

Convocation

Notice convening the **Extraordinary General Meeting** of
ABN AMRO Group N.V. on 8 August 2017

Notice convening the Extraordinary General Meeting of ABN AMRO Group N.V.

To the shareholders and holders of depositary receipts for shares in the capital of ABN AMRO Group N.V.

ABN AMRO Group N.V. (ABN AMRO Group) invites its shareholders and holders of depositary receipts for its extraordinary general meeting to be held on Tuesday 8 August 2017 at 09:00 (CET) at the premises of ABN AMRO Group, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (hereafter: the Extraordinary General Meeting).

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Agenda

1. Opening remarks and announcements
2. Proposed appointment of members of the Executive Board
 - (a) Proposed appointment of Mr. Clifford Abrahams (**discussion item**);
 - (b) Proposed appointment of Ms. Tanja Cuppen (**discussion item**).
3. Any other business and conclusion

Explanatory notes to the agenda items

Agenda item 2

Proposed appointment of members of the Executive Board

On 15 May 2017 the Supervisory Board announced its intention to appoint Mr. Clifford Abrahams and Ms. Tanja Cuppen as members of the Executive Board.

In accordance with article 2:162 of the Dutch Civil Code, the Supervisory Board hereby notifies the general meeting of ABN AMRO Group of the proposed appointments.

The European Central Bank (ECB) has approved the proposed appointment of Mr. Abrahams. The suitability screening of Ms. Cuppen is under way and her proposed appointment is therefore subject to approval by the ECB. Furthermore, the Works Council will give an advice in respect of both appointments. After the abovementioned approval by the ECB and advice of the Works Council have been received, the Supervisory Board will appoint Mr. Abrahams and Ms. Cuppen as members of the Executive Board in accordance with clause 7.2.1 of the articles of association of ABN AMRO Group.

The main elements of the contracts of Mr. Abrahams and Ms. Cuppen will be published on ABN AMRO's website on the date of the publication of this convocation.

Agenda item 2(a)

Proposed appointment of Mr. Clifford Abrahams

The appointment of Mr. Abrahams as member of the Executive Board and Chief Financial Officer (CFO) is proposed to be effective as of 1 September 2017. Until the appointment of Mr. Abrahams becomes effective,

Mr. Alexander Rahusen, will continue to execute his tasks as CFO ad interim.

The appointment of Mr. Abrahams will expire upon the closing of the general meeting in 2021 in accordance with the abovementioned articles of association.

Mr. Abrahams is British and was most recently a member of the Managing Board and the Group Chief Financial Officer of Delta Lloyd N.V. Mr. Abrahams joined Delta Lloyd in January 2016. In 2005, Mr. Abrahams was appointed as Chief M&A Officer at Aviva, a global insurance group and asset manager, followed by his appointment as CFO of a number of major subsidiaries of Aviva. Prior to joining Aviva, Mr. Abrahams was employed for twelve years at Morgan Stanley, where he became Managing Director Financial Institutions in 2002. For more information reference is made to the resume of Mr. Abrahams which is available as a meeting document via: www.abnamro.com/shareholdermeeting.

Agenda item 2(b)

Proposed appointment of Ms. Tanja Cuppen

The appointment of Ms. Cuppen as member of the Executive Board is proposed to be effective as of 1 October 2017. Furthermore, Ms. Cuppen is proposed to be appointed as Chief Risk Officer (CRO) as successor of Mr. Wietze Reehoorn as of 1 November 2017. In the meantime, a hand-over period will take place together with Mr. Reehoorn.

The appointment of Ms. Cuppen will expire upon the closing of the general meeting in 2021 in accordance with the abovementioned articles of association.

Ms. Cuppen has the Dutch nationality and is Chief Risk Officer North America at Rabobank North America, based in New York. Previously, she served as Chief Financial and Risk Officer at Rabobank International. Ms. Cuppen joined Rabobank in 1994 and, in addition to her solid risk management expertise both in the Dutch and international banking industry, has gained extensive banking experience through various senior management positions, including the position of Global Head of Corporate Finance,

Director Group Treasury and Vice President Structured Finance. For more information reference is made to the resume of Ms. Cuppen which is available as a meeting document via:

www.abnamro.com/shareholdermeeting.

Additional information

I. Meeting documents

The following documents are available through www.abnamro.com/shareholdermeeting:

- the convocation of the Extraordinary General Meeting, including the agenda with the explanatory notes;
- The resume of Mr. Abrahams; and
- the resume of Ms. Cuppen.

As of the date hereof, these documents are also available for inspection and can be obtained free of charge at our offices at the address indicated below.

II. Attendance of the Extraordinary General Meeting

Record Date

Entitled to attend the Extraordinary General Meeting are all persons, who on 11 July 2017 at 17:30 (CET), after processing of all book entry settlements of that day, (the **Record Date**), are registered as such in one of the registers designated for this purpose by the Executive Board as set out below and who have applied for attendance to the Extraordinary General Meeting in the manner described hereunder.

The registers showing those entitled to shares or depositary receipts for shares in the share capital of ABN AMRO Group (**Depositary Receipts**) on the Record Date are:

- in relation to registered ordinary shares in the capital of ABN AMRO Group: the relevant shareholders register kept by ABN AMRO Group.
- in relation to Depositary Receipts: the records of the intermediary under the Dutch Securities Giro Transfer Act (*Wet Giraal Effectenverkeer*).

Registration for admission

Shareholders or Depositary Receipts holders who wish to attend the Extraordinary General Meeting, or wish to authorise a third party to attend on their behalf, are required to notify ABN AMRO Bank N.V. through www.abnamro.com/evoting or via their intermediary. Notification can take place as of 12 July 2017, until 1 August 2017 17:30 (CET). Each such person is requested to include all required details in order for ABN AMRO Bank N.V. to be able to, among other things, verify his or her attendance rights in an efficient manner.

On 2 August 2017 at 11:00 (CET) at the latest, the intermediary in whose accounting systems the holders of Depositary Receipts are registered must provide a statement to ABN AMRO Bank N.V. via www.abnamro.com/intermediary that the number of Depositary Receipts that have been registered for attendance of the Extraordinary General Meeting in accordance with the above, are listed in the name of the holder in its accounting systems on the Record Date. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the holding on the Record Date in an efficient manner.

No Voting

The purpose of the Extraordinary General Meeting is solely to inform the general meeting of ABN AMRO Group about the proposed appointment of Mr. Abrahams and Ms. Cuppen. There will be no items that will be put to voting during the Extraordinary General Meeting.

Attendance by third-parties

A shareholder or Depositary Receipt holder, who has authorised a third party to attend at the Extraordinary General Meeting on his or her behalf via www.abnamro.com/evoting or via their intermediary, shall sign the received proof of registration. The authorised third party is required to bring the signed proof of registration as admission ticket to the Extraordinary General Meeting (see below).

Proof of registration and identification

Any person that has the right to attend the Extraordinary General Meeting and was duly and timely registered will receive a proof of registration which will also serve as an admission ticket for the Extraordinary General Meeting. Persons who have the right to attend the Extraordinary General Meeting (or their representatives) are required to identify themselves before they are admitted to the Extraordinary General Meeting. These persons are therefore requested to bring a valid identity document (passport, driving license or identity card) along with their proof of registration.

III. Miscellaneous**Arrival at location and registration**

In order to facilitate a smooth registration of the attendance at the Extraordinary General Meeting, attendees are requested to register themselves for the Extraordinary General Meeting no later than 08:45 (CET) at the registration desk. After 08:45 (CET) the registration desk will be closed.

Webcast

The Extraordinary General Meeting will be video webcasted live, via:

www.abnamro.com/shareholdermeeting.

Contact details

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