

# Convocation

Notice convening the Extraordinary General Meeting of  
ABN AMRO Bank N.V.

# Convening notice for the Extraordinary General Meeting of ABN AMRO Bank N.V.

---

Attendance	3
------------	---

---

Agenda	4
--------	---

---

Explanatory notes to the agenda	5
---------------------------------	---

---

Additional information	7
------------------------	---

---

# Attendance

ABN AMRO Bank N.V. (**ABN AMRO**) invites its shareholders and depositary receipt holders for its Extraordinary General Meeting (**Extraordinary General Meeting**), to be held on 16 November 2023, 2023 at 1.00 PM CET at ABN AMRO's head office, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

As a shareholder or depositary receipt holder, you can attend the Extraordinary General Meeting in person. For further information and instructions please refer to the section 'Additional information' on page 7. This Extraordinary General Meeting will be held in person. It is not possible to participate virtually in the Extraordinary General Meeting, but the Extraordinary General Meeting can be followed online via the live webcast mentioned below.

Shareholders and depositary receipt holders are invited to the Extraordinary General Meeting to take note of the proposed appointment of two members of the Executive Board: Ferdinand Vaandrager as Chief Financial Officer and Ton van Nimwegen as Chief Operations Officer. These are the only agenda items of the meeting. There are no items that can be voted on.

The Extraordinary General Meeting will be broadcasted via a live webcast in both Dutch and English on ABN AMRO's website at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting) and a recording will be available for viewing after the meeting. The meeting documents are available on this website as well.

Amsterdam, the Netherlands,

4 October 2023

# Agenda

## 1. OPENING

## 2. NOTIFICATION OF INTENDED APPOINTMENTS OF MEMBERS OF THE EXECUTIVE BOARD

- (a) Introduction of Ferdinand Vaandrager as proposed member of the Executive Board with the title Chief Financial Officer (**discussion item**)
- (b) Introduction of Ton van Nimwegen as proposed member of the Executive Board with the title Chief Operations Officer (**discussion item**)

## 3. CLOSURE

# Explanatory notes to the agenda

## Agenda item 1

### Opening

## Agenda item 2

### Notification of intended appointments of members of the Executive Board

- (a) Introduction of Ferdinand Vaandrager, as member of the Executive Board with the title Chief Financial Officer (discussion item)

On 5 September 2023, the Supervisory Board announced its intention to appoint Ferdinand Vaandrager as Chief Financial Officer and member of the Executive Board effective as of the closing of the Extraordinary General Meeting. The European Central Bank approved the proposed appointment.

Ferdinand Vaandrager was appointed as interim CFO on 1 May 2023, replacing former CFO Lars Kramer, who stepped down in connection with a new career opportunity outside ABN AMRO. ABN AMRO gave notice of this to the General Meeting on 19 April 2023.

Ferdinand Vaandrager (1970, nationality: Dutch) is a highly qualified and experienced senior executive within ABN AMRO. He brings over 25 years of banking experience with a particular expertise in corporate and institutional banking, finance and capital markets, obtained mainly at ABN AMRO, but also within other financial institutions. He held various commercial and managerial positions at ABN AMRO, Royal Bank of Scotland and Citigroup. He has been head of Investor Relations at ABN AMRO since 2020.

ABN AMRO's diversity & inclusion (D&I) objectives were considered in the preparation of the appointment, which objectives contain targets in order to achieve a good balance in gender diversity and the other D&I aspects of relevance to ABN AMRO with regard to the composition of the Executive Board.

For more information, please see Ferdinand Vaandrager's resume included as a meeting document for this meeting and available at [www.abnamro.com/algemenevergadering](http://www.abnamro.com/algemenevergadering). The main elements of Ferdinand Vaandrager's assignment agreement are published on ABN AMRO's website at the aforementioned address.

The Employees Council has advised positively on the proposed appointment.

The Supervisory Board hereby notifies the Extraordinary General Meeting of the proposed appointment of Ferdinand Vaandrager in accordance with Section 2:162 of the Civil Code. The appointment of Ferdinand Vaandrager will be for a term of four (4) years. In accordance with Article

7.2.2 of the Articles of Association, Ferdinand Vaandrager's term of appointment will end at the close of the first general meeting held after the end of a four-year period following the appointment.

- (b) Introduction of Ton van Nimwegen, as member of the Executive Board with the title Chief Operations Officer (discussion item)

On 21 September 2023 the Supervisory Board announced its intention to appoint Ton van Nimwegen as Chief Operations Officer and member of the Executive Board effective as of the closing of the Extraordinary General Meeting. The European Central Bank approved the proposed appointment.

Ton van Nimwegen (1969, nationality: Dutch) has extensive national and international banking experience in operations and transformation. He studied business administration at Nyenrode University in Breukelen and business economics at Erasmus University in Rotterdam. He also holds a degree as a certified controller and finished a PhD in Economics on ABN AMRO's corporate values.

Ton van Nimwegen led the Operations domain within Rabobank Nederland as Chief Operating Officer. Before that, he served as Regional Director and managed several local banks, including Rabobank's branch in Brazil. Ton van Nimwegen had previously worked for ABN AMRO, namely from 1995 for the branches in South Africa, Brazil, and from 2000 in Global Financial Markets in Hong Kong.

The preparation of the proposed appointments took into account ABN AMRO's aforementioned D&I policy. Following the appointment of Ferdinand Vaandrager and the appointment of Ton van Nimwegen, one-third of the seats on the Executive Board will be held by women and two-thirds by men. The gender diversity goal of at least one-third of seats occupied by both sexes on the Executive Board has thus been met.

For more information, please see Ton van Nimwegen's resume included as a meeting document for this meeting and available at [www.abnamro.com/algemenevergadering](http://www.abnamro.com/algemenevergadering). The main elements of Ton van Nimwegen's assignment agreement are published on ABN AMRO's website at the aforementioned address.

The Employees Council has advised positively on the proposed appointment.

The Supervisory Board hereby notifies the Extraordinary General Meeting of the proposed appointment of Ton van Nimwegen in accordance with Section 2:162 of the Dutch Civil Code. The appointment of Ton van Nimwegen will be for a term of four (4) years. In accordance with Article 7.2.2 of the Articles of Association, Ton van Nimwegen's term of appointment will end at the close of the first general meeting held after the end of a four-year period following the appointment.

## Agenda item 3

### Closing

# Additional information

## Meeting documents

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

- this notice of the Extraordinary General Meeting, including agenda and explanatory notes;
- the resume of Ferdinand Vaandrager;
- the main elements of the assignment agreement with Ferdinand Vaandrager;
- the resume of Ton van Nimwegen;
- the main elements of the assignment agreement with Ton van Nimwegen.

From today, these documents are available for inspection at our office (see address below), and you can obtain a copy free of charge by sending an email to the following address: [generalmeeting@nl.abnamro.com](mailto:generalmeeting@nl.abnamro.com).

## Conditions of attendance

### Record date

The record date for this Extraordinary General Meeting is **19 October 2023 (Record Date)**. Every person who has been registered as a shareholder or depositary receipt holder after all book-entry settlements of the Record Date have been processed, is entitled to attend the Extraordinary General Meeting upon registration as further described below.

The registers showing those entitled to shares or to depositary receipts on the Record Date are (designated for this purpose by the Executive Board):

- as regards ordinary registered shares in the share capital of ABN AMRO: the relevant register of shareholders kept by ABN AMRO;
- as regards depositary receipts: the records of the intermediary as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet Giraal Effectenverkeer*).

Shareholders and depositary receipt holders can register for the Extraordinary General Meeting.

### Registration for attendance

Registration is open from 20 October 2023 up to and including 9 November 2023, 5.30PM (CET). Every shareholder and depositary receipt holder who wishes to attend the Extraordinary General Meeting is required to register with ABN AMRO (Corporate Broking & Issuer Services) at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through its intermediary and attend the meeting in person at ABN AMRO's head office (Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands).

On 10 November 2023 at 1:30 PM CET at the latest, the intermediary in whose records the depositary receipts holders are registered must provide ABN AMRO (Corporate Broking & Issuer Services) with a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary). This statement must include the number of depositary receipts or shares registered for exercising the right of attendance at the Extraordinary General Meeting registered in the name of the holder in the intermediary's records

at the Record Date. In addition, the intermediary is requested to include the full address details of the relevant ultimate beneficial owner to enable ABN AMRO Corporate Broking & Issuer Services to efficiently verify their interest on the Record Date.

### **Attendance in person**

Shareholders and depositary receipts holders who are entitled to attend the Extraordinary General Meeting and have registered correctly and on time will receive a registration certificate that also serves as an admission ticket to the Extraordinary General Meeting. In addition to showing proof of registration, attendees are asked to identify themselves at the meeting with a valid form of identification (passport, driver's license or identity card).

If you come by car, you can park your car at ABN AMRO either at ABN AMRO's head office (Gustav Mahlerlaan 10, Amsterdam), or in a nearby car park. In the latter case, you will be provided with a free exit ticket. You need not notify your car's registration number beforehand.

### **Attendance in person**

For completeness' sake, ABN AMRO emphasises that the proposed appointments will not be put to a vote at the Extraordinary General Meeting. As a result, no voting procedure will be provided prior to or during the Extraordinary General Meeting.

### **Miscellaneous**

#### **Issued share capital**

On the day of the convocation of the Extraordinary General Meeting, the total issued share capital of ABN AMRO amounts to 865,575,379 ordinary shares.

#### **Webcast**

The entire Extraordinary General Meeting can be followed live in Dutch and in English via video webcast on 16 November 2023 at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting).

#### **Language**

Please note that a Dutch translation of this convocation is also made available. In case of inconsistency between the Dutch translation and this English version, the English version shall prevail.



## Contact details

### **ABN AMRO Bank N.V.**

Gustav Mahlerlaan 10  
1082 PP Amsterdam

P.O. Box 283  
1000 EA AMSTERDAM

Corporate Broking & Issuer Services  
HQ 7212

Gustav Mahlerlaan 10  
1082 PP Amsterdam

P.O. Box 283  
1000 EA AMSTERDAM

[generalmeeting@nl.abnamro.com](mailto:generalmeeting@nl.abnamro.com)