

Convening notice

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

Convening notice for the Annual General Meeting 2022 of ABN AMRO Bank N.V.

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 20 April 2022 at 2:00 pm (CET) at the head office of ABN AMRO, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (de **General Meeting**).

The General Meeting can be followed live via a video webcast on 20 April 2022 at www.abnamro.com/generalmeeting. The meeting documents are available on this website as well.

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Attendance

Shareholders and depositary receipt holders have the choice of attending the General Meeting in person or virtually. This combination makes this General Meeting a hybrid meeting.

Remote participation is available to all shareholders and depositary receipt holders in the following ways (see also under Additional information on page 13):

- you can vote directly on the items on the agenda by means of **an electronic or written proxy**; or
- you can attend the General Meeting virtually via the online platform at www.abnamro.com/evoting details of which will be provided to those shareholders and depositary receipt holders who are registered and have registered in good time for the meeting. This only applies to the extent that the shareholder's or depositary receipt holder's intermediary enables online voting.

ABN AMRO stresses the importance of the health guidelines of the Dutch government to limit the consequences of the Covid-19 pandemic to a minimum. Therefore, ABN AMRO urges shareholders and depositary receipt holders to observe the governmental guidelines in this respect. ABN AMRO calls upon shareholders and holders of depositary receipts to virtually attend the meeting or provide voting instructions in case of Covid-19 related complaints.

The temporary law regarding Covid-19 currently allows for the General Meeting to be held entirely virtually. It is expected that this will still be possible on the day of the General Meeting. In connection with developments regarding Covid-19, ABN AMRO may decide to hold a fully virtual General Meeting of Shareholders without personal attendance. ABN AMRO will notify the shareholders and depositary receipt holders via the website no later than 48 hours before the time of the General Meeting if the hybrid set-up of the General Meeting is changed from a hybrid to an exclusively virtual meeting.

Shareholders and depositary receipt holders who wish to ask questions are requested to submit questions about items on the agenda one week prior to the General Meeting where possible, but no later than three days prior to the General Meeting, by e-mail to: generalmeeting@nl.abnamro.com. ABN AMRO will answer these questions, including any follow-up questions - thematic or clustered - during the General Meeting, in addition to any questions received via the live chat and questions from the floor.

Shareholders and depositary receipt holders who attend the General Meeting virtually via the online platform at www.abnamro.com/evoting will in addition have the opportunity during the General Meeting to ask questions about the items on the agenda via the live chat. These questions will only be visible to ABN AMRO. The chair of the General Meeting shall ensure the orderly and efficient conduct of the meeting. In the interest of the order of the meeting, he may, among other things, limit the number of questions and cluster questions (thematically or otherwise).

Agenda

1. OPENING AND ANNOUNCEMENTS

2. ANNUAL REPORT, CORPORATE GOVERNANCE AND ANNUAL FINANCIAL STATEMENTS

- (a) Report of the Executive Board for 2021 (**discussion item**)
- (b) Sustainability (**discussion item**)
- (c) Report of the Supervisory Board for 2021 (**discussion item**)
- (d) Presentation by the Employees Council (**discussion item**)
- (e) Corporate Governance (**discussion item**)
- (f) Remuneration Report for 2021 (**advisory voting item**)
- (g) External auditor's presentation and Q&A (**discussion item**)
- (h) Adoption of the audited 2021 Annual Financial Statements (**voting item**)

3. RESERVATION- AND DIVIDEND POLICY, DIVIDEND

- (a) Reservation- and dividend policy (**discussion item**)
- (b) Dividend proposal (**voting item**)

4. DISCHARGE

- (a) Discharge of each member of the Executive Board in office during the financial year 2021 for the performance of his or her duties during 2021 (**voting item**)
- (b) Discharge of each member of the Supervisory Board in office during the financial year 2021 for the performance of his or her duties during 2021 (**voting item**)

5. REPORT ON FUNCTIONING EXTERNAL AUDITOR

Report on functioning of external auditor (**discussion item**)

6. COMPOSITION OF THE SUPERVISORY BOARD

- (a) Notification of Supervisory Board vacancies (**discussion item**)
- (b) Opportunity for the General Meeting to make recommendations, with due regard to the profiles (**discussion item**)
- (c) Opportunity for the Employees Council in order to explain the position statements (**discussion item**)
- (d) (Re-)appointment of members of the Supervisory Board:
 - i. Re-appointment of Tom de Swaan as a member of the Supervisory Board (**voting item**)
 - ii. Explanatory notes and motivation by Sarah Russell (**discussion item**)
 - iii. Appointment of Sarah Russell as a member of the Supervisory Board (**voting item**)

7. ISSUANCE OF NEW SHARES BY ABN AMRO 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 CONCLUSION

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 for 2021

Please refer to the Strategy & Performance section included on pages 30 through 44 and the Risk, Funding & Capital sections included on pages 83 through 186 in the Annual Report of ABN AMRO for the financial year ending 31 December 2021 (**Annual Report 2021**).

Agenda item 2(b)

Sustainability

Please refer to the Strategy Value Creation & performance section included on pages 30 through 43 and the Sustainability Risk section included on pages 165 through 179 of the Annual Report 2021.

Agenda item 2(c)

Report of the Supervisory Board for 2021

Please refer to the report of the Supervisory Board included on pages 220 through 231 of the Annual Report 2021.

Agenda item 2(d)

Presentation Employees Council

In accordance with the covenant between the Employee Council and ABN AMRO the Chair of the Employee Council is given the opportunity to address the General Meeting and provide a position statement on the state of affairs at ABN AMRO.

Agenda item 2(e)

Corporate Governance

Please refer to the Leadership & Governance section as included on pages 206 through 219 in the Annual Report 2021.

Agenda item 2(f)

Remuneration report for 2021

The remuneration report for 2021 will be discussed and submitted to the General Meeting for an advisory vote. Reference is made to the 2021 remuneration report on the corporate website www.abnamro.com/remuneration, which is also included in the 2021 Annual Report from page 236 through 251. The 2021 remuneration report is included in the meeting documents for the General Meeting. ABN AMRO will explain in its 2022 remuneration report how it has acted on the advice of 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 2021 remuneration report on behalf of the General Meeting. The resulting advice of the General Meeting is non-binding.

Agenda item 2(g)

External auditor's presentation and Q&A

EY, as ABN AMRO's external auditor for the annual financial statements as included in the 2021 Annual Report on pages 262 through 367 (the **2021 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(h)

Adoption of the audited 2021 Annual Financial Statements

It is proposed to adopt the audited 2021 Annual Financial Statements.

Agenda item 3

Reservation and dividend policy, dividend

Please refer to pages 155 of the 2021 Annual Report.

Agenda item 3(a)

Explanation of dividend policy

During the Investor Update of 30 November 2020 ABN AMRO informed investors on the change of its 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 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. 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 3(b)

Dividend proposal

In line with our capital framework ABN AMRO proposes a final dividend of EUR 0.61 per share. In 2021 no interim dividend was paid in connection with the ECB recommendation which was still in force at the time.

Furthermore, we announced a EUR 500 million share buy-back programme, taking into account the number of shares for which the General Meeting granted authorisation on 21 April 2021 (10% of the issued share capital as at the date of the General meeting in 2021). The share buy-back programme started on 10 February 2022 and is expected to be completed by June 2022. The required capital for the share buy-back programme has been reserved and has already been excluded from the calculation of capital ratios at the end of 2021.

Agenda item 4

Discharge

Agenda item 4(a)

Discharge of each member of the Executive Board in office during the financial year 2021 for the performance of his or her duties during 2021

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 2021 to the extent apparent from the 2021 Annual Report, including

the 2021 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 2021 for the performance of his or her duties during 2021

It is proposed to discharge each member of the Supervisory Board (including those members of the Supervisory 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 2021 to the extent apparent from the 2021 Annual Report, including the 2021 Annual Financial Statements and from disclosures and statements made during the General Meeting.

Agenda item 5

Report on functioning of the external auditor

In accordance with article 9.2.4 of the articles of association of ABN AMRO (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 6

Composition of the Supervisory Board

Agenda item 6(a)

Notification of Supervisory Board vacancies (discussion item)

The current term of appointment of Tom de Swaan and Tjalling Tiemstra expires at the close of the General Meeting. They are each eligible for reappointment. Tjalling Tiemstra has indicated that he is not available for another period as member of the Supervisory Board, as he wishes to focus on other activities. At the request of the Supervisory Board, Tom de Swaan has indicated his willingness to extend his term as member of the Supervisory Board for a period of four years.

Since Tjalling Tiemstra will not apply for a new term there is a vacancy within the Supervisory Board for a candidate who (1) has knowledge of financial reporting; (2) has the ability to assess financial statements; (3) has experience in preparing, auditing, analysing and evaluating financial statements; (4) understands internal accounting controls; and (5) understands audit committee functions.

The Supervisory Board therefore started the search for a new supervisory member that resulted in the nomination of Sarah Russell as a new member of the Supervisory Board.

After the reappointment of Tom de Swaan and the appointment of Sarah Russell, around 60% of the seats on the Supervisory Board will be occupied by women and 40% by men. The gender diversity target to have at least one third of the seats in the Supervisory Board occupied by both genders has been amply achieved.

Agenda item 6(b)

Opportunity for the General Meeting to make recommendations, with due regard to the profiles (discussion item)

In accordance with article 2:158, paragraph 5 Dutch Civil Code, the Supervisory Board hereby grants the General Meeting the opportunity to recommend eligible candidates for nomination as Supervisory Board members for the two vacancies, with due observance of the Articles of Association, the collective profile of

the Supervisory Board, the individual profiles for the positions and subject to an integrity and suitability screening of any recommended candidate by the European Central Bank and other relevant regulators. The collective profile of the Supervisory Board as well as the individual profiles for the two vacancies are included in the meeting documents for the General Meeting.

Agenda item 6(c)

Opportunity for the Employees Council to elaborate on its position statements (discussion item)

In accordance with article 2:158 paragraph 4 and article 2:144a of the Dutch Civil Code, the Supervisory Board has requested the Employees Council to state its position on the proposed nomination for reappointment of Tom de Swaan and proposed appointment of Sarah Russell, as a member of the Supervisory Board for the period of four years. The positive statements of the Employees Council are included in the meeting documents for the General Meeting. The Chair of the Employees Council will have the opportunity to address the General Meeting and elaborate on the position statement on the proposed nomination for reappointment of Tom de Swaan and proposed appointment of Sarah Russell by the Supervisory Board.

Agenda item 6(d)

Re-appointment of Tom de Swaan as a member of the Supervisory Board (voting item)

In accordance with articles 7.6.3 and 7.6.5 of the Articles of Association of ABN AMRO, the Supervisory Board proposes to re-appoint Tom de Swaan (born in 1946, Amsterdam, the Netherlands; Dutch nationality) as a member of the Supervisory Board for a period of four years, effective after the close of the General Meeting and ending at the close of ABN AMRO's annual general meeting in 2026. If re-appointed, Tom de Swaan will continue to fulfil the position of chair of the Supervisory Board.

Tom de Swaan is being nominated for re-appointment on the basis of his in-depth knowledge of financial services, international companies; his successful track record, competencies and extensive experience; and the way in which he fulfils his role as chair of the Supervisory Board, chair of the Selection & Nomination Committee and member of the Remuneration Committee. The variety of his positions in the regulatory, financial, corporate and not-for-profit sectors shows his broad social orientation. As in the previous four years, his extensive knowledge and experience ensure he has the right skills to maintain a good and constructive relationship with the Executive Board and all stakeholders of ABN AMRO, among which customers, shareholders, supervisors and the public in general.

Further information on the proposed appointment

- **First appointment in the Supervisory Board:** 12 July 2018
- **Holding of shares and depositary receipts in ABN AMRO (date 9 March 2022):** Tom de Swaan has no shares or depositary receipts for shares in the share capital of ABN AMRO.
- **Reimbursement:** Tom de Swaan will as chair of the Supervisory Board, member and chair of the Selection & Nomination Committee and member of the Remuneration Committee receive a remuneration in conformity with the remuneration policy as adopted by the General Meeting on 22 April 2020. For more information reference is made to the remuneration policy of the Supervisory Board as published on www.abnamro.com/remuneration.
- **Independency:** Tom de Swaan is independent as required by best practice provision 2.1.8 of the Dutch Corporate Governance Code 2016. ABN AMRO applies best practice provision 2.1.9 which sets out that the chair of the supervisory board should not be a former member of the management board of the company. Although Tom de Swaan was a member of the managing board of the former ABN AMRO, the current ABN AMRO is the result of various legal and operational separations and combinations. The current ABN AMRO is a different entity than the former ABN AMRO Holding N.V. and former ABN AMRO Bank N.V. (renamed RBS N.V.)
- **Other current positions:**

- Stichting Holland Festival: member of the Supervisory Board
 - Stichting Nationale Opera & Ballet Fonds: chair of the board
 - Stichting Premium Erasmianum: member of the board
 - Akbank: member of the International Advisory Board
 - Stichting Fondsen Nederlands Kankerinstituut: chair of the board
 - Stichting tot Instandhouding van de Diergaarde van het Koninklijk Zoölogisch Genootschap Natura Artis Magistra: member of the counsel of advice
 - Stichting Liszt Concours: member of the board
 - The International Centre for Missing & Exploited Children: member of the Board of Directors
- Tom de Swaan fulfils the provisions relating to the limitation on the number of supervisory board positions in accordance with the requirements of CRD V as transposed into Dutch law.

For more information, reference should be made to the curriculum vitae of Tom de Swaan which has been included in the meeting documents for this General Meeting.

Agenda item 6(e)

Appointment of Sarah Russell as a member of the Supervisory Board (voting item)

In accordance with articles 7.6.3 and 7.6.5 of the Articles of Association of ABN AMRO, the Supervisory Board proposes to appoint Sarah Russell (born in 1962 at Melbourne, Australia; Australian nationality) as a member of the Supervisory Board. The appointment will be in force after the closure of this General Meeting; the term of appointment will end at the closure of the annual general meeting in 2026.

Under this agenda item, Sarah Russell will briefly introduce herself to the General Meeting before the voting on her appointment takes place.

During the past 40 years, Sarah has gained extensive experience in the financial markets of regulated institutions, of which the first 20 years in Australia and subsequently in Europe. Meanwhile, Sarah has been living in the Netherlands for more than 20 years. Sarah holds a master in Applied Finance from the Macquarie University in Sydney. Sarah has previously worked within ABN AMRO as Senior Executive Asset Management (from 2006-2008) and as Managing Director/Chief Financial Officer Wholesale Clients (from 2004-2005). She was CEO of Aegon Asset Management from 2010 to 2019 and a member of the management board of Aegon N.V. from 2016 to 2019. She is currently a member of the Supervisory Board of both APG Groep N.V. and APG Asset Management N.V. (since 2021), a non-executive director of Nordea Bank (2010 until 24 March 2022) and a supervisory board member of The Currency Exchange Fund (since 2019).

Sarah has gained extensive knowledge and experience in various managerial positions in financial services, accounting, asset management and risk management and meets the individual profile for a financial expert. She brings extensive experience as a financial executive through her long successful career and very relevant experience as a member of the Supervisory Board in other financial institutions. Given these qualities and experience, the Supervisory Board believes that Sarah is a good addition to ABN AMRO's Supervisory Board.

Further information on the proposed appointment

- **Holding of shares and depositary receipts in ABN AMRO (date 9 March 2022):** Sarah Russell has no shares or depositary receipts for shares in the share capital of ABN AMRO.
- **Reimbursement:** Sarah Russell will as a member of the Supervisory Board, member and chair of the Audit Committee and member of the Risk & Capital Committee receive a remuneration in conformity with the remuneration policy as adopted by the General Meeting on 22 April 2020. For more information, reference is made to the remuneration policy of the Supervisory Board as published on www.abnamro.com/remuneration.

- **Independency:** Sarah Russell is independent as required by best practice provision 2.1.8 of the Dutch Corporate Governance Code 2016.
 - **Other current positions:**
 - AGP Groep N.V. and APG Asset Management N.V.: member of the Supervisory Board
 - Ostrum Asset Management U.S.: member of the Supervisory Board
 - The Currency Exchange Fund: member of the Supervisory Board
- Sarah Russell fulfils the provisions relating to the limitation on the number of supervisory board positions in accordance with the requirements of CRD V as transposed into Dutch law.

For more information, reference should be made to the curriculum vitae of Sarah Russell which has been included in the meeting documents for this General Meeting.

The proposed appointment of Sarah Russell is subject to the approval of the ECB.

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 (NLF) and ABN AMRO sets out that, as long as NLF 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. If granted, this authorisation replaces the authorisation of the general meeting of 21 April 2021, albeit that the share buy-back programme announced on 9 February 2022 will be completed under the 2021 authorisation.

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 in order 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 for the claim.

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 2021 Annual Report (including the 2021 Annual Financial Statements);
- the 2021 remuneration report;
- the collective profile of the Supervisory Board as well as the individual profiles for the proposed re-appointment (chair Supervisory Board) and proposed appointment of a new member;
- the résumé of Tom de Swaan;
- the résumé of Sarah Russell;
- the position statements of the Employees Council for the proposed re-appointment of Tom de Swaan and proposed appointment of Sarah Russell;
- ABN AMRO's terms for a hybrid general meeting; and
- ABN AMRO's terms for a virtual general meeting.

As of today's date, these documents can be inspected and a copy can be obtained free of charge at our office (see address below) and by sending an email to the following address: generalmeeting@nl.abnamro.com.

Registration

Registration date

Any person is entitled to vote at and/or attend the General Meeting who, on **23 March 2022** at 5.30 pm (CET) and 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. 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. Depository receipt holders do not have to apply for a voting proxy from STAK AAB. By registering for the General Meeting depository 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 for attendance

Shareholders or depository receipt holders who wish to attend and/or exercise their voting rights at the General Meeting (in person, through virtual attendance or represented by a third party) are required to notify ABN AMRO ((Corporate Broking) at www.abnamro.com/evoting or through their intermediary. A shareholder or depository receipt holder who wishes to attend the General Meeting virtually via the online platform is also asked to provide his or her valid e-mail address, securities account and mobile phone number for authentication purposes.

Registration can take place from **24 March 2022 up to and including 13 April 2022, 5:30 pm (CET)**. The person concerned is requested to provide all necessary details.

On **14 April 2022 at 12:30 pm (CET)** at the latest, the intermediary in whose records the depository receipts holders are registered must supply ABN AMRO (Corporate Broking) with a statement at www.abnamro.com/intermediary to the effect that the number of depository 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) to efficiently verify their interest on the Registration Date

Attendance and voting

There are three ways of attending and voting at the meeting:

- A. by giving voting instructions via electronic or written proxy;
- B. by attending the meeting virtually; or
- C. by physically attending the meeting.

A. By giving voting instructions via electronic or written proxy

Any person who is entitled to vote at the General Meeting and has been duly registered in good time may submit his or her electronic voting instruction or voting form via www.abnamro.com/evoting or via www.abnamro.com/generalmeeting to the civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or a person deputising for them) or STAK AAB **from 24 March 2022 up to and including 13 April 2022, 5:30 pm (CET)** to vote on his or her behalf. The voting form needs to be received **at the latest by 13 April 2022, 5:30 pm (CET)**, at the return address specified on the form, together with a confirmation of the intermediary in relation to the number of depository receipts held by the depository receipt holder on the

Registration Date. Electronic voting instructions can be submitted until **13 April 2022, 5:30 pm (CET)**.

B. By attending the meeting virtually

ABN AMRO offers its shareholders and depositary receipt holders the possibility to attend the General Meeting virtually via the online platform as an alternative to attendance in person. 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.

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 **from 20 April 2022 12:00 pm (CET) until the start of the General Meeting at 2:00 pm (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 ask questions and will only be able to see, hear or otherwise follow the meeting.

Shareholders and holders of depositary receipts can follow the General Meeting on their smartphone, tablet, laptop or PC, and ask questions electronically via the online platform at www.abnamro.com/evoting. This applies only to the extent that the intermediary of the shareholder or depositary receipt holder enables online participation.

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 questions will only be visible to ABN AMRO. We aim to answer the questions we received via the live chat. If this is not reasonably possible, due to the number of questions, then in any case answers will be given as much as possible to follow-up questions of attendees who submitted questions in writing beforehand. The chair 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). In such case, the chair of the General Meeting will clearly indicate this, for example by indicating that only a certain number of questions can be asked, in person or via the chat.

ABN AMRO's terms and conditions for the hybrid General Meeting apply to shareholders and depositary receipt holders who wish to participate in the General Meeting via the online platform. 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. 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 deciding whether you intend to attend the General Meeting virtually. It is also recommended that you log in to the online platform at least 15 minutes before

the scheduled starting 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 (as detailed in ABN AMRO's terms and conditions for hybrid general meetings). If a shareholder or depositary receipt holder wishes to avoid such risks, he or she should issue voting instructions or attend the meeting in person.

C. By physically attending the meeting

Anyone who is entitled to attend the General Meeting and has registered correctly and on time will receive a registration certificate that also serves as an admission ticket to the General Meeting. Persons entitled to attend the General Meeting (or their representatives) must identify themselves at the meeting and take along a valid ID (passport, driving licence or identity card) in addition to their registration certificate.

Arrival at location and registration

To ensure smooth registration of the votes cast during the General Meeting, attendees who wish to vote during the General Meeting in person are requested to register for the General Meeting no later than **1:45 pm (CET)** at the registration desk. The registration desk is closed after **2:00 pm (CET)**.

If you come by car and have registered correctly and in time, you may park your car at ABN AMRO. This may be done at ABN AMRO's head office (Gustav Mahlerlaan 10, Amsterdam), or in a nearby car park. In the latter case, you will be issued with a free exit ticket. You need not notify your car's registration number beforehand.

Voting with tablet or smartphone

ABN AMRO offers the possibility to cast a vote with your own tablet or smartphone. To do so, you will need to go to the following website via your web browser: <https://web.lumiagm.com>

On this website you will be asked to enter a Meeting ID. This Meeting ID is valid only for this General Meeting. You will also be prompted to enter your username and password. You will receive your Meeting ID, username and password at the registration desk of the General Meeting. You can use the voting app only if you attend the General Meeting in person. Please make sure your smartphone or tablet is sufficiently charged. At the General Meeting, you will be able to use ABN AMRO's open Wi-Fi network

Miscellaneous

Issued share capital and number of votes

On the day of the convocation of the General Meeting, the total issued share capital of ABN AMRO amounts to 940,000,001 ordinary shares, of which 927,671,082 ordinary shares with voting rights.

Webcast

The entire General Meeting can be followed live in Dutch and in English via video webcast on 20 April 2022 at www.abnamro.com/generalmeeting.

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