

Convocation Notice

Notice convening the **Annual General Meeting 2016** of
ABN AMRO Group N.V.

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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 Wednesday 18 May 2016 at 14:00 (CEST) at the premises of ABN AMRO Group, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (hereafter: the **General Meeting**).

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Agenda

1. opening remarks and announcements

2. annual report, corporate governance and annual financial statements

- (a) report of the Managing Board in respect of 2015 (discussion item);
- (b) report of the Supervisory Board in respect of 2015 (discussion item);
- (c) corporate governance (discussion item);
- (d) implementation of remuneration policy (discussion item);
- (e) presentation and Q&A external auditor (discussion item); and
- (f) adoption of annual financial statements (**voting item**).

3. proposal for dividend 2015 (voting item)

4. discharge

- (a) discharge of each member of the Managing Board in office during the financial year 2015 for the performance of his or her duties during 2015 (**voting item**); and
- (b) discharge of each member of the Supervisory Board in office during the financial year 2015 for the performance of his or her duties during 2015 (**voting item**).

5. report on functioning of external auditor (discussion item)

6. issuance and acquisition of shares

- (a) authorisation to issue shares and grant rights to subscribe rights 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**).

7. appointment of new members of the Supervisory Board

- (a) opportunity to recommend candidates for nomination for one open position in the Supervisory Board (discussion item);
- (b) explanation of position Employee Council (Raad van Medewerkers) in respect of the proposed appointment of members of the Supervisory Board (discussion item);
- (c) appointment of Mr A.C. Dorland as member of the Supervisory Board (**voting item**);
- (d) appointment of Ms F.J. Leeftang as member of the Supervisory Board (**voting item**);
- (e) appointment of Mr J.S.T. Tiemstra as member of the Supervisory Board (**voting item**).

8. any other business and conclusion

Explanatory notes to the agenda items

Agenda item 2(a)

Report of the Managing Board in respect of 2015

Please refer to the Strategic Report, the Business Report and the Risk, Funding & Capital Report as included on pages 17 through 40 (Strategic Report), 41 through 122 (Business Report) and 123 through 272 (Risk, Funding & Capital Report) in the Annual Report of ABN AMRO Group for the financial year ending 31 December 2015 (the **Annual Report 2015**).

Agenda item 2(b)

Report of the Supervisory Board in respect of 2015

Please refer to the Supervisory Board Report as included on pages 300 through 311 in the Annual Report 2015.

Agenda item 2(c)

Corporate governance

Please refer to the Corporate Governance chapter of the Governance Report as included on pages 274 through 299 in the Annual Report 2015.

Agenda item 2(d)

Implementation of remuneration policy

Please refer to the Remuneration report as included on pages 312 through 322 in the Annual Report 2015.

Agenda item 2(e)

Presentation and Q&A external auditor

ABN AMRO Group's external auditor for the Annual Financial Statements 2015, KPMG, 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(f)

Adoption of audited annual financial statements

It is proposed to adopt the annual financial statements as included in the Annual Report 2015 on pages 329 through 472 of the Annual Report 2015 (**the Annual Financial Statements 2015**).

Agenda item 3

Proposal for dividend 2015

It is proposed to pay a final cash dividend of EUR 414 million or EUR 0.44 per share over the financial year 2015. Together with the interim cash dividend of EUR 350 million as paid in August 2015, this will bring the total dividend to EUR 764 million or EUR 0.81 per share and the payout ratio to 40%.

Agenda item 4(a)

Discharge of each member of the Managing Board in office during the financial year 2015 for the performance of his or her duties during the year 2015

It is proposed to discharge each member of the Managing Board in respect of the performance of his or her duties in the financial year ending on 31 December 2015 to the extent apparent from the Annual Report 2015, including the Annual Financial Statements 2015, 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 2015 for the performance of his or her duties during the year 2015

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 2015 to the extent apparent from the Annual Report 2015, including the Annual Financial Statements 2015, 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

Issuance and acquisition of shares

Under Dutch law, the general meeting can authorise the Managing 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 depositary receipts representing shares in the share capital of ABN AMRO Group (**Depositary Receipts**).

Clause 8 of the Relationship Agreement between Stichting administratiekantoor beheer financiële instellingen (NLFI) and ABN AMRO Group dated 10 November 2015 stipulates 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 Management 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.

These aforementioned authorisations have previously been granted by the general meeting in a written resolution dated 6 November 2015 for a period of 18 months from 24 November 2015. The Managing Board proposes, with the approval of the Supervisory Board, that these authorisations will be extended by the new authorisations proposed under agenda items 6(a), 6(b) and 6(c) as from the date of the General Meeting.

The authorisations to issue shares, to exclude pre-emptive rights and to have ABN AMRO Group acquire shares or Depositary Receipts are proposed under the

limits and conditions as set out under agenda items 6(a), 6(b) and 6(c). These authorisations allow ABN AMRO Group flexibility and the ability to respond quickly to circumstances necessitating an issuance or buy-back of (Depositary Receipts for) 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 of (Depositary Receipts for) shares may for instance be necessary to allow ABN AMRO Group to offer a scrip or stock dividend or to restructure its capital, including the return of capital to its shareholders and/or holders of Depositary Receipts as long as it meets and continues to meet current and future regulatory requirements in relation to its capital (for example fully-loaded Basel III/CRD IV and/or SREP requirements).

Agenda item 6(a)

Authorisation to issue shares and grant rights to subscribe rights for shares

It is proposed to the General Meeting to authorise the Managing 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 acquire 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 6(b)

Authorisation to limit or exclude pre-emptive rights

It is proposed to the General Meeting to authorise the Managing 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 6(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 Managing 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, 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, 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 trading day, provided that the number of shares or Depositary Receipts to be acquired by ABN AMRO Group pursuant to this authorisation (which, for the avoidance of doubt, is not required under Dutch law for acquisitions of Depositary Receipts or shares that will be used to fulfil ABN AMRO Group's obligations under management or employee incentive plans) is limited to 5% of the issued share capital of ABN AMRO Group not held by NLF1.

Agenda item 7

Appointment of members of the Supervisory Board

The number of members of the Supervisory Board is determined by the Supervisory Board, the minimum number being three. The Supervisory Board has adopted a collective profile which aims to ensure that the Supervisory Board 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. In accordance with the description in the prospectus issued for the IPO dated 10 November 2015 and subsequent press releases by ABN AMRO dated 13 and 21 January 2016, the composition of the Supervisory Board will change as of the date of the General Meeting

for various reasons set out below. The proposals submitted to the General Meeting in the following agenda items will ensure that the collective profile of the Supervisory Board remains safeguarded.

(i) Resignation of the Chairman, Mr Van Slingelandt

In accordance with the prevailing Resignation Schedule of the Supervisory Board, the current mandate of the Chairman, Mr Van Slingelandt, ends at the General Meeting. Mr Van Slingelandt has announced earlier that he will not apply for reappointment. The Supervisory Board has decided to appoint Ms Olga Zoutendijk (currently Vice-Chairman of the Supervisory Board) as new Chairman of the Supervisory Board of ABN AMRO Group, as successor to Mr Van Slingelandt, subject to final approval of the European Central Bank. We expect to confirm the approval of the European Central Bank prior to the General Meeting. The profile of Ms Zoutendijk is available on the ABN AMRO website.

(ii) Appointment of new members

Following the resignation by Mr Wakkie and Ms Oudeman in 2015 and because Mr De Haan has announced earlier that he will not be available for reappointment at the end of his scheduled current term at the General Meeting, the Supervisory Board has adopted profiles for three new members of the Supervisory Board. The Supervisory Board has granted the general meeting in 2015 the opportunity to recommend candidates for these three positions. The general meeting has not recommended candidates for these vacancies.

With a view to the above, the Supervisory Board proposes to the General Meeting, in accordance with article 7.6.3 of the Articles of Association to appoint, effective as of the closing of the General Meeting, each of:

1. Mr A.C. Dorland;
 2. Ms F.J. Leeflang; and
 3. Mr J.S.T. Tiemstra,
- as member of the Supervisory Board.

All proposed appointments are for a term which ends at the close of the first general meeting that is held 4 years after the General Meeting in 2016.



The reasons for nominating the candidates as identified above are set out below at agenda items 7 (c), (d) and (e), respectively.

The remuneration of the new members of the Supervisory Board will be the same as for current members of the Supervisory Board, as determined by the general meeting on 11 June 2010. For more information on the remuneration of the Supervisory Board, please refer to page 456 through 457 of the Annual Report 2015.

Mr Meerstadt has decided to leave his position in the course of 2016. The screening by the European Central Bank of a new member to be appointed to the Supervisory Board is well under way.

Agenda item 7(a)

Opportunity to recommend candidates for nomination for one open position in the Supervisory Board

As explained in sub-section (ii) of the introductory paragraph to agenda item 7, the screening of a new member to be appointed to the Supervisory Board is well under way.

In accordance with article 7.6.4 of the Articles of Association, the General Meeting is hereby granted the opportunity to recommend eligible candidates for nomination as member of the Supervisory Board, with due observance of the Articles of Association, the collective profile, the individual profile, the powers vested in the Employee Council and subject to outcome of the integrity and suitability screening by the European Central Bank. The individual profile, including the collective profile of the Supervisory Board, is included in the meeting documents for the General Meeting.

Agenda item 7(b)

Explanation of position Employee Council (*Raad van Medewerkers*) in respect of the proposed appointment of members of the Supervisory Board

As explained in the introductory paragraph to agenda item 7, the Supervisory Board proposes to the General Meeting to appoint three new members of the Supervisory Board. The Supervisory Board invited the Employee Council to recommend candidates for nomination for the relevant positions. The Employee Council decided not to recommend candidates for nomination for these positions. The Employee Council will explain its position in respect of the three nominated candidates at the General Meeting. The opinion of the Employee Council on these nominations, as required by articles 2:144a and 2:158 section 4 Dutch Civil Code, are included in the meeting documents for the General Meeting.

Agenda item 7(c)

Appointment of Mr A.C. Dorland as member of the Supervisory Board

The Supervisory Board proposes to the General Meeting to appoint Mr A.C. Dorland, as member of the Supervisory Board for a term which ends at the close of the first general meeting that is held 4 years after the General Meeting. Mr Dorland is born on 25 August 1955 in Ermelo, the Netherlands and holds the Dutch nationality. The appointment of Mr Dorland has been approved by the European Central Bank. Mr Dorland has confirmed to be independent within the meaning of provision III.2.2 of the Dutch Corporate Governance Code.

Reasons for the proposed appointment:

Mr Dorland is proposed to further strengthen the knowledge of the Supervisory Board on information technology and digital innovation, also in light of the long-term strategy and activities of ABN AMRO. The Supervisory Board believes that Mr Dorland meets the required profile, based on his extensive (international) management experience in the fields of information technology and digital innovation, mostly gained at Royal Dutch Shell. Mr Dorland also gained relevant supervisory experience as a member of the Supervisory Board of Robeco.



Current (supervisory) directorships:

- » Member of the Supervisory Board of Robeco Groep N.V.
- » Member of the Supervisory Council of Naturalis Biodiversity Center

Mr Dorland complies with the provisions on the limitation of directorships pursuant to the requirements of CRD IV as transposed into Dutch law. He also complies with the limitation of directorships pursuant to the Dutch Corporate Governance Code.

Important former position:

- » Executive Vice President, Technical and Competitive IT of Royal Dutch Shell plc

Shares held in ABN AMRO Group:

Mr Dorland holds no Depositary Receipts, nor shares in the capital of ABN AMRO Group.

Agenda item 7(d)**Appointment of Ms F.J. Leeflang as member of the Supervisory Board**

The Supervisory Board proposes to the General Meeting to appoint Ms F.J. Leeflang as a member of the Supervisory Board for a term which ends at the close of the first general meeting that is held 4 years after the General Meeting. Ms F.J. Leeflang is born on 2 May 1969 in Amsterdam, the Netherlands and holds the Dutch nationality. The appointment of Ms Leeflang has been approved by the European Central Bank. Ms Leeflang has confirmed to be independent within the meaning of provision III.2.2 of the Dutch Corporate Governance Code

Reasons for the proposed appointment:

The Supervisory Board believes that Ms Leeflang meets the required profile of legal expert based on her extensive legal expertise and experience as a lawyer (advocaat), partner and former Chair of the Managing Board of the Dutch law firm Boekel N.V. Ms Leeflang also has relevant supervisory experience, including as a member of the Supervisory Council of *KWF Kankerbestrijding* (Dutch Cancer Society) and as a member of the Audit Committee of the *Algemene Rekenkamer* (Dutch Court of Audit).

Current (supervisory) directorships:

- » Vice chairperson of the Managing Board of AmsterdamDiner Foundation
- » Member of the Managing Board of Foundation Quality Mark Charities (*Stichting Keurmerk Goede Doelen*)
- » Member of the Managing Board of Competition Law Association (*Nederlandse Vereniging voor Mededingingsrecht (VvM)*)
- » Member of the Supervisory Council of Educational Foundation of Independent Gymnasia (*Onderwijsstichting Zelfstandige Gymnasia*)
- » Member of the Supervisory Council of *KWF Kankerbestrijding* (Dutch Cancer Society)

Other current positions:

- » Member of the Advisory Council of Care Assessment Centre (*Advies Centrum Indicatiestelling Zorg (CIZ)*)
- » Member of the Audit Committee of the Dutch Court of Audit (*Algemene Rekenkamer*)
- » Lecturer and tutor of the Women Leadership Programme for the development and retention of female talent in the legal profession, as well as a Member of the Round Table "top women in the legal profession"
- » Various lectureships at the *Nederlandse Orde van Advocaten*, Elsevier, Kluwer, OSR and guest lecturer at the University of Utrecht and the Radboud University in Nijmegen

Ms Leeflang complies with the provisions on the limitation of directorships pursuant to the requirements of CRD IV as transposed into Dutch law. She also complies with the limitation of directorships pursuant to the Dutch Corporate Governance Code.

Important former position:

- » Chairperson of the Managing Board of Boekel N.V.

Shares held in ABN AMRO Group:

Ms Leeflang holds no Depositary Receipts, nor shares in the capital of ABN AMRO Group.



Agenda item 7(e)

Appointment of Mr J.S.T. Tiemstra as member of the Supervisory Board

The Supervisory Board proposes to the General Meeting to appoint Mr J.S.T. Tiemstra, as a member of the Supervisory Board for a term which ends at the close of the first general meeting that is held 4 years after the General Meeting. Mr Tiemstra is born on 16 November 1952 in Nijmegen, the Netherlands and holds the Dutch nationality. The appointment of Mr Tiemstra has been approved by the European Central Bank. Mr Tiemstra has confirmed to be independent within the meaning of provision III.2.2 of the Dutch Corporate Governance Code.

Reasons for the proposed appointment:

The Supervisory Board believes that Mr Tiemstra meets the required profile, based on his thorough knowledge of and extensive international experience in financial and general management gained as senior manager in Unilever and as CFO and member of the Managing Board of Hollandsche Beton Groep N.V. and Hagemeyer N.V. Mr Tiemstra also gained relevant experience in supervision as member of the Supervisory Board of the Netherlands Authority for the Financial Markets (AFM). With the appointment of Mr Tiemstra ABN AMRO will continue to meet the requirement pursuant to provision III.3.2 of the Dutch Corporate Governance Code of having a financial expert as member. Mr De Haan is the current financial expert in the Supervisory Board. Mr Tiemstra will also succeed Mr De Haan as Chairman of the Audit Committee.

Current (supervisory) directorships:

- » Director/Owner of Drs J.S.T. Tiemstra Management Services B.V.
- » Member of the Supervisory Board of DKG Holding B.V.
- » Member of the Supervisory Board of Stichting Reinier de Graaf HAGA Groep
- » Member of the Supervisory Board of Batenburg Techniek N.V.
- » Member of the Supervisory Board of Royal Haskoning DHV B.V.
- » Member of the Managing Board of Foundation Continuity TNT Express

- » Member of the Managing Board of Foundation Continuity KBW (Koninklijke Boskalis Westminster N.V.)
- » Member of the Managing Board of Foundation Preference Shares Wolters Kluwer
- » Member of the Managing Board of Foundation Administration Office for Shares of N.V. Twentsche Kabel Holding

Other current positions:

- » Member of the Advisory Board of Education Executive Agency (*Dienst Uitvoering Onderwijs* (DUO)) of the Netherlands Ministry of Education, Culture and Science
- » Member of the Monitoring Committee of the Dutch Pension Funds Code (*Monitoringcommissie Code Pensioenfondsen*)
- » Member of the Advisory Board of the Court of Justice of Rotterdam
- » Deputy member of the Netherlands Enterprise Court at the Amsterdam Court of Appeal (*Plaatsvervangend deskundig lid Ondernemingskamer Gerechtshof Amsterdam*)
- » Chairman of the Governance, Risk & Compliance Committee of the Netherlands Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants* (NBA))

A request for authorisation of one additional non-executive directorship has been approved by the European Central Bank. Consequently, Mr Tiemstra complies with the provisions on the limitation of directorships pursuant to the requirements of CRD IV as transposed into Dutch law. He also complies with the limitation of directorships pursuant to the Dutch Corporate Governance Code.

Important former positions:

- » Member of the Supervisory Board of Ballast Nedam N.V.
- » CFO and member of the Managing Board of *Hollandsche Beton Groep N.V.*
- » CFO and member of the Managing Board of Hagemeyer N.V.
- » Member of the Supervisory Board of the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten* (AFM))

Shares held in ABN AMRO Group:

Mr Tiemstra holds no Depositary Receipts, nor shares in the capital of ABN AMRO Group.



Additional information

I. Meeting documents

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

- » the convocation of the General Meeting, including the agenda with the explanatory notes, containing the information regarding the nominated members of the Supervisory Board within the meaning of article 2:142 section 3 of the Dutch Civil Code;
- » ABN AMRO Group's Annual Report 2015 (including the Annual Financial Statements 2015) (agenda item 2);
- » the individual profile for the vacancy in the Supervisory Board, including the collective profile of the Supervisory Board (agenda item 7 (a));
- » the position statement of the Employee Council on the nominations as described in articles 2:144a and 2:158 section 4 Dutch Civil Code (agenda item 7 (b)); and
- » the resumes of Mr Dorland, Ms Leeftang and Mr Tiemstra (agenda items 7 (c) through 7 (e)).

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

Record Date

Entitled to vote and/or to attend the General Meeting are all persons, who on 20 April 2016 at 17:30 (CEST), 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 Managing Board as set out below and who have applied for attendance to the General Meeting in the manner described under A. of this section II.

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 *Stichting Administratiekantoor Continuïteit ABN AMRO Group* (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 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 trust conditions, STAK AAG may revoke voting proxies at any time prior to the General Meeting.

A. Attendance of 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 N.V. through abnamro.com/evoting or via their intermediary.



Notification can take place as of 21 April 2016, until 11 May 2016 17:30 (CEST). 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 voting and/or attendance rights in an efficient manner.

On 12 May 2016 at 11:00 (CEST) 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 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.

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 a 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 abnamro.com/shareholdermeeting

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 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 abnamro.com/evoting from 21 April 2016 until 11 May 2016 17:30 (CEST). Such person may also submit his 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 abnamro.com/shareholdermeeting. Such voting form needs to be received prior to 11 May 2016 17:30 (CEST) 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 13:30 (CEST) at the registration desk. After 13:30 (CEST) the registration desk will be closed.

Webcast

The General Meeting will be audiowebcast live and in full on 18 May 2016 via abnamro.com/shareholdermeeting



Contact details

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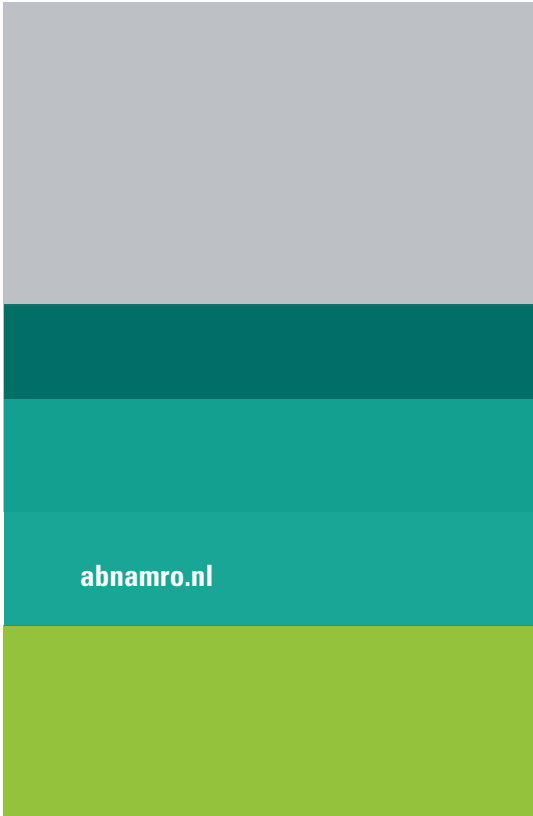
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