

Amsterdam, 13 March 2019

IR/Press release

ABN AMRO convenes 2019 Annual General Meeting

Today, ABN AMRO Group N.V. publishes the convocation and meeting materials for its 2019 Annual General Meeting, to be held in Amsterdam on Wednesday 24 April 2019. The meeting materials and the convocation, including the agenda and explanatory notes, are available on the ABN AMRO website (www.abnamro.com/generalmeeting).

The agenda includes the proposal to appoint Anna Storåkers and Michiel Lap as members of the Supervisory Board. Steven ten Have and Frederieke Leeflang have decided to step down as members of the Supervisory Board after the 2019 Annual General Meeting, subsequent to the appointment of Anna Storåkers and Michiel Lap.

Also on the agenda is the proposed legal merger of ABN AMRO Group N.V. and ABN AMRO Bank N.V. The proposed legal merger, which is subject to regulatory approval, will lead to a simplification of ABN AMRO Group N.V.'s corporate structure and aims to improve regulatory capital ratios (including the leverage ratio), optimise administrative processes and lower administrative costs. In the proposed merger ABN AMRO Group N.V. ceases to exist. As a result, shareholders in ABN AMRO Group N.V. become shareholders in ABN AMRO Bank N.V. Depositary receipts will represent shares in ABN AMRO Bank N.V. and retain their listing on Euronext Amsterdam. Holders of debt instruments continue to hold instruments issued by ABN AMRO Bank N.V. The legal merger has no other material effects. More information on the legal merger can be found on www.abnamro.com/ir/merger.

Stichting Administratiekantoor Continuïteit ABN AMRO Group (the ABN AMRO Trust Office, or STAK AAG) will hold a depositary receipt holders meeting on Monday 8 April 2019 where depositary receipt holders will be requested to approve technical changes to its articles of association and trust conditions, which are a prerequisite for the approval of the legal merger at the 2019 Annual General Meeting of ABN AMRO. The proposed changes require a quorum of two thirds of the depositary receipts represented and a two-thirds majority vote in favour.

If no two-thirds quorum is met at this meeting, STAK AAG will convene for a second meeting to be held on 24 April 2019 (before the 2019 Annual General Meeting of ABN AMRO) where no quorum is required. Depository receipt holders are strongly urged to provide a proxy for, or to attend the depository receipt holders meeting(s) and Annual General Meeting. Depository receipt holders can register or submit their vote or proxy by 5 April 2019 for the first depository receipt holders meeting and by 18 April 2019 for both the second depository receipt holders meeting (if applicable) and the 2019 Annual General Meeting of ABN AMRO.

More information on the depository receipt holder meeting of STAK AAG can be found on www.stakaag.org/en/information/receipt-holders.

The 2019 Annual General Meeting will be held at ABN AMRO's head office, Gustav Mahlerlaan 10, 1082 PP Amsterdam, at 14:00 CET. It will also be webcast on www.abnamro.com/generalmeeting.

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