with a foreign contract.

<sup>2</sup> Executive and Supervisory Board members are included under Group Functions. In 2023, the remuneration of the CEO exceeded EUR 1 million.

<sup>3</sup> The remuneration in this table reflects the amounts attributed to financial year 2023, in accordance with the EBA requirement. Please note, that the remuneration disclosures in the tables Remuneration of Executive Board and Supervisory Board, represent the remuneration allocated to the financial year in accordance with EU IFRS.

(in FTE) <sup>1</sup>	Remuneration in millions <sup>3</sup>							
	1-1.5	1.5-2	2-2.5	2.5-3	3-3.5	3.5-4	4-4.5	>4.5
Executive Board	1							
CLA+								
Other Identified Staff <sup>2</sup>	2	2	1					

<sup>1</sup> Identified staff only.

<sup>2</sup> The remuneration of Other Identified Staff exceeded the threshold of EUR 1 million, because of the payment of salary, retention, and severance due to the winddown of the non-European Corporate Banking activities. This concerns employees with a foreign contract.

<sup>3</sup> The remuneration in this table reflects the amounts attributed to financial year 2023, in accordance with the EBA requirement. Please note, that the remuneration disclosures in the tables Remuneration of Executive Board and Supervisory Board, represent the remuneration allocated to the financial year in accordance with EU IFRS.

The table below provides an overview of the total remuneration, specified per type of remuneration (i.e. fixed or variable). For the variable remuneration, the

amounts are further specified in the relevant cash and non-cash components in line with the Variable Compensation Plan.

	Number of FTEs (identified staff)		Aggregated remuneration (in thousands)
	SB, ExBo and CLA+	Other identified staff	
Fixed remuneration over 2023	128	214	96,801
Variable remuneration over 2023 <sup>1,2</sup>	91	80	11,542
- of which in cash			5,879
- of which in non-cash instruments			5,663
- of which unconditional (up-front payment)			7,012
- of which conditional (deferred payment)			4,530
Retention payments over 2023		7	2,168
Sign-on payments over 2023	2		125
Severance payments over 2023 <sup>3</sup>	7	6	4,063

<sup>1</sup> Retention payments and sign-on payments are also included in the total variable remuneration over 2023.

<sup>2</sup> Due to their specific nature, certain variable compensation elements are paid out in cash and are not or only partially subject to deferral.

<sup>3</sup> The highest severance pay amounted to EUR 675 thousand.

For Identified Staff, 50% of the variable remuneration is awarded in the form of a non-cash instrument. From performance year 2020, the non-cash instrument has changed from depositary receipts to performance certificates. The table below reflects the number of all

non-cash awards that were in place on 31 December 2023 for performance years 2017 to 2022 (inclusive). According to the Variable Compensation Plan, the value of a non-cash award equals the value of one share of ABN AMRO.

(In thousands of DRs and PCs)	2023	2022
<b>Outstanding at 1 January</b>	<b>746</b>	<b>854</b>
Granted during the year	292	385
Forfeited during the year	21	11
Paid out during the year cash	363	444
Paid out during the year DRs and PCs	6	38
Less: total paid out/forfeited	-389	-493
<b>Outstanding at 31 December</b>	<b>649</b>	<b>746</b>

### Malus assessment in 2023

ABN AMRO has several risk-mitigating measures in place that apply to variable remuneration. As part of our end-of-year process, an ex-ante and ex-post risk assessment are conducted. A malus (downward adjustment of variable remuneration that has not yet been paid out) and/or clawback (clawing back variable remuneration that has already been paid out) may be applied. To this extent, the following criteria are used:

- evidence of misconduct or serious error by the staff member (e.g. breach of a code of conduct or other internal rules, especially concerning risks);
- a significant downturn in the financial performance of the institution or client unit/function (based on specific indicators);
- a significant failure of risk management in the institution or client unit/function in which the Identified Staff member works;
- significant changes in the institution's economic or regulatory capital base.

The Executive Board and Supervisory Board decide on the application of a malus based on the advice of Risk, Compliance and Audit, with input from other ABN AMRO departments (e.g. HR and Finance).

The malus assessment for 2023 relates to the vesting of:

- The first tranche of deferred variable compensation for the 2022 performance period;
- The second tranche of deferred variable compensation for the 2021 performance period;
- The third tranche of deferred variable compensation for the 2020 performance period.

The Supervisory Board concluded, after an assessment against the malus criteria as stipulated above, that no malus will be applied for performance year 2023.

## Performance indicators for Identified Staff

The Together & Better process has been slightly adjusted for Identified Staff (at CLA and CLA+ level) to meet specific legal requirements for this group. A specific KPI framework applies to Identified Staff (CLA and CLA+); this is linked to ABN AMRO's bank-wide strategic KPIs and has been approved by the Executive Board and Supervisory Board. As required by law, at least 50% of the targets are non-financial. For 2023, the group non-financial KPIs consisted of sustainability assets and relational Net Promoter Score (rNPS). The group financial KPIs were the cost/income ratio and net growth in strategic segments. The non-financial KPIs for the client

units and functions were the results of the Employee Engagement Survey and rNPS, and the financial KPIs were cost level, net growth in strategic segments and segment ROE. At the individual level, objectives were set for results, behaviour and development. Identified Staff members receive a final performance score after each performance year, conveying the desired compliance and risk culture, which is taken into account at client unit/ function and individual level. From a job level perspective, as specified in the table below, there are three groups of Identified Staff, each of which has its own KPI weight bandwidths and allocation between financial and non-financial KPIs.

	Weighting Executive Board <sup>4</sup>	Weighting CLA+ identified staff	Weighting CLA identified staff
Organisation level KPIs	40-65%	10-30%	10-22%
Client unit and function level KPIs	0-25%	30-50%	18-30%
Individual KPI	35%	40%	60%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>
- of which financial <sup>1,3</sup>	20-30%	30%	18-19%
- of which non-financial <sup>2,3</sup>	70-80%	70%	81-82%

<sup>1</sup> Financial KPIs include a selection of Cost/income ratio, net growth, Cost level and Segment return on equity (ROE).

<sup>2</sup> Non-financial KPIs include (for Executive Board): Sustainability, Employee Engagement, House in Order, NPS, Permanent Education, behaviour and diversity. For CLA+ and CLA Identified staff, the non-financial KPIs are Sustainability assets, rNPS, EES, result, behaviour and development.

<sup>3</sup> The mix and weighting of KPIs are tailored to specific function of the Executive Board member of identified staff member.

<sup>4</sup> The CEO has KPIs on an individual and organisation level only.

## Executive Board

### Executive Board Remuneration Policy

The Executive Board Remuneration Policy was adopted by the Annual General Meeting on 22 April 2020 and took effect on 1 January 2020. The 2020 Executive Board Remuneration Policy is aligned with the Second Shareholders' Rights Directive while also fully observing the specific regulatory legislation on remuneration. This remuneration policy is established with due observance of the feedback received from internal and external stakeholders, including our Employee Council, various clients, the general public (via an IPSOS questionnaire), a representative number of shareholders and depositary receipt holders, NLF, Eumedion, VEB and proxy advisor ISS, following constructive engagements. This approach enabled ABN AMRO to take the views of a broad range of stakeholder groups into account in a consultative capacity. The Chair of the Remuneration Committee was thus able to obtain valuable feedback and explore ways of implementing our new remuneration policy to address areas of concern. This is in line with our continued commitment to good governance.

The policy provides for a collective indexation of salaries for the Executive Board members in line with the CLA for the Dutch banking sector (CLA Banken). In 2023, the CLA Banken provided for salary increases of 3.5% from

1 January 2023 and 1% from 1 July 2023. All members of the Executive Board decided to waive their right to the salary increase of 1% from 1 July 2023 of the CLA Banken.

### Executive Board Remuneration Policy - scenario analysis

Scenario analyses are the analyses conducted by the Supervisory Board at the time the remuneration policy was formulated and before determining the remuneration of individual Executive Board members. They show the possible outcomes of the variable remuneration components and the way in which these affect the remuneration of the Executive Board members. The Supervisory Board establishes whether the scenario analyses result in appropriate levels of remuneration, and whether remuneration is generally in keeping with the bank's risk appetite.

In line with the Code Banken, the total target remuneration of the Executive Board members is below the median in the relevant benchmarking population. Considering that no variable remuneration is awarded and the remuneration restrictions that apply to ABN AMRO, the Supervisory Board was of the opinion that scenario analyses had resulted in the appropriate levels of remuneration at the time the Executive Board Remuneration Policy 2020 was adopted and that

further scenario analyses were less relevant at the time. However, the Supervisory Board now notes that the remuneration of Executive Board is lagging behind the market.

The ongoing applicability of the fixed salary freeze and lack of variable remuneration due to the bonus prohibition may hamper the retention and future attraction of expert leaders (as well as other senior staff and other highly qualified employees). In recent years, there appears to be an increasing discrepancy between the current remuneration levels of the Executive Board in comparison with the relevant benchmarking populations. This is an increasing concern for the Supervisory Board.

### Contractual elements

All members of the Executive Board have a services agreement (overeenkomst van opdracht) with ABN AMRO for an unlimited period of time, which constitutes the contractual relationship between ABN AMRO and the Executive Board member. The Executive Board member may terminate the agreement subject to a notice period of three months, whereas ABN AMRO must observe a notice period of six months. In the event of death or when the Executive Board member reaches the state pension age (AOW), the services agreement automatically ends by operation of law.

### Fixed remuneration

As long as the Dutch State holds an interest in ABN AMRO, the Executive Board members (and a specific group of senior staff) are not entitled to any increases in their fixed salary other than the increases provided for in the CLA for the Dutch banking sector. The fixed remuneration of the Executive Board was raised by 3.5% from 1 January 2023 in line with the CLA for the Dutch banking sector. As the Executive Board members all waived their right to the salary increase of 1% at 1 July 2023, as provided for in the CLA for the Dutch banking sector, there were no other adjustments to Executive Board salaries in 2023.

From 1 January 2023 to 31 December 2023:

- Member of the Executive Board: EUR 677,091 (EUR 797,589 for the CEO)

### Variable remuneration

Due to the above-mentioned bonus prohibition, the Executive Board members (and a specific group of senior staff) are not entitled to variable remuneration. As the bonus prohibition continued to apply in the 2023 performance year, the Executive Board did not receive any variable remuneration. The Executive Board members therefore received only their fixed remuneration.

### Benefits

The Executive Board participates in ABN AMRO's pension schemes applicable to all employees in the Netherlands. For pensionable salary up to the applicable threshold, which for 2023 amounted to EUR 128,810, a collective defined contribution (CDC) pension scheme applies. The total pension contribution is 37%, of which 5.5% is an employee contribution. The intended pension accrual is 1.875%, based on a pension age of 68. In 2023, the pension accrual was 1.875%. For pensionable salary in excess of EUR 128,810, Executive Board members (just like employees of ABN AMRO) receive a net pension allowance that can be used to accrue a net pension in a group defined contribution (DC) plan. The net pension allowance amounted to 30% in 2023.

In addition to pension benefits, Executive Board members are eligible for benefits such as a company car and a chauffeur.

### Severance

The remuneration policy for Executive Board members provides for a severance payment up to a maximum of one year's gross salary if their contract is terminated at ABN AMRO's initiative. The current Executive Board members all have the same contractual right to a severance payment equal to three months' gross fixed salary. No severance was awarded to Executive Board members in 2023. As Tanja Cuppen announced that she is not available for a third term of appointment, she is not entitled to a severance payment.

## 2023 Remuneration for the individual Executive Board members

2023

(In thousands)	Base salary	Variable remuneration <sup>4</sup>	Other short-term benefits <sup>5</sup>	Total short term benefits	Severance payments	Total pension-related contributions <sup>6</sup>		Total
						Post-employment pension (a)	Short-term allowances (b)	
R.A.J. Swaak, chair	798			798		35	201	1,034
D. Dorner, vice-chair	677		36	713		35	164	912
C. Bittner <sup>1</sup>	677		48	725		35	164	924
T.J.A.M. Cuppen	677		34	711		35	164	910
C. van der Hooft - Cheong	677		27	704		35	164	903
L. Kramer <sup>2</sup>	226		76	302		12	55	369
A. van Nimwegen <sup>1</sup>	56			56		3	14	73
F.G. Vaandrager <sup>1</sup>	451		15	466		24	110	600
A.M. Vreugdenhil <sup>1</sup>	677		24	701		35	164	900
<b>Total</b>	<b>4,916</b>		<b>260</b>	<b>5,176</b>		<b>249</b>	<b>1,200</b>	<b>6,625</b>

2022

R.A.J. Swaak, chair	771			771		32	197	999
L. Kramer, vice-chair <sup>2</sup>	654		133	787		32	162	981
C.M. Bornfeld <sup>2</sup>	218		45	263		11	54	327
T.J.A.M. Cuppen	654		34	688		32	162	881
D. Dorner	654		32	686		32	162	879
C. van der Hooft - Cheong	654		27	682		32	162	875
G.R. Penning <sup>2,3</sup>	927		62	989	164	46	227	1,426
A.M. Vreugdenhil <sup>1</sup>	545		18	563		26	135	724
<b>Total</b>	<b>5,077</b>		<b>351</b>	<b>5,428</b>	<b>164</b>	<b>241</b>	<b>1,260</b>	<b>7,093</b>

<sup>1</sup> The following members were appointed as an Executive Board member: A.M. Vreugdenhil (1 March 2022), C. Bittner (1 January 2023), F. Vaandrager (ad interim effective 1 May 2023 and permanent effective 16 November 2023) and A. van Nimwegen (1 December 2023).

<sup>2</sup> The following members left ABN AMRO: C.M. Bornfeld (1 May 2022), L. Kramer (stepped down as Executive Board member on 23 April 2023 and left ABN AMRO with effect from 1 May 2023) and G.R. Penning (stepped down as Executive Board member on 1 December 2022 and left ABN AMRO with effect from 1 June 2023).

<sup>3</sup> For G.R. Penning, all remuneration components (including severance, which is awarded in 2022 and paid in 2023) for the period until the end of his employment contract on 1 June 2023 are included above, in the year 2022. Compared to 2022 the figures changed regarding Other Short-term benefits for G.R. Penning. Remaining entitlement holiday leave for G.R. Penning paid at the end of his employment contract in 2023 have been adjusted accordingly, in the year 2022 (EUR 61,630).

<sup>4</sup> Owing to the Bonus Prohibition Act, the Executive Board members are not entitled to receive variable compensation. This prohibition has applied since the 2011 performance.

<sup>5</sup> Other short-term benefits consists of flight tickets, a housing allowance, compensation for lease car expenses, mortgage interest rate benefit and international schooling costs for Executive Board members' children when applicable. If applicable, the amount of the payment for remaining leave entitlement at the end of the employment contract are also included at Other short-term benefits.

<sup>6</sup> The Executive Board members participate in ABN AMRO Bank's pension plans for employees in the Netherlands. Total pension-related contributions refer to (a) the employer contribution to the pension fund (for the CDC pension scheme for pensionable income up to EUR 128,810 (2022: EUR 114,866) and (b) the arrangement in accordance with the ABN AMRO Collective Labour Agreement ('ABN AMRO CAO').

## 2023 Loans from ABN AMRO to Executive Board members

Executive Board members may obtain banking and insurance services from ABN AMRO and its subsidiaries

on the basis of regular applicable terms. Executive Board members do not receive privileged financial services. The loans included in the overview below are mortgage loans.

(In thousands)	2023			2022		
	Outstanding 31 December	Redemptions	Interest rate	Outstanding 31 December	Redemptions	Interest rate
D. Dorner <sup>1</sup>	442	21	2.6%	463	21	2.2%
C. van der Hooft - Cheong	1,428	131	2.7%	1,559	32	1.5%
F.G. Vaandrager <sup>1</sup>		118	3.8%			
G.R. Penning <sup>1,2</sup>				225	40	2.9%

<sup>1</sup> The following members were appointed: F.G. Vaandrager (ad interim per 1 May 2023 and permanent per 16 November 2023).

<sup>2</sup> G.R. Penning stepped down as Executive Board member on 1 December 2022 and left ABN AMRO as per 1 June 2023.



## Development of annual remuneration of Executive Board members

The following table shows the annual development in the remuneration of Executive Board members. The table shows how changes in annual remuneration relate to the previous year, to ABN AMRO's performance and to developments in the average employee remuneration. For a like-for-like comparison, the average employee remuneration is shown excluding social security

charges. The column 'Absolute change' shows the difference in the indicator over two periods in time, while the column 'Relative' shows the increase or decrease as a percentage.

Since 2021, other short-term benefits have been included in the disclosure of total Executive Board remuneration. The comparative figures are adjusted accordingly.

(in thousands)	Function	2018 - 2019		2019 - 2020		2020 - 2021		2021 - 2022		2022 - 2023		Reporting year
		Absolute	Relative	Absolute	Relative	Absolute	Relative	Absolute	Relative	Absolute	Relative	2023
<b>ExBo</b>												
R.A.J. Swaak, chair <sup>1</sup>	CEO			701	n/a	291	n/a	7	1%	35	4%	1,034
D. Dorner, vice-chair <sup>2</sup>	CCO					90	n/a	789	n/a	33	n.a.	912
L. Kramer, vice-chair <sup>3</sup>	CFO					558	n/a	422	n/a	-612	n.a.	369
C. Bittner <sup>4</sup>	CI&TO									924	n.a.	n.a.
T.J.A.M. Cuppen <sup>5</sup>	CRO	26	3%	7	1%	-15	-2%	5	1%	29	3%	910
C. van der Hooft - Cheong <sup>6</sup>	CCO					89	n/a	786	n/a	28	n.a.	903
A. van Nimwegen <sup>7</sup>	COO									73	n.a.	n.a.
F.G. Vaandrager <sup>8</sup>	CFO									600	n.a.	n.a.
A.M. Vreugdenhil <sup>9</sup>	CCO							724	n/a	176	n.a.	900
<b>Company performance</b>												
Profit		-304	-13%	-2,091	-102%	1,279	n/a	634	51%	829	44%	2,697
Cost/Income ratio		2.4%	4%	5.2%	8%	10.0%	15%	-7.2%	-9%	-8.5%	-12%	60.7%
Return on Equity		-1.4%	-12%	-108.0%	-108%	6.7%	n/a	2.8%	48%	3.6%	41%	12.2%
<b>Average employee remuneration</b>												
		3	3%	-5	-5%	4	4%	4	4%		-0%	107

<sup>1</sup> R.A.J. Swaak joined the Executive Board on 22 April 2020.

<sup>2</sup> D. Dorner joined the Executive Board on 24 November 2021.

<sup>3</sup> L. Kramer joined the Executive Board on 1 June 2021, stepped down on 23 April 2023 and left ABN AMRO as per 1 May 2023.

<sup>4</sup> C. Bittner joined the Executive Board on 1 January 2023.

<sup>5</sup> T.J.A.M. Cuppen joined the Executive Board on 1 October 2017.

<sup>6</sup> C. van der Hooft-Cheong joined the Executive Board on 24 November 2021.

<sup>7</sup> A. van Nimwegen joined the Executive board on 1 December 2023.

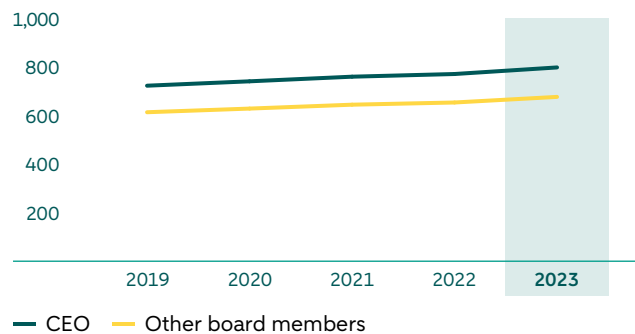
<sup>8</sup> F.G. Vaandrager joined ad interim the Executive board on 1 May 2023 and permanent on 16 November 2023.

<sup>9</sup> A.M. Vreugdenhil joined the Executive Board on 1 March 2022.

The 5-year development of the annualised base salary of the CEO and other Executive Board positions is shown in the graph. Due to the bonus prohibition, the fixed remuneration of the Executive Board is increased only by the collective increase agreed in the CLA for the Dutch banking sector as at 1 January 2023, resulting in an almost straight line in recent years, as depicted in the graph.

## 5-year annualised average base salary – Executive Board

(in thousands)



**Pay ratio**

The pay ratio is the comparison between the total annual remuneration of the CEO and the average salary of all ABN AMRO employees. In line with our overall remuneration philosophy, we strive for a moderate pay ratio. The salary of our CEO does not fluctuate as it has been set in line with the Executive Board Remuneration Policy and does not contain any variable elements.

The ratio of the mean annual employee remuneration and the total annual remuneration of the CEO has been calculated in line with the Corporate Governance Code 2022, whereby temporary agency workers and external contractors have been excluded. The ratio in 2023 was 8.96. The ratio represents the CEO’s total remuneration, including pension costs and social security charges, divided by the mean employee remuneration including pension costs and social security charges during 2023. The average annual remuneration of the employees is determined by dividing the total wage costs in the financial year (as included in the consolidated financial statements) by the average number of FTEs during the financial year. This ratio is considered to be a fair reflection of ABN AMRO’s current position, also considering the specific remuneration restrictions that are applicable.

Since 2021, in line with the Guidance from the Corporate Governance Code Monitoring Committee, social security charges have been taken into account, whereas these charges were not taken into account in previous years. The pay ratio at ABN AMRO is substantially lower than in other AEX and AMX companies. The ratios published in 2016, 2017, 2018, 2019, 2020, 2021 and 2022 were 11.4, 10, 9.6, 9.6, 10.2, 8.78 and 8.5 respectively.

**CEO pay ratio**



**2023 Performance of the Executive Board**

The annual KPI framework for the Executive Board is approved by the Supervisory Board. The performance criteria for Executive Board members are based on financial and non-financial measures at organisational, client unit/function and individual level, as set out in the Executive Board Remuneration Policy. The performance criteria and targets reflect and contribute to key elements of ABN AMRO’s strategy and sustainable long-term value creation, especially Sustainability and House in Order. Annual targets are set for all KPIs.

In consultation with all relevant ABN AMRO departments, the Supervisory Board continually monitors and assesses the Executive Board members’ performance on these KPIs and the targets set.

**KPI-setting and performance**

In 2023, all the financial KPIs were focused on sustainable long-term profitable growth, a healthy balance of capital and the need to control our costs in order to be sustainable. The scores are given within a 1-5 bandwidth, with a score of 1 being the lowest score, a score of 3 being defined as ‘meets requirements’ and a score of 5 being the highest score.

At an organisational level, the targets for the financial KPIs (ROE and cost/income ratio) were exceeded. The non-financial KPIs for Sustainability, Employee Engagement and House in Order focus specifically on ABN AMRO’s long-term strategy. The KPI for Sustainability and its targets and measures are linked to the Dow Jones Sustainability Index (DJSI). The S&P Global ESG Dow Jones Sustainability Index (DJSI) tracks the sustainability performance of leading companies per sector. Our ambitious target was to be in the top 5% of the DJSI, whereas we achieved a top 20% position, resulting in a score of 1. Our result on the DJSI indicates to which extent ABN AMRO deviates from the industry leader, which was 20% in 2023. This places us in the top 20% but also quite far from our target of scoring within 5% of the industry leader. Since we set this target in 2018, we noticed increased attention for sustainability performance in the sector which has made it a more challenging KPI for us. This year we will evaluate our target on sustainability, taking these and other developments into consideration. The KPI for Employee Engagement and its targets and measures are linked to the results obtained in the relevant annual employee engagement survey and focused on both short- and long-term achievements. The bank-wide Employee Engagement score of 82% resulted in a score of 4, compared with a score of 1 in 2022 (78% score). The KPI for House in Order means actively conveying the desired

compliance and risk culture, effective risk management and solution management. House in Order targets were exceeded, resulting in a score of 4.

At a client unit/function level, strict targets have been set to reduce costs. On average, financial targets were exceeded in 2023. Employee Engagement is measured at a client unit and function level, with an average score of 4 in 2023. With respect to the rNPS score, the results vary per client unit with an average score was 2, as clients are starting to appreciate the digital experience

we offer, but do not yet see us as a personal bank. At an individual level, KPIs are set with regard to House in Order, Permanent Education, Diversity and Behaviour. Individual House in Order targets were mostly exceeded. The average individual score of all Executive Board members was 3.

The overall assessment of the Supervisory Board is that, on average, all members of the Executive Board had good overall performance ratings in 2023.

Score 1-5	Type	KPI	Score 2023 <sup>2</sup>
<b>Organisation</b>			
	Financial	ROE	5
		Cost/income ratio	5
	Non-financial	Sustainability	1
		Employee engagement	4
		House in order	4
<b>Client unit and function</b>			
	Financial	Cost ceiling	4
		Strategic Value Creation: Net Growth strategic segments	3
	Non-financial	NPS	2
		Employee engagement	4
<b>Individual</b>			
	Financial	n/a	
	Non-financial <sup>1</sup>		3

<sup>1</sup> The score is the average of the absolute individual score of all ExBo members.

<sup>2</sup> The Organisation and Business Line scores are the average scores per KPI. The weight/applicability of each KPI differs per ExBo member.

## Supervisory Board Supervisory Board Remuneration Policy

The remuneration of the Supervisory Board is set in line with the Supervisory Board Remuneration Policy. Consequently, a 3.5% indexation of the annual fees was applied with effect from 1 January 2023, as well as an increase of 1% with effect from 1 July 2023, in accordance with the CLA for the banking sector. In addition, a general indexation of 1.5% was applied from 1 January 2023.

### Fixed remuneration

The annual fees for 2023 were as follows:

*From 1 January 2023 until 1 July 2023:*

- Member of the Supervisory Board: EUR 58,493 (EUR 76,041 for the Chair)
- Member of a Committee: EUR 14,623 (EUR 17,548 for the Chair)

*From 1 July 2023 until 31 December 2023:*

- Member of the Supervisory Board: EUR 59,078 (EUR 76,801 for the Chair)
- Member of a Committee: EUR 14,769 (EUR 17,734 for the Chair)

The remuneration for Supervisory Board committee membership is limited to two committee memberships, despite each member sitting on two or three committees in 2023. ABN AMRO does not grant any variable remuneration or equity to Supervisory Board members. Supervisory Board members are appointed by the General Meeting upon nomination by the Supervisory Board. The initial appointment period is four years unless a shorter period is set at the time of appointment. Supervisory Board members can be reappointed. Details of the remuneration of the individual members of the Supervisory Board are provided in Note 36 and Note 38 to the Consolidated Annual Financial Statements.

## 2023 Remuneration for the individual Supervisory Board members

(In thousands)	2023 <sup>3</sup>	2022 <sup>3</sup>
T. de Swaan, chair	109	103
A.C. Dorland, vice-chair	91	86
W.J.M. Devriendt <sup>1</sup>	64	
L.J. Griffith	88	83
M.P. Lap	88	83
S.A.C. Russell <sup>1</sup>	91	60
A.M. Storåkers <sup>2</sup>	28	86
M.L. Tannemaat	88	83
J.S.T. Tiemstra <sup>2</sup>		26
F. de Vries <sup>1</sup>	36	
<b>Total</b>	<b>683</b>	<b>610</b>

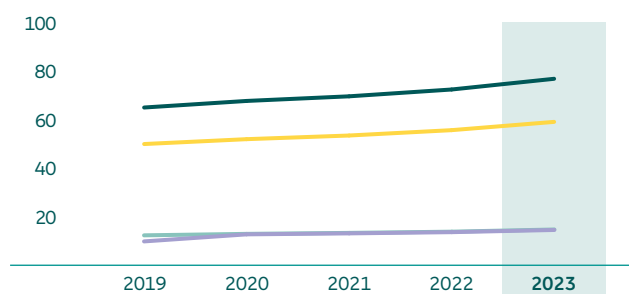
<sup>1</sup> The following members were appointed as a member of the Supervisory Board: W.J.M. Devriendt (19 April 2023), F. de Vries (29 June 2023) and S.A.C. Russell (20 april 2022).

<sup>2</sup> The following members stepped down as a member of the Supervisory Board: A.M. Storåkers (19 April 2023) and J.S.T. Tiemstra (20 april 2022).

<sup>3</sup> Remuneration amounts excluding VAT.

### 5-year annualised average base salary – Supervisory Board

(in thousands)



- Chair SB
- Member SB
- Audit/Risk & Capital Committee
- Remuneration Committee/Nomination Committee

### 2023 Loans from ABN AMRO to Supervisory Board members

Supervisory Board members may obtain banking and insurance services from ABN AMRO and its subsidiaries on the basis of regular applicable terms. Supervisory Board members do not receive privileged financial services. The loans included in the overview below are mortgage loans.

(In thousands)	2023			2022		
	Outstanding 31 December	Redemptions	Interest rate	Outstanding 31 December	Redemptions	Interest rate
T. de Swaan	1,580	6	1.0%	1,586	5	1.0%
L.J. Griffith					339	1.8%
S.A.C. Russell <sup>1</sup>	370		2.1%	370		2.1%
M.L. Tannemaat	707	8	1.7%	715	57	1.7%
F. de Vries <sup>1</sup>	819		2.6%			

<sup>1</sup> The following members were appointed as a member of the Supervisory Board: S. Russell (20 April 2022) and F. de Vries (29 June 2023).

### Stakeholder views

#### Annual General Meeting 2023

During the Annual General Meeting of 19 April 2023, the 2022 remuneration report was put to an advisory vote, with 99.31% of the votes cast being in favour of a positive advice. ABN AMRO was pleased to note the positive advisory vote.

During the Annual General Meeting in 2023, a question was raised about how the interest rate of the mortgage of Tom de Swaan was established. The answer to this question was that the mortgage was taken out a long time ago, when Tom de Swaan was still an ABN AMRO employee under the terms and conditions then in force. No specific mortgage arrangements are available for members of the Supervisory Board.

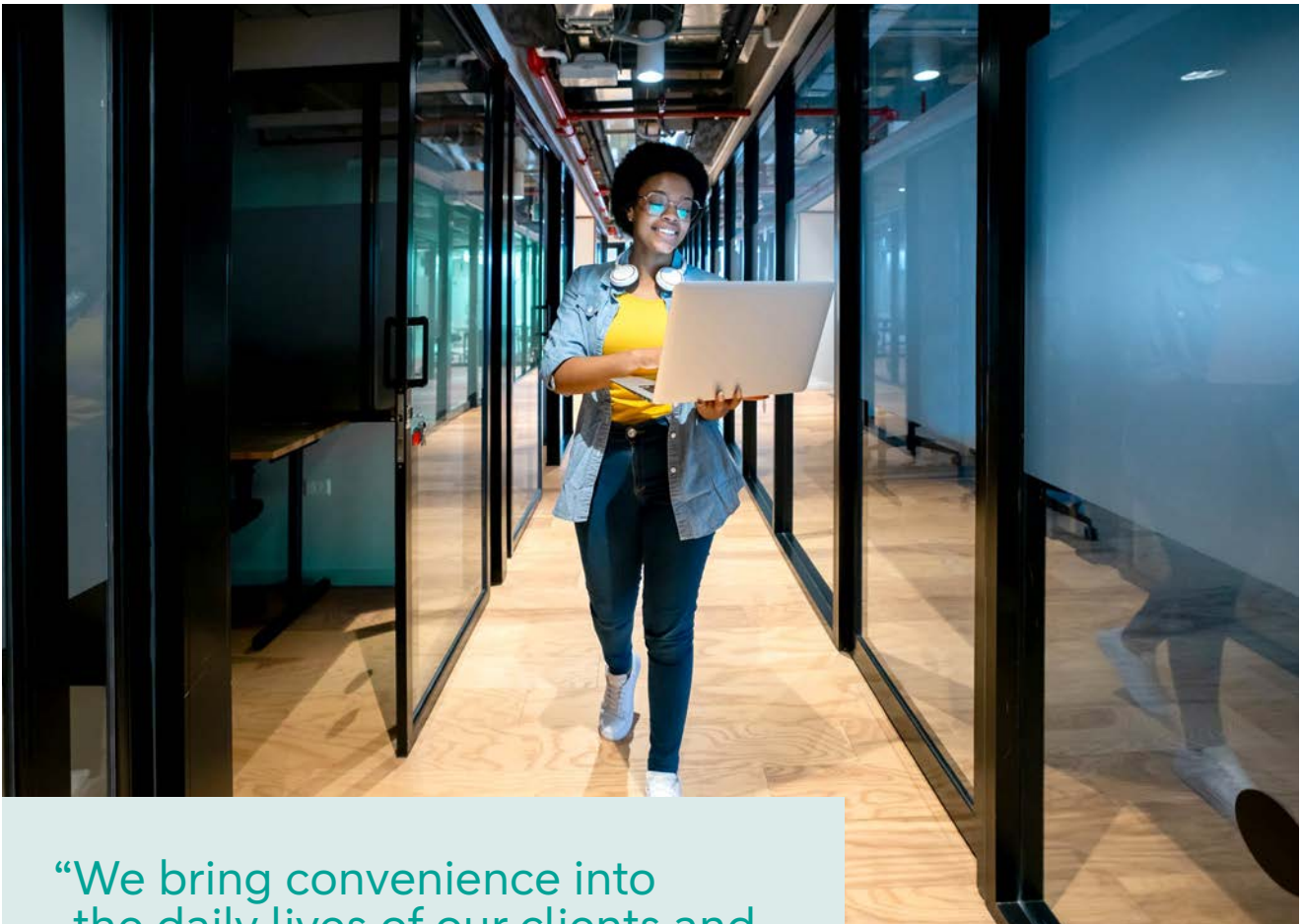
### Employee Council meetings in 2023

As employee participation is shaped around the organisational structure of ABN AMRO, the organisational changes in 2022 also resulted in a reassessment of the structure of the various Employee Councils. This resulted in the number of Employee Councils being reduced from four to two. In 2023, ABN AMRO now has a general Employee Council (Raad van Medewerkers), a European Staff Council (at European level) and two separate Employee Councils (the Commercial Council and the Enablers Council). Separate employee representation is organised at a subsidiary level and at offices outside the Netherlands. Elections were held in spring 2023 and 45 new Employee Council members were installed on 1 July 2023.

With regard to remuneration policies and practices, the relevant Employee Council is updated annually on ABN AMRO's remuneration policies and practices, for example with regard to developments in equal pay. In the event of changes to the remuneration

policies that are subject to the right of consent, the relevant Employee Council is involved accordingly. The Employee Council was also involved in establishing the remuneration policies for the Executive Board and Supervisory Board, which will be submitted to the 2024 Annual General Meeting for approval. In 2023, the Dutch Employee Councils received a total of 68 requests for advice, 26 requests for consent and 57 information memoranda.

Normally, an Employee Council meeting is held with the Executive Board and the Supervisory Board once a year. Due to calendar issues, however, no meeting was held in 2023. Two meetings will consequently be planned in 2024. Twice a year, the Employee Council has a meeting with the Supervisory Board members nominated by the Council. This is in addition to the quarterly Employee Council meeting with the CEO, the minutes of which are shared with the Supervisory Board members nominated by the Employee Council.



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