

**Minutes**  
**Extraordinary General Meeting**  
**ABN AMRO Bank N.V.**

**Thursday 11**  
**September 2025**

**Minutes of Extraordinary General Meeting**

**ABN AMRO Bank N.V.**

**Head office of ABN AMRO, Gustav Mahlerlaan 10, Amsterdam**

(These minutes are a formal record of the proceedings of the meeting.)

**Thursday 11 September 2025, starting at 2 p.m.**

## **Agenda**

### **1. Opening and announcements**

### **2. Appointment of a new member of the Supervisory Board**

(a) Notification of a vacancy on the Supervisory Board (discussion item)

(b) Announcement to the General Meeting of the Supervisory Board's nomination of Daniel Hartert for appointment (discussion item)

(c) Opportunity for the General Meeting to make recommendations (discussion item)

(d) Explanation and motivation by Daniel Hartert (discussion item)

(e) Appointment of Daniel Hartert as member of the Supervisory Board (voting item)

### **3. Closing**

**Present:**

**The Supervisory Board:**

Mr de Swaan (Chair of the Supervisory Board, Chair of the Selection and Nomination Committee (Nomco) and Chair of this Extraordinary General Meeting) and Mr Dorland (outgoing member of the Supervisory Board).

**The Executive Board:**

Ms Bérard (Chair of the Executive Board)

**The new member to be appointed to the Supervisory Board:**

Daniel Hartert

**The secretary of the meeting:**

Ms Dorsman

**Civil-law notary**

Bart Jan Kuck (Zuidbroek Notarissen)

**The shareholders and depositary receipt holders:**

Two shareholder(s) or depositary receipt holder(s) are present or represented.

## 1. Opening and announcements

### Chair

It is two o'clock and I would like to welcome you all to this Extraordinary General Assembly. I am Tom de Swaan, Chair of the Supervisory Board, and I am here on behalf of the Supervisory Board. On my right is the Chief Executive Officer, Marguerite Bérard, on behalf of the Executive Board (ExBo), and Hanneke Dorsman, General Counsel and Company Secretary, will act as secretary for the meeting as usual. The civil-law notary Bart Jan Kuck, from Zuidbroek Notarissen, is here to supervise the proper conduct of the voting. Also present are Arjen Dorland, as the outgoing Supervisory Board member, and Daniel Hartert, who is the proposed new member of the Supervisory Board.

We would like to make a few housekeeping announcements. This is a physical meeting and in order to participate you must be here in person. As usual, the meeting is in Dutch and is being broadcast via the webcast in both Dutch and English. An audio recording of the entire meeting is made for the purpose of taking minutes. The minutes will be made available for comment on our website for three months, starting from 10 December 2025 at the latest, following which they will be adopted by the Secretary and myself.

The shareholders and depositary receipt holders were invited to attend this meeting in accordance with the law and the Articles of Association and did not submit any proposals for discussion at this meeting.

You can see that there is one voting item. All shareholders and depositary receipt holders who registered in time for the meeting have the opportunity to ask questions about the proposed appointment of Daniel Hartert as a member of the Supervisory Board under agenda item 2. We have not received any questions in advance. This concludes item 1 on the agenda.

## 2. Appointment of a new member of the Supervisory Board

### Chair

I will now move on to item 2. This consists of several parts and concludes with the appointment of the new member of the Supervisory Board.

### **a) Notification of a vacancy on the Supervisory Board (discussion item)**

### Chair

The first part concerns the notification of a vacancy on the Supervisory Board. Arjen Dorland's term of office as a member of the Supervisory Board ends at the closing of the 2026 Annual General Meeting. Arjen Dorland informed the Chair of the Supervisory Board - that's me - that he would not be available to serve another term and that he wanted to step down if a successor became available. In connection with this, a recruitment and selection process was launched in good time and we performed all the necessary actions, which included preparing a collective profile of the Supervisory Board and an individual profile for the vacancy. These profiles have been included with the meeting documents for this meeting. As you have read, the individual profile focuses on an expert in the industrial sector, an expert who possesses technical knowledge and experience in the field of ICT as well as strategic insight and a broad understanding of how ICT affects companies, strategies and business models.

Arjen Dorland will step down following the closing of this meeting after the meeting has appointed his successor. I will, of course, be saying a few words to Arjen Dorland at the end. Before I give you the opportunity to ask questions or make comments, I propose that we first move on to items 2(b) and 2(c), which are, respectively, the Supervisory Board's nomination of Daniel Hartert for appointment, and the opportunity for the General Meeting to make recommendations.

### **b) Announcement to the General Meeting of the Supervisory Board's nomination of Daniel Hartert for appointment (discussion item)**

### Chair

We'll start with 2(b), announcement of the nomination of Daniel Hartert for appointment. The Supervisory Board has decided to nominate Daniel Hartert as a member of the Supervisory Board. He has been nominated primarily for his in-depth knowledge of IT, digital data and business processes. He is an experienced Chief Information Officer (CIO) and Chief Executive Officer (CEO) with a proven track record across industries and geographical regions. He has advised organisations on cloud transformation, cybersecurity and artificial intelligence within businesses, and has recently worked as a non-executive board member,

senior adviser and investor. In his capacity as senior adviser, he offers strategic guidance and expert advice to the management boards of various organisations. He meets the requirements set out in the Supervisory Board's profile.

By appointing Daniel Hartert, the Supervisory Board will continue to meet the applicable gender diversity requirements. More information can be found in the résumé included with the documents. The Employee Council - Arlene Bosman is present, welcome - has been given the opportunity to nominate suitable candidates. It has not exercised its right of recommendation. The positive standpoint of the Employee Council has been included in the meeting documents. The ECB has also approved the appointment of Daniel Hartert as a member of the Supervisory Board.

**c) Opportunity for the General Meeting to make recommendations  
(discussion item)**

Chair

This brings us to item 2(c), the opportunity for the General Meeting to make recommendations. To date, ABN AMRO has not received any reasoned recommendations from its shareholders and depositary receipt holders for a nomination for the vacancy in question. I therefore assume that the General Meeting does not wish to make use of the right of recommendation, but I would still like to give the meeting the opportunity to do this, to ask questions or to make comments on this agenda item. No questions were received in advance. There are also no questions from the room. I therefore note that the General Meeting has not exercised its right of recommendation. This wraps up item 2(c), so we will now move on to the next item on the agenda.

**d) Explanation and motivation by Daniel Hartert (discussion item)**

Chair

This brings us to item 2(d). Daniel Hartert will now give an oral explanation of why he would like to become the new member of the Supervisory Board.

Mr Hartert

Thank you. Good afternoon, I'm delighted to be here. I'm Daniel Hartert. I was born in Heidelberg, in Germany, in 1958, and I've been married to my second wife for eleven years and I have three grown-up children. They all have their own lives now, with partners and careers of their own. My father and both my grandfathers were doctors, but I studied computer science and business in the mid eighties and I've spent almost my entire career since then in management positions in the areas of IT and process management.

Between 1999 and 2020 - that's a period of about 21 years - I held the position of CIO, first at Bertelsmann AG in Germany, then at Philips here in the Netherlands, and finally at Bayer AG. I was also the CEO of Philips Imaging Systems, a billion-dollar company that has its

headquarters in Boston in the US. I also held the position of CEO of Bayer Business Services, a global organisation with about 10,000 employees that provides services in the areas of transaction and transformation, finance, procurement, human resources, and mergers and acquisitions.

In those roles my main areas of focus and contributions related to major transformations, so organisational transformations, staff transformations, which were mostly due to globalisation, mergers and acquisitions, outsourcing and various digital transformation programmes, which started in the late nineties with the first e-commerce and media streaming platforms, and have included digitising areas such as pharmaceutical R&D, setting up digital propositions and implementing new digital business models.

Moreover, there was always a strong focus on achieving the greatest efficiency by continually optimising processes at organisations in order to deliver value at the lowest possible cost. I have also been directly involved in regulated companies, such as pharmaceutical companies and agricultural holdings, and ensured that the systems and processes concerned met the requirements of the regulatory authorities.

In the executive positions I held during a period of more than 20 years, I reported to the management boards of the companies concerned. I was a member of the Group Management Committee at Philips and the Arvato Board at Bertelsmann, and I worked closely with the Supervisory Boards of these companies in the context of M&A transformations, staff transformations and audit and risk committees, particularly in the areas of cybersecurity, business continuity and recovery planning.

An important aspect of my professional life is that I have not only worked in different parts of the world, such as Germany, the Netherlands and the US, but I have also had the opportunity to gain experience and get to know many different sectors, including important areas such as manufacturing, supply chains, services and consumer companies. My experience doesn't include financial services yet, but based on my existing experience I am convinced that I can make a contribution to help ABN AMRO become an even greater success. It is something I am proud of, and I am eager to play an active role in "Banking for better, for generations to come".

At the start of 2021, I began to make the move away from business towards a broader activity profile, which allows me to add value based on my past experience and my network, and these activities include strategic advice and thought leadership for various IT services and cybersecurity companies in the US and Europe. I served as a non-executive director on the board of a logistics company in Germany and I was also an investor and adviser for start-ups, especially in the field of green IT and AI.

Based on my broad experience, I'm convinced I can make a meaningful contribution as a member of the Supervisory Board of ABN AMRO, particularly in the area of the use of new

technologies to gain competitive advantage, and also in addressing legacy issues and complexity.

I have previously been actively involved in linking leadership programmes to value and remuneration systems, which provides a good basis for my role in the Remuneration Committee (Remco). As far as the Risk & Capital Committee (R&CC) is concerned, my background in cyber security and related areas will play an important role and I will be able to add a lot of value in those areas. I was closely involved in ESG issues at Bayer, and so I'm interested in contributing to the Sustainability Committee of the Supervisory Board (SSC), where I can put my experience to good use.

Finally, I'm very enthusiastic about returning to the Netherlands. It feels very good to be coming back in a demanding and professional context, because I really enjoyed my previous time in the Netherlands. Coincidentally, I still have the ABN AMRO account that I opened back then. I'd like to tell the Chair that I'm ready to answer any questions and I'd like to thank you all very much for listening.

Chair

Thank you very much, Daniel. Are there any questions? No questions. Thank you.

e) **Appointment of Daniel Hartert as member of the Supervisory Board (voting item)**

Chair

We will now move on to discuss item 2(e), the appointment of Daniel Hartert as a member of the Supervisory Board. If the result of the vote is positive, his appointment will become effective at the close of this meeting for a period of four years, ending at the close of the Annual General Meeting of ABN AMRO Bank in 2030. This agenda item is to be voted on.

In a few moments, it will no longer be possible for attendees of this meeting to cast any more votes. ABN AMRO's issued capital consists of 833,048,566 ordinary shares, of which 578,968,753 depositary receipts for ordinary shares have been issued. At this meeting, 3,317 shareholders and holders of depositary receipts are present in person or represented. They represent 599,128,623 votes, which corresponds to 72.06% of the total number of ordinary shares with voting rights.

The total number of voting rights on the registration date was not the same as the number stated in the notice convening this Extraordinary General Meeting. This is a consequence of ABN AMRO's share buyback programme. ABN AMRO has repurchased some of the shares and depositary receipts for shares in its own capital. Shareholders and holders of depositary receipts have been informed about the total number of shares and voting rights on the registration date through the ABN AMRO website and the Corporate Broking portal.



Prior to the meeting, shareholders and holders of depositary receipts had the opportunity to exercise their voting rights through e-voting. These votes will be included alongside the electronic votes cast during this meeting and will be reflected in the voting results at the end of this meeting.

I would now like to say a few words to Arjen Dorland, who is leaving us. Dear Arjen, now that you are leaving the Supervisory Board at ABN AMRO after serving two full terms, I would like to take a moment to sincerely thank you on behalf of all your colleagues, and also on behalf of the ExBo and the whole of the bank. You have been extraordinarily dedicated to the bank, as Vice-Chair of the Supervisory Board, as Chair of the RemCo, and as a member of the NomCo and the Audit Committee. You were a leading force at crucial times, and there were a lot of them while you were here, but you always stayed calm and objective, and in addition to possessing great expertise you were also incredibly pleasant to work with. To describe the past few years as challenging is an understatement, partly because the non-financial risks and technological issues for banks have increased enormously in recent years, and by that I am thinking - as Daniel mentioned in his introduction - of things like cybersecurity, data challenges, fraud risks and climate risks. Your expert input in areas such as IT, technology and data has been of great importance in enabling a balanced decision-making process where necessary. I would also like to emphasise your undiminished commitment to a diverse bank, in terms of gender and cultural backgrounds and social impact, because you are convinced that an organisation must reflect its customers, and diverse talent is indispensable for a healthy bank. In recent years, the bank has made tremendous progress in this area. To give you an example, in 2016 - the year you took office here - ABN AMRO's ExBo and Executive Committee consisted almost exclusively of men, but the gender split is now 50/50. I am convinced that a significant part of this shift is also due to your commitment and persistence. On behalf of all your colleagues I would like to thank you deeply for your fantastic work and dedication to ABN AMRO - and I would like to add a special personal thank you for being a great support to me. We all wish you every success and the best of health for the future.

Ladies and gentlemen, before we close the meeting I need to share with you the result of the vote. I can inform you that Mr Hartert was elected to the Supervisory Board by a large majority, 99.89% of the votes cast. Congratulations, and welcome to the Supervisory Board! We're delighted you're joining us and we look forward to working with you.

### 3. Closing

Mr Spanjer

This is not on the agenda, but may I also, on behalf of the depositary receipt holders, thank Mr Dorland for all his work?

Chair

You may. Noted, and he gratefully accepts them. Then I will close the meeting and thank everyone for attending and contributing to this meeting. Thank you very much. The meeting is closed.