



Position statement on proposed nomination supervisory board candidate ex article 2:158 section 4 an article 2:144a Dutch Civil Code

Datum: 13 april 2017

▶ RvM

▶ To: Ms Olga Zoutendijk

The Employee Council herewith renders its position on the proposed re-appointment to the Supervisory Board of ABN AMRO Group N.V. and ABN AMRO Bank N.V. of Prof. Dr. A. Roobeek

1. Introduction

The Employee Council of ABN AMRO received an invitation for a position statement in accordance with article 2:158 section 4 and article 2:144a of the Dutch Civil Code on the proposed re-appointment of Prof. Dr. A. Roobeek to the Supervisory Boards of ABN AMRO Group N.V. and ABN AMRO Bank N.V.. Her term shall be effective as of the closing of the General Meeting on 30 May 2017 and for such period until the Supervisory Board has decided upon the nomination of an eligible candidate with executive experience in banking (such period, for the avoidance of doubt, in any event not being longer than 4 years).

2. Findings and Conclusions

2. 1. Findings

1. Ms Roobeek was appointed to the Supervisory Board in 2010 pursuant to the enhanced recommendation right ('versterk aanbevelingsrecht') of the Employee Council
2. The Supervisory Board intends to appoint another member with senior executive banking and/or financial experience.
3. The Employee Council understood from Ms Roobeek that she is willing to extend her term until such time that a new member shall be appointed.
4. The Employee Council is pleased with the solution found by the Supervisory Board.
5. When Ms Roobeek steps down the Employee Council maintains its enhanced recommendation right.

2. 2. Conclusion

1. The Employee Council is glad that Ms Roobeek is willing to extend her term until a new member shall be appointed.
2. We advise the Supervisory Board to draft a new schedule of resignation.

3. Sources

1. Invitation for a position statement by Ms O. Zoutendijk.
2. Consultation with Ms Roobeek.
3. Consultation of the Employee Council 6th and 13th of April.

4. Draft Convocation for the General Meeting of 30 May 2017.