

# Convocation

Notice calling an **Extraordinary General Meeting**  
of ABN AMRO Bank N.V.

# Convocation for an Extraordinary General Meeting 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 Bank**) invites its shareholders and the holders of depositary receipts for shares in the capital of ABN AMRO Bank (**Depositary Receipts**) to attend its extraordinary general meeting to be held on Tuesday 17 December 2019 at 9.00 am CET at the head office of ABN AMRO Bank at Gustav Mahlerlaan 10, 1082 PP Amsterdam (the **Extraordinary General Meeting**).

Shareholders and depositary receipt holders are invited to the Extraordinary General Meeting to vote on the appointment of Laetitia Griffith as a member of the Supervisory Board of ABN AMRO Bank. This is the sole voting item on the agenda of the Extraordinary General Meeting.

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# Agenda

## 1. Opening remarks and announcements

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

- (a) Notification of a vacancy on the Supervisory Board (**discussion item**)
- (b) Opportunity for the General Meeting to make recommendations, taking due account of the profile (**discussion item**)
- (c) Appointment of Laetitia Griffith as a member of the Supervisory Board:
  - i. announcement to the General Meeting of the Supervisory Board's nomination of Laetitia Griffith as candidate for appointment (**discussion item**);
  - ii. opportunity for the Employee Council to explain its position (**discussion item**);
  - iii. verbal explanation and motivation by Laetitia Griffith (**discussion item**); and
  - iv. proposal to be put to the General Meeting for the appointment of Laetitia Griffith as a member of the Supervisory Board (**voting item**).

## 3. Close of the meeting

# Explanatory notes to the agenda items

## Agenda item 2(a)

### Notification of a vacancy on the Supervisory Board

The General Meeting is notified of a vacancy on the Supervisory Board.

At the General Meeting of 30 May 2017, the term of office of Ms Annemieke Roobeek was extended until such time as a new member of the Supervisory Board was appointed. On 7 November 2018 the Employee Council was asked to exercise its enhanced right of recommendation, as referred to in Article 158 (6) of Book 2 of the Dutch Civil Code (DCC), for the position held by Annemieke Roobeek.

## Agenda item 2(b)

### Opportunity for the General Meeting to make recommendations, taking due account of the profile

In accordance with Article 158 (5) of Book 2 of the DCC, the Supervisory Board hereby gives the General Meeting the opportunity to recommend suitable candidates for nomination as a member of the Supervisory Board in order to fulfil the vacant position, taking due account of the articles of association, the collective profile of the Supervisory Board and the individual profile as drawn up by the Supervisory Board.

The recommendation may only be made subject to a positive suitability assessment of a recommended candidate by the European Central Bank (the ECB) and other relevant

regulators. The Employee Council also has an enhanced right of recommendation.

The collective profile of the Supervisory Board and the individual profile drawn up by the Supervisory Board for the vacancy have been included among the meeting documents for the Extraordinary General Meeting.

## Agenda item 2(c)

### Appointment of Laetitia Griffith as member of the Supervisory Board

Agenda item 2(c)(iv) will not be put to the vote if the General Meeting exercises its right to make a recommendation for this vacancy.

### (i) Announcement to the General Meeting of the Supervisory Board's nomination of Laetitia Griffith

On 28 May 2019 the Employee Council submitted an enhanced recommendation to the Remuneration, Selection and Nomination Committee of the Supervisory Board and to the Supervisory Board, pursuant to Article 158 (6) of Book 2 of the DCC. In this enhanced recommendation, the Employee Council proposed that Laetitia Griffith be appointed a member of the Supervisory Board and that she be nominated at an Extraordinary General Meeting for appointment for a four-year term of office, subject to approval of the proposed appointment by the ECB.

The Employee Council has indicated that it would be willing to explain its position during the Extraordinary General Meeting in

accordance with Articles 144a and 158 (4) of Book 2 of the DCC.

On the basis of the Employee Council's enhanced recommendation, the Supervisory Board has decided to nominate Laetitia Griffith as a member of the Supervisory Board pursuant to Article 158 (6) of Book 2 of the DCC.

Both the Employee Council's enhanced recommendation and its positive position statement in accordance with Articles 158 (4) and (6) and 144a of Book 2 of the DCC have been attached as a meeting document for the Extraordinary General Meeting.

The Supervisory Board has adopted a collective profile, which aims to ensure that it will at all times remain in a position to fulfil its duties and responsibilities, taking into account the objective of complementarity, collegial decision-making and an optimal combination of experience, expertise, diversity and independence of its members, as well as knowledge of the socioeconomic and political culture and the social environment of the main markets in which ABN AMRO operates, in keeping with the suitability criteria included in Annex 3 to the Rules of Procedure of the Supervisory Board. The individual profile for the vacancy has been drawn up in accordance with the collective profile.

Laetitia Griffith (aged 54) was born on 1 November 1965 in Paramaribo, Suriname, and has the Dutch nationality. Given her extensive experience at the highest level of both the public and private sectors and her legal knowledge and social engagement, the Employee Council and the Supervisory Board believe she will be a welcome addition to the Supervisory Board of ABN AMRO.

Laetitia Griffith has master's degrees in law and public administration. She has held various positions in the public sector, such as member of the Council of State and member of the House of Representatives of the States General, and has worked at the Ministry of Justice and Security. Laetitia Griffith has also

held various non-executive management positions.

Laetitia Griffith identifies closely with the bank's purpose: 'Banking for better, for generations to come'. In her view, the employees are of essential importance in implementing the purpose and strategy in such a way as to help the bank's clients make the transition to a more sustainable world. She is able to establish links between all strata of the organisation in a natural manner.

Owing to her extensive background in political governance, Laetitia Griffith has built up a wide-ranging and varied network and has experience of creating support for decision-making in a socially complex environment while at the same time being aware of the various interests involved in decisions. She has wide experience in a supervisory capacity. Owing to her openness and approachability, she has a well-developed sense of what is going on in an organisation and in society at large.

Laetitia Griffith believes in the strength of the employees and the importance of co-determination as a connecting factor between staff and directors. In her role as member of the Supervisory Board nominated by the Employee Council, the human factor will also receive attention at board level.

*Other current positions:*

- Chair of the Supervisory Board of Holding Nationale Goede Doelen Loterijen N.V.
- Vice-Chair of the Supervisory Board of KPMG N.V.
- Member of the Supervisory Board of Tennet Holding B.V.
- Member of the Supervisory Board of Tennet TSO GmbH
- Member of the Supervisory Board of Benno Leeser Holding B.V.
- Chair of the Supervisory Board of the Netherlands Film Fund (*Stichting Nederlands Fonds voor de Film*).

For more information, reference should be made to the curriculum vitae of Laetitia Griffith, which has been included among the meeting

documents for this Extraordinary General Meeting.

As a member of the Supervisory Board and member of the Remuneration, Selection and Nomination Committee of the Supervisory Board, Laetitia Griffith will receive the remuneration fixed by the General Meeting on 11 June 2010. For more information about the remuneration for members of the Supervisory Board, reference should be made to pages 145 through 151 of the 2018 Annual Report of ABN AMRO Group N.V.

Laetitia Griffith fulfils the provisions relating to the limitation on the number of supervisory directorships, in accordance with the requirements of the Capital Requirements Directive IV (CRD IV), as transposed into Dutch law.

Laetitia Griffith confirms her independence as required by best practice provision 2.1.8 of the Dutch 2016 Corporate Governance Code.

Laetitia Griffith has no shares or depositary receipts for shares in the share capital of ABN AMRO Bank.

**(ii) Opportunity for the Employee Council to explain its position**

Under this agenda item, the Employee Council will explain its position.

**(iii) Verbal explanation and motivation by Laetitia Griffith**

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

**(iv) Proposal to the General Meeting to appoint Laetitia Griffith as member of the Supervisory Board**

On the basis of the above and in accordance with article 7.6.6 of the articles of association of ABN AMRO Bank and the enhanced recommendation of the Employee Council, the Supervisory Board proposes to the General Meeting that Laetitia Griffith be appointed as a member of the Supervisory Board, for a term of office that starts at the close of this Extraordinary General Meeting and ends at the close of the Annual General Meeting of ABN AMRO Bank in 2024.

# Additional information

## I. Meeting documents

The following documents are available at [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting):

- the convocation for the Extraordinary General Meeting, including the agenda and the explanatory notes to the agenda;
- the individual profile for the vacancy on the Supervisory Board and the collective profile of the Supervisory Board;
- the curriculum vitae of Laetitia Griffith;
- the enhanced recommendation and position taken by the Employee Council, dated 28 May 2019 regarding the appointment of Laetitia Griffith;
- ABN AMRO Bank's terms and conditions for hybrid general meetings.

As of today's date, these documents can be inspected and a copy obtained free of charge at our office (see address below).

## II. Attendance and voting

### A. Attending and voting at the meeting

#### Registration date

Any person who, on 19 November 2019 at 17.30 (CET), after all book-entry settlements of that day (the **Registration Date**) have been processed, has been registered as such 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 Extraordinary General Meeting is entitled to vote at and/or attend the Extraordinary 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 Bank: the relevant register of shareholders kept by ABN AMRO Bank;
- 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 Extraordinary General Meeting. STAK AAB has informed ABN AMRO Bank that, in accordance with this voting proxy, a Depositary Receipt holder may exercise the voting right at the Extraordinary General Meeting for a number of shares equal to the number of Depositary Receipts held by the depositary receipt holder on the Registration Date.

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 as explained at C. below. Depositary receipt holders do not have to apply for a voting proxy from STAK AAB. By registering for the Extraordinary General Meeting depositary 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 Extraordinary General Meeting.

### Registration for admission

Shareholders or depositary receipt holders who wish to attend and/or exercise their voting right at the Extraordinary General Meeting (whether in person, through virtual attendance or represented by a third party) are required to notify ABN AMRO Bank (Corporate Broking) at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their intermediary. Shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting as virtual attendees through the online platform can log in at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) using their user account and password. If a shareholder or depositary receipt holder is a new user and does not yet have a user account and password, he/she can create a user account and password at [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Further instructions for logging in and creating a new user account and password can be found at [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Registration can take place from 20 November 2019 up to and including 10 December 2019, at 17.30 (CET). Each person who registers is requested to include all required details in order to enable ABN AMRO Bank (Corporate Broking) to verify his or her voting and/or attendance rights efficiently. A shareholder or depositary receipt holder who wishes to attend the Extraordinary General Meeting in a virtual capacity through the online platform is also requested to give his or her valid email address, securities account and mobile phone number for authentication purposes in order to gain admission to the Extraordinary General Meeting.

On 11 December 2019 at 11.00 (CET) at the latest, the intermediary in whose records the depositary receipt holders are registered must supply ABN AMRO Bank (Corporate Broking) with a statement, at [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), to the effect that the number of Depositary Receipts that have been registered for exercise of the rights of attendance of and/or voting at the Extraordinary 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 Bank

(Corporate Broking) to verify their interest on the Registration Date efficiently.

### Voting using the voting app on your tablet or smartphone

ABN AMRO Bank makes it possible for you to vote on the various resolutions at the Extraordinary General Meeting using your own tablet or smartphone. To participate in the Extraordinary General Meeting, you will need to download the Lumi AGM App on to your tablet or smartphone. The voting app is available for Android and iOS- operated devices only and can be downloaded from the Google Play Store or the AppleApp Store by searching by app name "Lumi AGM". It is highly recommended that you download the Extraordinary General Meeting voting app in advance of the meeting day (<https://web.lumiagm.com>).

Once you have downloaded the Lumi AGM app, you will be asked to enter a Meeting ID. This Meeting ID is valid only for this Extraordinary 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 Extraordinary General Meeting. You can use the voting app only if you attend the Extraordinary General Meeting in person. Please make sure your smartphone or tablet is sufficiently charged. At the Extraordinary General Meeting, you will be able to use ABN AMRO Bank's open wi-fi network. The voting procedure for shareholders and depositary receipt holders who attend the Extraordinary General Meeting in a virtual capacity through the online platform is explained below at B. (Virtual voting).



### Attendance by third parties

A shareholder or depositary receipt holder who wishes to give a proxy to the civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or a person deputising for them), STAK AAB or another third party to attend and vote at the Extraordinary General Meeting on his or her behalf should state that party's details in the registration procedure and complete the relevant proxy form (available at [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting)).

### Proof of registration and identification

Any person who has the right to attend the Extraordinary General Meeting and has been duly registered in good time will receive a proof of registration that will also serve as proof of admission to 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. Such persons are therefore requested to bring with them a valid identity document (passport, driving licence or identity card) together with their proof of registration. The requirements for the identification of the shareholders and depositary receipt holders who attend the Extraordinary General Meeting in a virtual capacity are explained below at B. (Virtual voting).

## B. Virtual voting

ABN AMRO Bank aims to lead the way in digital and technical innovation in order to meet the needs of clients and investors. In this context, ABN AMRO Bank offers its shareholders and depositary receipt holders the possibility of taking part in the Extraordinary General Meeting without having to actually be physically present. The option of virtual attendance of the Extraordinary General Meeting as an alternative to attendance in person is now possible.

Shareholders and depositary receipt holders can see, hear or otherwise follow the proceedings and vote electronically using their smartphone, tablet, laptop or PC during the Extraordinary General Meeting on the online platform at [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The above only applies in so far as the intermediary of the shareholder or depositary receipt holder makes

online voting possible. However, shareholders and depositary receipt holders who attend the Extraordinary General Meeting virtually will not be able to address the General Meeting or ask questions during the Extraordinary General Meeting.

Shareholders and depositary receipt holders who have registered for virtual attendance of the Extraordinary General Meeting will receive a confirmation of registration by e-mail which will contain a unique link. Via this link the respective shareholder or depositary receipt holder can log in to the online platform of the Extraordinary General Meeting by means of a two-stage verification process (with SMS verification).

Shareholders and depositary receipt holders may log into the online platform of the Extraordinary General Meeting on 17 December 2019 from 8.30 am CET until the start of the Extraordinary General Meeting at 9.00 am CET. Shareholders or depositary receipt holders who have not logged on before the start of the Extraordinary General Meeting via the online platform cannot vote and can only see, hear or otherwise follow the proceedings. The time when voting will start on the voting items of the Extraordinary General Meeting will be determined in accordance with the provisions of ABN AMRO Bank's terms and conditions for hybrid general meetings.

ABN AMRO Bank's terms and conditions for hybrid general meetings apply to shareholders and depositary receipt holders who wish to take part in the Extraordinary General Meeting through the online platform. More information about virtual participation in the Extraordinary General Meeting can be found in ABN AMRO Bank's terms and conditions for hybrid general meetings. These conditions and a list of compatible devices for gaining access to the online platform of the Extraordinary General Meeting are available at [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting). To be certain that your device is compatible, we recommend that you verify this before deciding whether to attend the Extraordinary General Meeting in a virtual capacity. We also recommend that shareholders and depositary receipt holders who choose to take part in the virtual part of the Extraordinary General Meeting

through the online platform log into the online platform at least 15 minutes before the starting time of the Extraordinary General Meeting.

Shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting in a virtual capacity face certain risks (as described in more detail in ABN AMRO Bank's terms and conditions for hybrid general meetings). If a shareholder or depositary receipt holder wishes to avoid such risks, he or she should attend the Extraordinary General Meeting in person or appoint a voting proxy.

### **C. Voting by persons who do not attend the Extraordinary General Meeting in person or virtually**

Any person who is entitled to voting at the Extraordinary General Meeting and has been duly registered in good time may submit his or her electronic voting instruction via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to the civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or a person deputising for them) or STAK AAB from 20 November 2019 up to and including 10 December 2019, 17.30 (CET) to vote on his or her behalf. Such person may also submit his or her voting instruction to the civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or a person deputising for them), STAK AAB or a third party using the voting form available at [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting). The voting form needs to be received at the latest by 10 December 2019, 17.30 (CET), at the return address specified on the form, together

with a confirmation of the intermediary in relation to the number of Depositary Receipts held by the depositary receipt holder on the Registration Date.

## **Miscellaneous**

### **Issued share capital and number of votes**

At the date of the Convocation of the Extraordinary General Meeting, the total capital issued by ABN AMRO Bank consists of 940,000,001 ordinary shares, and as many voting rights.

### **Arrival at location and registration**

To ensure smooth registration of the votes cast during the Extraordinary General Meeting, attendees who wish to vote during the Extraordinary General Meeting in person are requested to register for the Extraordinary General Meeting no later than 8.45 am (CET) at the registration desk. The registration desk is closed after 9.00 am (CET).

If you come by car and have registered correctly and in time, you may park your car at ABN AMRO Bank. This may be at ABN AMRO Bank'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.

### **Webcast**

The Extraordinary General Meeting can be followed live on a video webcast on 17 December 2019 at [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting).

## Contact data

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