

# GUIDELINES ON BILATERAL CONTACTS WITH SHAREHOLDERS

## 1 INTRODUCTION

- 1.1 These are the guidelines of ABN AMRO Bank N.V. (**ABN AMRO**) in respect of bilateral contacts with (potential) shareholders and/or holders of depositary receipts representing shares in the capital of ABN AMRO (together, the **Shareholders**) in accordance with best practice provision 4.2.2 (Contacts and dialogue with shareholders) of the Dutch Corporate Governance Code 2025<sup>1</sup>.

### *NLFI and Relationship Agreement*

- 1.2 These guidelines do not apply to the contacts between ABN AMRO and NLFI<sup>2</sup>. The relationship between NLFI and ABN AMRO is governed *inter alia* by the Relationship Agreement<sup>3</sup>, which, amongst other things, contains certain arrangements regarding the provision of information by ABN AMRO to NLFI. These arrangements aim to allow NLFI to satisfy its obligations under relevant laws (including the NLFI Act<sup>4</sup>) and regulations and its articles of association, and to comply with any requests of the Dutch Minister of Finance.
- 1.3 The Relationship Agreement does not require ABN AMRO to disclose any price-sensitive information to NLFI to the extent such disclosure, without general publication, would violate applicable law.
- 1.4 The information rights of NLFI under the Relationship Agreement apply for as long as NLFI holds at least 15% of the shares in ABN AMRO's issued share capital. After that time, ABN AMRO and NLFI will discuss in good faith and agree on any remaining rights of NLFI to obtain information, taking into account the position of NLFI and the Dutch State.

## 2 GENERAL

- 2.1 ABN AMRO is committed to maintaining an open and constructive dialogue with its Shareholders.
- 2.2 ABN AMRO aims to keep Shareholders updated by informing them equally, simultaneously, clearly and accurately about ABN AMRO's strategy, performance and other company matters and developments that could be relevant to investors' decisions.
- 2.3 ABN AMRO will always act in compliance with applicable law, including provisions on price-sensitive information, fair and nonselective disclosure and the equal treatment of shareholders that are in the same position, taking into account the special position of STAK AAB (the Trust Office)<sup>5</sup>, as described and defined in paragraph 4 below. If price-sensitive information is inadvertently disclosed during any public or bilateral meeting or event, this information will be made public without delay.
- 2.4 Information for Shareholders is made available on a separate section of ABN AMRO's corporate website: [www.abnamro.com/en/investor-relations](http://www.abnamro.com/en/investor-relations).

## 3 CONVERSATIONS WITH SHAREHOLDERS

- 3.1 Conversations with Shareholders will primarily take place during ABN AMRO's general meetings of shareholders, but may also be held on a bilateral basis (including with the Trust Office, see paragraph 4 below).
- 3.2 ABN AMRO will determine at its discretion whether it will accept invitations to engage in bilateral contacts with Shareholders. ABN AMRO will take into serious consideration all reasonable requests from Shareholders. The Executive Board and/or the Supervisory Board will take the interests of ABN AMRO and all stakeholders into account in their consideration to enter into a bilateral contact. The initiative to engage in bilateral contacts with Shareholders can also be taken by ABN AMRO.

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<sup>1</sup> [Dutch Corporate Governance Code, updated on 20 March 2025](#)

<sup>2</sup> [Stichting administratiekantoor beheer financiële instellingen \(NLFI\)](#)

<sup>3</sup> [Relationship Agreement between NLFI and ABN AMRO, dated 10 November 2015 and as amended as per 29 June 2019 \(amendment no. 1\), and as per 14 October 2024 \(amendment no. 2\)](#)

<sup>4</sup> [Wet stichting administratiekantoor beheer financiële instellingen \(the NLFI Act\)](#)

<sup>5</sup> [Stichting Administratiekantoor Continuïteit ABN AMRO Bank \(STAK AAB or the Trust Office\)](#)

- 3.3 When ABN AMRO accepts an invitation from a Shareholder to engage in a bilateral contact or conversation, it may request the Shareholder to provide (written) information prior to the contact taking place. This information may include the goal of the contact or conversation, the matters to be discussed, the opinion of the Shareholder on these matters, and information in respect of the Shareholder's full share position in ABN AMRO.
- 3.4 Bilateral contacts with Shareholders (with the exception of bilateral contacts with the Trust Office, see paragraph 4 below) will not be held during a so-called 'silent period', i.e. a three week period prior to the release of ABN AMRO's quarterly results.

## 4 SPECIFIC ARRANGEMENTS WITH THE TRUST OFFICE

- 4.1 ABN AMRO has implemented a structure whereby the Trust Office is the holder of shares in ABN AMRO's issued share capital and has issued depositary receipts ('*certificaten*') representing such shares. The depositary receipts are traded on Euronext Amsterdam.
- 4.2 The Trust Office will, in principle, grant a power of attorney to the holders of depositary receipts to exercise the voting rights attached to the underlying shares (see for exceptions article 4.3 below). In such case, a holder of depositary receipts can exercise those voting rights as they deem fit. They may also decide to request the Trust Office (or to grant a power of attorney to a third-party) to vote the underlying shares on their behalf (with or without a specific instruction as to the manner in which the votes should be exercised).
- 4.3 Under certain (hostile) circumstances as described in section 2:118a of the Dutch Civil Code, the Trust Office is authorised to limit, exclude or revoke powers of attorney to the holders of depositary receipts (and to not observe any voting instructions received) for a period of no longer than two years and to exercise the voting rights attached to the shares for which it has issued depositary receipts itself.
- 4.4 ABN AMRO may have bilateral contacts and share information with the Trust Office, if – in the opinion of ABN AMRO – this is in the best interest of ABN AMRO and its business. This may occur in particular if it is deemed necessary or advisable by ABN AMRO with a view to the Trust Office making a well-informed decision (thereby also considering ABN AMRO's position on the matter at hand) with respect to (potentially) exercising its rights under section 2:118a Dutch Civil Code.

## 5 CHANGES TO THE GUIDELINES

- 5.1 The Executive Board is authorised to adopt, revoke and amend these guidelines, subject to the approval of the Supervisory Board. The Executive Board, with the approval of the chairperson of the Supervisory Board, and the Supervisory Board retain the right to deviate from these guidelines.

## 6 CONTACT

- 6.1 Shareholders (including potential Shareholders) who wish to engage in bilateral contacts with ABN AMRO, e.g. in relation to its shares, strategy, activities or financial results, may contact ABN AMRO Investor Relations at [investorrelations@nl.abnamro.com](mailto:investorrelations@nl.abnamro.com).