

Terms and Conditions for Virtual General Meetings

ABN AMRO facilitates virtual access for Shareholders and Depositary Receipt Holders to its Virtual General Meeting through the use of electronic means (a **Virtual General Meeting**) by providing Shareholders and Depositary Receipt Holders the opportunity to follow the proceedings of the meeting, to vote virtually during the Virtual General Meeting and to ask questions during the Virtual General Meeting and upfront, without the possibility for Shareholders and Depositary Receipt Holders to attend the General Meeting in person. ABN AMRO can hold a Virtual General Meeting because of the Covid-19 Emergency Act (*Tijdelijke wet Covid-19 Justitie en Veiligheid*) that entered into force on 24 April 2020. Participating in a Virtual General Meeting is subject to these Terms and Conditions for Virtual General Meetings.

Capitalised terms have the meaning as set out in the Annex to these Terms and Conditions for Virtual General Meetings.

Terms and Conditions for Virtual General Meetings

1 INTRODUCTION

- 1.1 These are the Terms and Conditions for Virtual General Meetings of ABN AMRO Bank which apply to Virtual General Meetings and to Shareholders and Depositary Receipt Holders who wish to virtually attend and participate in the Virtual General Meeting via the Online Platform.
- 1.2 The Online Platform will be provided by the Online Platform Providers.
- 1.3 Shareholders and Depositary Receipt Holders must identify themselves electronically through a secured access on the Online Platform to enter a Virtual General Meeting as also set out in the Terms of Use of the Online Platform.
- 1.4 Further instructions on the participation in a Virtual General Meeting will be included in the convocation of the General Meeting.
- 1.5 Voting by a Depositary Receipt Holder or its proxy holder is subject to a voting proxy provided by STAK AAB being effective at the relevant time and the further terms and conditions of such voting proxy as resolved upon by STAK AAB.

2 TECHNOLOGY

- 2.1 Shareholders and Depositary Receipt Holders should, in advance of a Virtual General Meeting, test their connection and ensure that they have access to the Online Platform. ABN AMRO Bank will implement the technical infrastructure for the Online Platform in a timely fashion in order to allow Shareholders and Depositary Receipt Holders to test the foregoing. ABN AMRO Bank will take all reasonable efforts to make sure that technical support lines are available for Shareholders and Depositary Receipt Holders during the Virtual General Meeting and for pre-meeting testing access.
- 2.2 There are certain risks for Shareholders and Depositary Receipt Holders who attend the Virtual General Meeting via the Online Platform. These risks include, among other things, any failure or deficiency in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a denial of service attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyberattack) or caused by any type of mechanical failure such as any electrical power outage during the Virtual General Meeting. If a Shareholder or a Depositary Receipt Holder wishes to avoid such risks, he or she should attend the Virtual General Meeting by providing a proxy. If any of these risks prevent a Shareholder or Depositary Receipt Holder from watching, listening or otherwise following the meeting or voting electronically during (any part of) the Virtual General Meeting, then this will

be for the risk and account of such Shareholder or Depositary Receipt Holder. The inability of one or more Shareholders or Depositary Receipt Holders to watch, listen or otherwise follow the Virtual General Meeting or vote electronically during (any part of) the Virtual General Meeting does not affect the validity of the Virtual General Meeting or any business conducted at such meeting.

- 2.3 If it appears to the Chairman that the Online Platform of the Virtual General Meeting has become inadequate for Shareholders or Depositary Receipt Holders to watch, listen or otherwise follow the Virtual General Meeting, to submit questions through the Online Platform or vote electronically during (any part of) the Virtual General Meeting, then the Chairman may, at its own discretion, suspend or cancel the meeting, change the sequence of the meeting or proceed with the meeting without the possibility for some or all of the Shareholders or Depositary Receipt Holders who participate in the Virtual General Meeting via the Online Platform to watch, listen or otherwise follow the meeting, to submit questions through the Online Platform or vote electronically during (any part of) the Virtual General Meeting. The Chairman shall, to the extent possible, communicate this decision to the Shareholders and Depositary Receipt Holders who attend the Virtual General Meeting.
- 2.4 If the Chairman suspends or cancels the Virtual General Meeting, then all business conducted up to the point of the suspension or cancellation will be valid.

3 SHAREHOLDERS' AND DEPOSITARY RECEIPT HOLDERS' RIGHTS

- 3.1 Each Shareholder and Depositary Receipt holder may follow the proceedings of the Virtual General Meeting virtually, submit questions through the Online Platform and vote in real time electronically, provided that he/she is duly and timely logged-in on the Online Platform in accordance with the instructions provided in the convocation of the Virtual General Meeting.
- 3.2 A Shareholder, Depositary Receipt Holder who has given a proxy to a third party cannot attend the Virtual General Meeting for the same Shares on the Online Platform of the Virtual General Meeting.
- 3.3 Shareholders and Depositary Receipt Holders who are logged-in via the Online Platform prior to the start of the Virtual General Meeting (i) shall be deemed to attend the Virtual General Meeting, (ii) shall be counted in for calculating how many Shareholders and Depositary Receipt Holders are present or represented at the Virtual General Meeting and which percentage of the issued and outstanding Share capital of ABN AMRO Bank is present or represented at the Virtual General Meeting, (iii) shall be able to follow the meeting, (iv) shall be entitled to submit questions through the Online Platform and (v) shall be entitled to vote electronically at such Virtual General Meeting. The names of Shareholders and Depositary Receipt Holders who attend the Virtual General Meeting via the Online Platform will be included in the registration

list of Shareholders and Depositary Receipt Holders attending the Virtual General Meeting by proxy.

- 3.4 Shareholders and Depositary Receipt Holders who are not logged-in via the Online Platform prior to the start of the Virtual General Meeting will not be counted as if they were attending the Virtual General Meeting and will not be able to vote or to ask questions in that Virtual General Meeting.
- 3.5 Any log-off by a Shareholder or Depositary Receipt Holder before the end of the Virtual General Meeting will not affect the calculation of the quantum of Shareholders and Depositary Receipt Holders attending the Virtual General Meeting. In case of any early log-off, the session of the Shareholder or Depositary Receipt Holder will expire. In such events the Shareholder or Depositary Receipt Holder will be allowed to log in again and to re-join the Virtual General Meeting via the Online Platform. To the extent such Shareholder or Depositary Receipt Holder was logged in via the Online Platform prior to the start of the Virtual General Meeting, such Shareholder or Depositary Receipt Holder will be able to continue to follow (watch, listen or otherwise) the meeting and exercise its voting rights electronically during the remaining part of the Virtual General Meeting. In all other circumstances such Shareholders and Depositary Receipt Holders will only be able to follow (watch, listen or otherwise) the meeting.
- 3.6 Without prejudice to articles 3.4 and 3.5, Shareholders and Depositary Receipt Holders will be able to cast their vote electronically between the moment the Chairman opens the polls on a voting agenda item after the deliberations on that item have taken place and the moment that the Chairman closes the polls during the Virtual General Meeting. The Chairman may also at the beginning of each Virtual General Meeting at its sole discretion decide that the polls for one or more voting agenda items will be open between the commencement of the Virtual General Meeting and the closure of voting as announced by the Chairman during the Virtual General Meeting. The polls will not be open prior to the start of the Virtual General Meeting.
- 3.7 Shareholders have the opportunity to submit questions during the Virtual General Meeting via the Online Platform. Split voting by Shareholders or Depositary Receipt Holders on a shareholding that is held in one security account is not yet supported by the Online Platform and is therefore not possible.
- 3.8 The finding by the Chairman after the closing of the poll or polls on the outcome of a vote by the Virtual General Meeting is decisive. The Chairman may inform the Shareholders and

Depository Receipt Holders of the results of such voting item(s) after the closing of that poll or polls or at the close of the Virtual General Meeting.

- 3.9 Each Shareholder and Depository Receipt Holder may request ABN AMRO Bank to send him or her a confirmation of receipt of his votes cast on the Online Platform during the Virtual General Meeting.

4 AMENDMENTS TO THE TERMS AND CONDITIONS FOR VIRTUAL GENERAL MEETINGS

The Executive Board is authorised to adopt, revoke and amend these Terms and Conditions for Virtual General Meetings at any time which will become effective immediately upon posting on ABN AMRO Bank's website (www.abnamro.com/generalmeeting), unless decided otherwise.

5 CONTACT

For any questions about these Terms and Conditions for Virtual General Meetings, please contact Investor Relations at investorrelations@nl.abnamro.com.

ANNEX DEFINITIONS

| | |
|---|--|
| ABN AMRO Bank | ABN AMRO Bank N.V. |
| Chairman | means the chairman of the Virtual General Meeting |
| Depository Receipt Holders | means holders of one or more depository receipts for Shares, provided that each such holder has meeting rights and in respect of casting a vote, that he was granted a proxy to exercise the voting rights attached to such underlying Shares |
| Executive Board | means the executive board of ABN AMRO Bank |
| General Meeting | means the corporate body that consists of Shareholders with voting rights, Depository Receipt Holders with voting rights and all other persons with voting rights in ABN AMRO Bank / the meeting of ABN AMRO Bank in which Shareholders, Depository Receipt Holders and all other persons with meeting rights assemble |
| Online Platform | means the online platform provided by the Platform Providers through which the Shareholders and Depository Receipt holders are able to attend the Virtual General Meeting |
| Online Platform Providers | means ABN AMRO Bank as third party agent and Lumi Technologies LTD |
| Shareholders | means holders of one or more Shares or holders of a right of usufruct to one or more Shares, provided that each such holder has meeting rights and in respect of casting a vote, that he also has the voting rights attached to such Shares |
| Shares | means one or more shares in the share capital of ABN AMRO Bank |
| STAK AAB | means Stichting Administratiekantoor Continuïteit ABN AMRO Bank |
| Terms and Conditions for Virtual General Meetings | means these terms and conditions for Virtual General Meetings |
| Terms of Use of the Online Platform | means the terms and conditions for the e-voting system of the Online Platform as they will read from time to time |
| Virtual General Meeting | means a General Meeting in which Shareholders and Depository Receipt Holders are able to virtually follow the General Meeting and submit questions through the Online Platform and vote electronically during the General Meeting via the Online Platform while the General Meeting is held, without the possibility to attend the General Meeting in person |