

# Convocation

Notice convening the Annual **General Meeting 2018** of  
ABN AMRO Group N.V.

# Notice convening the Annual 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 annual general meeting to be held on Tuesday 29 May 2018 at 14:00 (CET) at the premises of ABN AMRO Group, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands ( the “**General Meeting**”).

---

Agenda

3

---

Additional information

11

---

Explanatory notes to the  
agenda items

5

---

# Agenda

## 1. Opening remarks and announcements

## 2. Annual report, corporate governance and annual financial statements

- (a) Report of the Executive Board in respect of 2017 (**discussion item**);
- (b) Report of the Supervisory Board in respect of 2017 (**discussion item**);
- (c) Presentation Employee Council (**discussion item**);
- (d) Corporate Governance (**discussion item**);
- (e) Implementation of the remuneration policy (**discussion item**);
- (f) Presentation and Q&A external auditor (**discussion item**); and
- (g) Adoption of the audited Annual Financial Statements 2017 (**voting item**).

## 3. Dividend

- (a) Explanation dividend policy (**discussion item**); and
- (b) Proposal for dividend 2017 (**voting item**).

## 4. Discharge

- (a) Discharge of each member of the Executive Board in office during the financial year 2017 for the performance of his or her duties during 2017 (**voting item**); and
- (b) Discharge of each member of the Supervisory Board in office during the financial year 2017 for the performance of his or her duties during 2017 (**voting item**).

## 5. Report on functioning of external auditor (discussion item)

## 6. Composition Supervisory Board

- (a) Collective profile of the Supervisory Board (**discussion item**);
- (b) Notification of Supervisory Board vacancies (**discussion item**);
- (c) Opportunity to make recommendations by the General Meeting, with due regard of the profiles (**discussion item**);
- (d) Re-appointment of Mr Steven ten Have as member of the Supervisory Board:
  - (i) Announcement to the General Meeting of the Supervisory Board's nomination of Mr Steven ten Have for re-appointment (**discussion item**); and
  - (ii) Proposal to the General Meeting to re-appoint Mr Steven ten Have as member of the Supervisory Board (**voting item**).

## 7. Issuance of new shares and acquisition of shares or depositary receipts by ABN AMRO Group

- (a) Authorisation to issue shares and/or grant rights to subscribe for shares (**voting item**);
- (b) Authorisation to limit or exclude pre-emptive rights (**voting item**); and
- (c) Authorisation to acquire shares or depositary receipts representing shares in ABN AMRO Group's own capital (**voting item**).

8. **Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO Group (voting item)**
9. **Amendment to the Articles of Association and authorisation to have the deed of amendment executed in front of the Dutch civil law notary (voting item)**
10. **Any other business and conclusion**

# Explanatory notes to the agenda items

## Agenda item 2(a)

### Report of the Executive Board in respect of 2017

Please refer to the Strategy and Performance section included on pages 5 through 42 and the Risk, Funding & Capital section as included on pages 43 through 136 in the Annual Report of ABN AMRO Group for the financial year ending 31 December 2017 (the “Annual Report 2017”).

## Agenda item 2(b)

### Report of the Supervisory Board in respect of 2017

Please refer to the Report of the Supervisory Board as included on pages 144 through 152 in the Annual Report 2017.

## Agenda item 2(c)

### Presentation Employee Council

In accordance with the covenant between the Employee Council and ABN AMRO dated 1 June 2011, the Chairman of the Employee Council is given the opportunity to address the General Meeting and provide a position statement on the general affairs of ABN AMRO, as well as the proposed re-appointment of Mr Steven ten Have (see agenda item 6 (d)).

## Agenda item 2(d)

### Corporate Governance

Please refer to the Management Structure section as included on pages 137 through 143 and the Governance section as included on pages 153 through 169 in the Annual Report 2017.

In February 2017, ABN AMRO announced and implemented a new management structure to

provide stronger focus on the bank’s clients and business activities at the top executive level. The new structure includes an Executive Board at both the level of ABN AMRO Group and ABN AMRO Bank N.V. (“**ABN AMRO Bank**”) and an Executive Committee at ABN AMRO Bank level.

The new management structure, operational from 1 March 2017, became formally effective on 3 November 2017 when the necessary approvals for the appointments of the non-statutory Executive Committee members were obtained from the regulators. Until 3 November 2017, all required decisions were adopted by the Executive Board.

Amendments were made to the Executive Board Rules of Procedure (including the introduction of the Executive Committee Rules of Procedure) and the Supervisory Board Rules of Procedure on two occasions, the first being the formal introduction of the Executive Committee structure at the level of ABN AMRO Bank in November 2017, the second being the formal incorporation into the Rules of Procedure in December 2017 of the new Dutch Corporate Governance Code. The Rules of Procedure of the Executive Board (which include the Executive Committee Rules of Procedure) as well as the Rules of Procedure of the Supervisory Board are available on [www.abnamro.com](http://www.abnamro.com).

## Agenda item 2(e)

### Implementation of the remuneration policy

Please refer to the Remuneration section as included on pages 170 through 178 in the Annual Report 2017.

## Agenda item 2(f)

### Presentation and Q&A external auditor

EY, as ABN AMRO Group's external auditor for the annual financial statements as included in the Annual Report 2017 on pages 179 through 296 of the Annual Report 2017 (the "Annual Financial Statements 2017"), will present the key messages and key issues that follow from their audit and will answer questions of the General Meeting in connection therewith.

## Agenda item 2(g)

### Adoption of audited Annual Financial Statements 2017

It is proposed to adopt the audited Annual Financial Statements 2017.

## Agenda item 3(a)

### Explanation dividend policy

Please refer to pages 68, 124 and 308 of the Annual Report 2017.

From 2018 onwards, the dividend pay-out has been set at 50% of sustainable profit, which excludes exceptional items that significantly distort profitability, such as the provision for SME derivatives-related issues (in 2016) and the book gain on the sale of Private Banking Asia (in 2017) in the past. Additional distributions, which can either be special dividends or share buy-backs (subject to regulatory approval), will be considered when capital is within or above the target range of a Basel III CET1 ratio of 17.5-18.5% and will be subject to other circumstances, including regulatory and commercial considerations. The combined distribution will be at least 50% of sustainable profit.

## Agenda item 3(b)

### Proposal for dividend 2017

ABN AMRO Group proposes a final cash dividend of EUR 752 million or EUR 0.80 per share. Together with the interim cash dividend

of EUR 611 million, this will bring the total dividend for 2017 to EUR 1,363 million or EUR 1.45 per share, which is equal to a pay-out ratio of 50% of reported net earnings after deduction of AT1 coupon payments and minority interests, which is in line with the dividend policy.

## Agenda item 4(a)

### Discharge of each member of the Executive Board in office during the financial year 2017 for the performance of his or her duties during 2017

It is proposed to discharge each member of the Executive Board (including, for the avoidance of doubt, those members of the Executive Board and/or former Managing Board that stepped down but were in function in 2017, or part thereof) in respect of the performance of his or her duties in the financial year ending on 31 December 2017 to the extent apparent from the Annual Report 2017, including the Annual Financial Statements 2017, and from disclosures and statements made during the General Meeting.

## Agenda item 4(b)

### Discharge of each member of the Supervisory Board in office during the financial year 2017 for the performance of his or her duties during 2017

It is proposed to discharge each member of the Supervisory Board in respect of the performance of his or her duties in the financial year ending on 31 December 2017 to the extent apparent from the Annual Report 2017, including the Annual Financial Statements 2017, and from disclosures and statements made during the General Meeting.

## Agenda item 5

### Report on functioning of external auditor

In accordance with article 9.2.4 of the articles of association of ABN AMRO Group (the "Articles of Association"), the Supervisory Board will present to the General Meeting the main conclusions of the annual assessment of the functioning of the external auditor.

## Agenda item 6(a)

### Collective profile of the Supervisory Board

As part of the amendments made to the Supervisory Board Rules of Procedure in November 2017 and December 2017, the collective profile of the Supervisory Board, as set out in Annex 3 of the Supervisory Board Rules of Procedure, has been amended as well.

The amendments mainly relate to technical changes required by virtue of the introduction of ABN AMRO's new management structure, which includes an Executive Committee at the level of ABN AMRO Bank, and the new Dutch Corporate Governance Code. The amended collective profile is included in the meeting documents.

## Agenda item 6(b)

### Notification of Supervisory Board vacancies

The General Meeting is notified of three vacancies in the Supervisory Board.

On 5 February 2018 Ms Olga Zoutendijk announced her decision not to run for a second term as member of the Supervisory Board effective 1 July 2018 and to transfer her duties as Chairman of the Supervisory Board with immediate effect. Accordingly, there is a vacancy for this position (the "**First Vacancy**").

The second vacancy arises as a result of the end of the term of appointment of Mr Steven ten Have as of the close of the General Meeting (the "**Second Vacancy**"). This vacancy is subject to the enhanced right of recommendation of the Employee Council as stipulated in section 2:158 paragraph 6 of the Dutch Civil Code (the "**DCC**").

At the general meeting of 30 May 2017, the term of Ms Annemieke Roobeek was extended until such time that a new member of the Supervisory Board shall be appointed. At the time, the general meeting was notified of the vacancy for a Supervisory Board member with senior executive banking and/or financial experience. On 19 March 2018, ABN AMRO announced that the candidate as announced on 26 October 2017 had decided, for personal

reasons, to withdraw her candidacy. As a result, there continues to be an open position in the Supervisory Board for a new member with the aforementioned experience (the "**Third Vacancy**").

## Agenda item 6(c)

### Opportunity to make recommendations by the General Meeting, with due regard of the profiles

In accordance with article 2:158 paragraph 5 DCC, the Supervisory Board grants the General Meeting the opportunity to recommend eligible candidates for nomination as Supervisory Board members for the First Vacancy, the Second Vacancy and the Third Vacancy respectively, with due observance of the Articles of Association, the collective profile of the Supervisory Board, the individual profiles for the positions, and subject to an integrity and suitability screening of any recommended candidate by the European Central Bank (the "**ECB**") and other relevant regulators. Moreover, with respect to the Second Vacancy, the Employee Council holds an enhanced right of recommendation.

With respect to the Third Vacancy, the opportunity to recommend eligible candidates was already granted to the general meeting on 30 May 2017. However, given the time lapsed the Supervisory Board wishes to give the opportunity again.

The person appointed to fill the First Vacancy will be appointed by the Supervisory Board as Chairman of the Supervisory Board. The individual profiles for the Chairman and the other members, as well as the collective profile of the Supervisory Board, are included in the meeting documents.

## Agenda item 6(d)

### Re-appointment of Mr Steven ten Have as member of the Supervisory Board

Agenda items 6(d) (i) and (ii) will not be put to a vote if the General Meeting invokes its right of recommendation for this vacancy.

#### (i) Announcement to the General Meeting of the Supervisory Board's nomination of Mr Steven ten Have for re-appointment

Mr Steven ten Have is proposed to be re-appointed as member of the Supervisory

Board. The appointment will be effective as of the close of the General Meeting and for a period of two years ending at the close of the annual general meeting in 2020.

Mr Steven ten Have was appointed to the Supervisory Board of ABN AMRO Group on 30 March 2010 and to the Supervisory Board of ABN AMRO Bank on 1 April 2010. He was re-appointed by the general meeting in 2014 for a term of four years. Mr Steven ten Have was appointed in 2010 and re-appointed in 2014 on nomination by the Supervisory Board in accordance with the enhanced right of recommendation of the Employee Council as stipulated in section 2:158 paragraph 6 DCC.

On 18 May 2016 Mr Steven ten Have was appointed as Vice-Chairman of the Supervisory Board.

The Employee Council submitted to the Supervisory Board an enhanced recommendation dated 11 April 2018 to nominate Mr Steven ten Have for re-appointment effective this General Meeting. The recommendation is included in the meeting documents for the General Meeting.

The re-appointment of Mr Steven ten Have will result in a total term in excess of eight years. The Supervisory Board proposes the re-appointment of Mr Steven ten Have in accordance with the recommendation by the Employee Council and in acknowledgement of his valuable role in the past years as member and Vice-Chairman of the Supervisory Board and the individual and collective profile as included in the meeting documents for the General Meeting. The Supervisory Board also recognizes the need to ensure continuity in the Supervisory Board, given the changes in its composition that were announced earlier.

As Vice-Chairman of the Supervisory Board, Mr Steven ten Have has temporarily assumed the duties of Chairman of the Supervisory Board effective 5 February 2018 until a new Chairman will have been appointed.

Current positions:

- Partner at TEN HAVE Change Management B.V.;
- Full professor of Strategy and Change Management at Vrije Universiteit

Amsterdam;

- Chairman of the part-time Msc. programme Change Management at Vrije Universiteit Amsterdam.

Other positions:

- Member of the Education Council of the Netherlands (*Onderwijsraad*);
- Chairman Stichting "Center for Evidence-Based Management";
- Deputy expert member Court of Enterprise at the Amsterdam Court of Appeal (*Ondernemingskamer Gerechtshof Amsterdam*).

For more information, we refer to the resume of Mr Steven ten Have which is included as a meeting document for this General Meeting.

Mr Steven ten Have complies with the provisions on the limitation of the number of directorships pursuant to the requirements of CRD IV as transposed into Dutch law.

Mr Steven ten Have holds no (depository receipts for) shares in the capital of ABN AMRO Group.

#### **(ii) Proposal to the General Meeting to re-appoint Mr Steven ten Have as member of the Supervisory Board**

Mr Steven ten Have is proposed to be appointed as member of the Supervisory Board. The appointment will be effective as of the close of the General Meeting and for a period of two years ending at the close of the annual general meeting in 2020.

### **Agenda item 7**

#### **Issuance of new shares and acquisition of shares or depository receipts by ABN AMRO Group**

Under Dutch law, the general meeting can authorise the Executive Board to issue shares or grant rights to subscribe for shares, to exclude pre-emptive rights and to have ABN AMRO Group acquire shares or depository receipts representing shares in the share capital of ABN AMRO Group ("**Depository Receipts**").

Clause 8 of the Relationship Agreement between Stichting administratiekantoor beheer financiële instellingen ("**NLFI**") and ABN AMRO Group dated 10 November 2015 sets out that, for as long as NLFI holds at least one third of the shares in the share capital of ABN



AMRO Group, if a proposal is made to the general meeting to designate the Executive Board as the authorised corporate body to resolve to issue shares in the share capital of ABN AMRO Group, the authorisation:

- (a) shall be limited to a maximum of 10% of the total issued shares in the share capital of ABN AMRO Group at the time the authority is granted;
- (b) may not be used to distribute dividends in the form of shares in the share capital of ABN AMRO Group; and
- (c) shall be valid for no more than 18 months.

The authorisations to issue shares or grant rights to subscribe for shares, to exclude pre-emptive rights and to have ABN AMRO Group acquire shares or Depositary Receipts allow ABN AMRO Group flexibility and the ability to respond quickly to circumstances necessitating an issuance or buy-back of Depositary Receipts or shares.

An issuance of (rights to subscribe for) shares may for instance be necessary to comply with regulatory requirements. This authorisation includes the possibility to issue additional Tier 1 instruments that convert into equity upon breach of certain regulatory capital triggers.

A buy back by ABN AMRO Group of (depository receipts for) shares could for instance take place in the context of a restructuring or decrease of capital, including the return of capital to its shareholders and/or holders of Depositary Receipts as long as it meets and continues to meet both current and future regulatory requirements in relation to its capital (for example fully-loaded Basel III, Basel IV, CRD IV and/or SREP requirements).

The aforementioned authorisations have previously been granted by the general meeting on 30 May 2017 for a period of 18 months as from 30 May 2017. The Executive Board proposes, with the approval of the Supervisory Board, that these authorisations will be extended, and if applicable replaced, by the new authorisations proposed under agenda items 7(a), 7(b) and 7(c) as from the date of the General Meeting.

## Agenda item 7(a)

### Authorisation to issue shares and/or grant rights to subscribe for shares

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, (i) to issue ordinary shares (excluding, for the avoidance of doubt, ordinary shares B) and (ii) to grant rights to subscribe for such ordinary shares up to a maximum of 10% of ABN AMRO Group's issued share capital as at the date of the General Meeting, provided that each such authorisation will not be used for issuances related to a distribution of stock dividend or for issuances in connection with management or employee incentive plans (the "Issue Authorisation").

## Agenda item 7(b)

### Authorisation to limit or exclude pre-emptive rights

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive rights accruing to shareholders in connection with ordinary share issuances pursuant to the Issue Authorisation.

## Agenda item 7(c)

### Authorisation to acquire shares or Depositary Receipts representing shares in ABN AMRO Group's own capital

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting to acquire, subject to the approval of the Supervisory Board, fully paid up ordinary shares in its own share capital (excluding, for the avoidance of doubt, ordinary shares B) or Depositary Receipts, on the stock exchange or through other means (including but not limited to by means of acquiring derivatives, or private or over-the-counter transactions, block trades or otherwise), at a price per share or Depositary Receipt which shall be at least the nominal value of the ordinary shares and which shall not be higher than a price equal to the highest price at which the Depositary Receipts traded on Euronext Amsterdam on

the preceding or trading day of the relevant transaction, provided that the total number of shares or Depositary Receipts to be held by or pledged to ABN AMRO Group, including its subsidiaries, is limited to a maximum of 10% of the issued share capital of ABN AMRO Group as at the date of the General Meeting. This authorisation replaces the authorisation of the general meeting of 30 May 2017.

## Agenda item 8

### **Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO Group**

It is proposed to the General Meeting to resolve, subject to the approval of the Supervisory Board, as well as the approval of the ECB and other relevant regulators, at the proposal of the Executive Board, to cancel all or part of the fully paid up ordinary shares in ABN AMRO Group's own share capital (excluding, for the avoidance of doubt, ordinary shares B) or Depositary Receipts, held by ABN AMRO Group as a result of acquisitions on the stock exchange or by other means under the authority provided to the Executive Board under agenda item 7(c) (the "Treasury Shares").

The cancellation of shares (in full or in part) is proposed to provide flexibility and efficiency for managing excess capital, including a restructuring or decrease of capital following the return of capital to its shareholders and/or holders of Depositary Receipts, as long as ABN AMRO meets and continues to meet both current and future regulatory requirements in relation to its capital.

The cancellation of Treasury Shares will be limited to a maximum of 10% of the total issued share capital of ABN AMRO Group as at the date of the General Meeting and may be executed within a period of 18 months as of the date of this General Meeting. The cancellation of (all or part) of the Treasury Shares can be executed in one or more tranches. The number of ordinary shares that will be cancelled (whether or not in a tranche) will be determined by the Executive Board, after having obtained the approval of the Supervisory Board, as well as the ECB and other relevant regulators.

The Executive Board is authorised to decide not to execute the cancellation of any or part of the Treasury Shares in accordance with this resolution of the General Meeting.

This resolution of the General Meeting to cancel the Treasury Shares and the resolution of the Executive Board to execute such cancellation will be filed with the Trade Register and at ABN AMRO Group's head office. Such filing will be announced in a newspaper with national distribution. Shareholders and holders of Depositary Receipts will be allowed to receive a free copy of the resolutions. The resolutions are available for inspection and can be obtained free of charge at our offices at the address indicated in the section Additional Information below. Furthermore, pursuant to article 2:100 DCC, the cancellation is subject to an objection period of 2 months. In this period, creditors can object the cancellation by appealing to the Dutch court and demand sufficient security for their claims. A judge will deny such a request if it is clear that a claim will be paid or if there is sufficient security.

## Agenda item 9

### **Amendment to the Articles of Association and authorisation to have the deed of amendment executed in front of the Dutch civil law notary**

In accordance with article 2:67, section 4 of the DCC, the total issued share capital (*geplaatst kapitaal*) of ABN AMRO Group may not become less than 20% of its authorised capital (*maatschappelijk kapitaal*). Currently, ABN AMRO Group's authorised capital (as set out in the Articles of Association) is EUR 4,700,000,000, which is (approximately) 5 times the current issued share capital of EUR 940,000,001. As a result, a prospective cancellation of Treasury Shares pursuant to agenda item 8 requires a partial amendment to the Articles of Association in order to decrease the authorised capital of ABN AMRO Group.

The Executive Board, with the approval of the Supervisory Board, proposes to the General Meeting to resolve (i) to amend the Articles of Association in order to decrease the authorised capital (*maatschappelijk kapitaal*) of ABN AMRO Group from EUR 4,700,000,000 to EUR 2,400,000,000 (article 3.1.1 of the

Articles of Association) and (ii) to authorize each (deputy) civil law notary and employee of De Brauw Blackstone Westbroek, severally, to have the deed of amendment of the Articles of Association executed. The draft deed of amendment of the Articles of Association and

the full text of the Articles of Association as the Articles of Association will read after the amendment, as prepared by De Brauw Blackstone Westbroek is included in the meeting documents of this General Meeting.

# Additional information

## I. Meeting documents

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

- the convocation of the General Meeting, including the agenda with the explanatory notes;
- ABN AMRO Group's Annual Report 2017 (including the Annual Financial Statements 2017) (agenda items 2(a), 2(b), 2(d), 2(e) and 2(g));
- the individual profiles for the vacancies in the Supervisory Board (agenda item 6(c)), and the collective profile of the Supervisory Board (agenda items 6(a) and 6(c));
- the resume of Mr Steven ten Have (agenda item 6(d));
- the recommendation of the Employee Council for re-appointment of Mr Steven ten Have (agenda item 6 (d)); and
- the draft amendment of the Articles of Association of De Brauw Blackstone Westbroek and full text of the Articles of Association as the Articles of Association will read after the amendment, as prepared by De Brauw Blackstone Westbroek is included in the meeting documents of this General Meeting (agenda item 9).

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 and voting

### A. Attendance of the General Meeting and voting

#### Record Date

Entitled to vote and/or to attend the General Meeting are all persons, who on 1 May 2018 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 General Meeting in the manner described hereunder.

The registers showing those entitled to shares or 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*).

#### Depositary Receipt holders and voting proxies

The board of STAK AAG reports that it has adopted a resolution providing voting proxies to all Depositary Receipt holders for the General Meeting. STAK AAG has informed ABN AMRO Group that in accordance with this voting proxy, a Depositary Receipt holder may exercise the voting right at the General Meeting for a number of shares equal to the number of Depositary Receipts held by the Depositary Receipt holder at the Record Date. The Depositary Receipt holder may exercise the voting right at his or her own discretion. STAK AAG is not liable for the voting behaviour of a Depositary Receipt holder or the consequences thereof. STAK AAG is also not liable for the casting of a vote in accordance with a voting instruction as explained under B below. Depositary Receipt holders do not have to apply for a voting proxy from STAK AAG. By virtue of registration for the General Meeting, Depositary Receipt holders are deemed to have acknowledged receipt and acceptance of the voting proxies. With due regard to the relevant statutory

provisions, the STAK AAG articles of association and the STAK AAG trust conditions, STAK AAG may revoke and/or limit voting proxies at any time prior to the voting on one or more items at the General Meeting.

### Registration for admission

Shareholders or Depositary Receipts holders who wish to attend and/or vote at the General Meeting either in person or represented by a third party, are required to notify ABN AMRO Bank through <https://corporatebroking.abnamro.com/shareholder> or via their intermediary. Notification can take place as of 2 May 2018, until 22 May 2018 17:30 (CET). Each such person is requested to include all required details in order for ABN AMRO Bank to be able to, among other things, verify his or her voting and/or attendance rights in an efficient manner.

On 23 May 2018 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 via <https://corporatebroking.abnamro.com/intermediary> that the number of Depositary Receipts that have been registered for attendance of and/or voting at the 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.

### Attendance by third-parties

A shareholder or Depositary Receipt holder, who wishes to authorise STAK AAG, the notary (René Clumpkens of Zuidbroek Notarissen or his deputy) or another third party, to attend and vote at the General Meeting on his or her behalf, shall state that party's details in the abovementioned registration using the voting form available via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder).

### Proof of registration and identification

Any person that has the right to attend the General Meeting and was duly and timely registered will receive a proof of registration which will also serve as an admission ticket for the General Meeting. Persons who have the right to attend the General Meeting (or their representatives) are required to identify themselves before they are admitted to the 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.

### B. Voting for persons not attending the General Meeting

Any person that has the right to attend the General Meeting and was duly and timely registered may submit his or her electronic voting instruction to STAK AAG or the notary (René Clumpkens of Zuidbroek Notarissen or his deputy) to vote on his or her behalf via [www.abnamro.com/shareholder](http://www.abnamro.com/shareholder) from 2 May 2018 until 22 May 2018 17:30 (CET). Such person may also submit his or her voting instruction to STAK AAG, the notary (René Clumpkens of Zuidbroek Notarissen or his deputy) or a third party, to vote on his or her behalf via the voting form available via [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting). Such voting form needs to be received prior to 22 May 2018 17:30 (CET) at the return-address mentioned on the form, together with a confirmation of the intermediary in relation to the number of Depositary Receipts held by such holder of Depositary Receipts at the Record Date.

## III. Miscellaneous

### Arrival at location and registration

In order to facilitate a smooth registration of the votes submitted during the General Meeting, attendees that wish to submit their votes at the General Meeting are requested to register themselves for the General Meeting no later than 13:45 (CET) at the registration desk. After 13:45 (CET) the registration desk will be closed.

### Webcast

The General Meeting will be video webcasted live and in full on 29 May 2018 via [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting).

## Contact details

### ABN AMRO Group N.V.

Gustav Mahlerlaan 10  
1082 PP Amsterdam  
The Netherlands

P.O. Box 283  
1000 EA AMSTERDAM  
The Netherlands

### ABN AMRO Bank N.V.

Department Corporate Broking HQ 7050  
Gustav Mahlerlaan 10  
1082 PP Amsterdam  
The Netherlands  
[corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

P.O. Box 283  
1000 EA AMSTERDAM  
The Netherlands

