

## Terms and Conditions for Hybrid and Virtual General Meetings

### Hybrid General Meeting

ABN AMRO's ambition is to take a leading role in digital and technological innovation to serve the needs of clients and investors. In that context, in addition to attend the General Meeting in person ABN AMRO accommodates its Shareholders and Depositary Receipt Holders to virtually participate in its General Meetings through electronic means without the need to physically attend the respective General Meeting.

### Virtual General Meeting

Under the Covid-19 Emergency Act (*Tijdelijke wet Covid-19 Justitie en Veiligheid*) that entered into force on 24 April 2020, ABN AMRO can also decide that the General Meeting can only be accessed by electronic means of communication without the option to physically attend the General Meeting.

### Terms and Conditions

Participating virtually in a (Hybrid or Virtual) General Meeting is subject to these Terms and Conditions.

Capitalised terms have the meaning as set out in Annex 1.

## **Terms and Conditions for virtually attending and participating in General Meetings**

### **1 INTRODUCTION**

- 1.1 These Terms and Conditions are applicable to Shareholders and Depositary Receipt Holders who virtually attend and participate in a 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 may participate in the General Meeting via the Online Platform and must identify themselves through a secured access on the Online Platform to enter the General Meeting. In addition to the provisions laid down in these Terms and Conditions, the Terms and Conditions of the Online Platform Providers also apply to the participation via the Online Platform.
- 1.4 Further instructions on virtually attending and participating in the General Meeting will be included in the convocation of the General Meeting.
- 1.5 After the convocation of a Hybrid General Meeting or a Virtual General Meeting and with due observance of requirements under Dutch law, the Executive Board may, at its own discretion, change the meeting to a physical only or, if a Hybrid General Meeting was convened, Virtual General Meeting, change the sequence of the meeting, change or restrict the electronic facilities for the meeting or adjourn the time at which the meeting will start. Such changes will be communicated to the Shareholders and Depositary Receipt Holders on ABN AMRO Bank's website ([www.abnamro.com/general-meeting](http://www.abnamro.com/general-meeting)).
- 1.6 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 that wish to virtually attend the General Meeting are strongly recommended to test their connection and ensure that they have access to the Online Platform in advance of the meeting. 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 do so. 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 General Meeting and for pre-meeting testing access.

- 2.2 There are certain risks for Shareholders and Depositary Receipt Holders who attend the 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 cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the General Meeting. If a Shareholder or Depositary Receipt Holder wishes to avoid such risks, he/she should attend the General Meeting in person (in case of a Hybrid General Meeting) or by providing a proxy and in the event of a Virtual General Meeting, submit questions prior to the General Meeting. 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 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 General Meeting, to submit questions or vote electronically during (any part of) the General Meeting does not affect the validity of the General Meeting or any business conducted at such meeting.
- 2.3 If it appears to the Chairman that the Online Platform has become inadequate for Shareholders or Depositary Receipt Holders to watch, listen or otherwise follow the meeting, to vote electronically and in the event of a Virtual General Meeting, submit questions during (any part of) of the General Meeting, then the Chairman may, at his/her own discretion, suspend or end 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 General Meeting via the Online Platform to watch, listen or otherwise follow the meeting, to vote electronically and in the event of a Virtual General Meeting, submit questions during (any part of) of the General Meeting. To the extent reasonably possible, the Chairman shall communicate this decision to the Shareholders and Depositary Receipt Holders who attend the General Meeting via the Online Platform. In case of a Hybrid General Meeting. The Chairman shall also communicate this decision to the Shareholders and Depositary Receipt Holders who participate in the General Meeting in person.
- 2.4 If the Chairman suspends or ends the General Meeting, then all business conducted up to that moment will be valid, unless the Chairman resolves otherwise. With due observance of the requirements of Dutch law, a suspended

Hybrid General Meeting may be continued as a physical General Meeting only or as a Hybrid General Meeting irrespective of the form of the Hybrid General Meeting that was suspended or cancelled.

### **3 SHAREHOLDERS' AND DEPOSITARY RECEIPT HOLDERS' RIGHTS**

#### **3.1 Virtual and Hybrid General Meetings**

3.1.1 In the event of a Virtual or Hybrid General Meeting, each Shareholder and Depositary Receipt Holder will be allowed to attend and participate in the General Meeting via the Online Platform, provided that they duly and timely registered for participation in the General Meeting via the Online Platform and duly and timely logged-in on the Online Platform in accordance with the instructions included in the convocation of the General Meeting.

3.1.2 Shareholders and Depositary Receipt Holders who are logged-in via the Online Platform prior to the start of the General Meeting shall be:

- (i) deemed to attend the General Meeting,
- (ii) counted in for calculating how many Shareholders and Depositary Receipt Holders are present or represented at the General Meeting and which percentage of the issued and outstanding Share capital of ABN AMRO Bank is present or represented at the General Meeting,
- (iii) able to follow (watch, listen or otherwise) the meeting,
- (iv) (for Virtual General Meetings only) entitled to submit questions through the Online Platform; and
- (v) entitled to vote electronically at such General Meeting.

3.1.3 The names of Shareholders and Depositary Receipt Holders who attend the General Meeting via the Online Platform will be included the registration list of Shareholders and Depositary Receipt Holders.

3.1.4 Shareholders and Depositary Receipt Holders who are not logged-in via the Online Platform prior to the start of the General Meeting will not be counted as if they were attending the General Meeting in person and will only be able to follow (watch, listen or otherwise) the meeting.

3.1.5 Any log-off by a Shareholder or a Depositary Receipt Holder before the end of General Meeting will not affect the calculation of the quorum of Shareholders and Depositary Receipt Holders attending the General Meeting. In case of any early log-off, the session of the Shareholder or Depositary Receipt Holder will expire. In such event the Shareholder or Depositary Receipt Holder will be allowed to log in again and re-join the 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 General Meeting, he/she 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 General Meeting. In all other circumstances such Shareholders and Depositary Receipt holders will only be able to follow (watch, listen or otherwise) the meeting.

- 3.1.6 Without prejudice to article 3.1.4, 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 and the moment that the Chairman closes the polls during the General Meeting. The Chairman may at the beginning of the 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 General Meeting and the closure of voting as announced by the Chairman during the General Meeting. The polls will not be open prior to the start of the General Meeting.
- 3.1.7 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.
- 3.1.8 The finding by the Chairman after the closing of the poll or polls on the outcome of a vote by the General Meeting is decisive. The Chairman may inform the Shareholders and Depositary Receipt Holders of the results of such voting item(s) after the closing of that poll or polls or at the close of the General Meeting.
- 3.1.9 Each Shareholder and Depositary Receipt Holder may request ABN AMRO Bank to send him/her a confirmation of receipt of his/her votes cast on the Online Platform.

## 3.2 **Hybrid General Meeting**

- 3.2.1 Shareholders and Depositary Receipt Holders who participate in the Hybrid General Meeting via the Online Platform shall not have the opportunity to speak or submit questions. If Shareholders or Depositary Receipt Holders wish to speak or submit such questions, they or their proxies should attend the Hybrid General Meeting in person, provided that a Shareholder, Depositary Receipt Holder or its proxy holder cannot attend the Hybrid General meeting in person for the same Shares or Depositary Receipts that were logged-in on the Online Platform of the Hybrid General Meeting.
- 3.2.2 Access to the Online Platform will be cancelled for a Shareholder or Depositary Receipt Holder if he/she has registered him/herself to attend the Hybrid General

Meeting via the Online Platform, but attends (or his/her proxy attends) the Hybrid General Meeting in person.

### **3.3 Virtual General Meeting**

- 3.3.1 A Shareholder or Depositary Receipt Holder who has given a proxy cannot attend the Virtual General Meeting for the same Shares on the Online Platform of the Virtual General Meeting.

## **4 AMENDMENTS TO THESE TERMS AND CONDITIONS**

The Executive Board is authorised to adopt, revoke and amend these Terms and Conditions at any time, which will become effective immediately upon posting on ABN AMRO Bank's website ([www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting)), unless decided otherwise. The Executive Board is furthermore authorised to incidentally deviate from these Terms and Conditions if it considers this, in its sole discretion, necessary or desirable to facilitate the conduct and decision-making at a General Meeting.

## **5 CONTACT**

For any questions about these Terms and Conditions, please contact Investor Relations at [investorrelations@nl.abnamro.com](mailto:investorrelations@nl.abnamro.com).

**ANNEX DEFINITIONS**

<b>ABN AMRO Bank</b>	ABN AMRO Bank N.V.
<b>Chairman</b>	means the chairman of the General Meeting
<b>Depository Receipt Holders</b>	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
<b>Executive Board</b>	means the executive board of ABN AMRO Bank
<b>General Meeting</b>	means both: (a) 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; and b) the meeting of ABN AMRO Bank in which Shareholders, Depository Receipt Holders and all other persons with meeting rights assemble; unless the context provides otherwise, this includes a Hybrid General Meeting and a Virtual General Meeting.
<b>Hybrid General Meeting</b>	means a General Meeting in which Shareholders and Depository Receipt Holders are able to follow (watch, listen or otherwise) the General Meeting virtually and vote electronically during the General Meeting via the Online Platform, in addition to the possibility to attend the General Meeting in person
<b>Online Platform</b>	means the online platform provided by the Online Platform Providers on which the Shareholders and Depository Receipt Holders are able to attend the virtual part of the Hybrid General Meeting
<b>Online Platform Providers</b>	means ABN AMRO Bank and Lumi Technologies LTD
<b>Shareholders</b>	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
<b>Shares</b>	means one or more shares in the share capital of ABN AMRO Bank
<b>Virtual General Meeting</b>	means a General Meeting in which Shareholders and Depository Receipt Holders are able to follow (watch, listen or otherwise) the General Meeting virtually, submit questions through the Online Platform and vote electronically during the General Meeting via the Online Platform, without the possibility to attend the General Meeting in person
<b>STAK AAB</b>	means Stichting Administratiekantoor Continuïteit ABN AMRO Bank

<b>Terms and Conditions</b>	means these terms and conditions for Hybrid General Meetings and Virtual General Meetings
<b>Terms and Conditions of the Online Platform Providers</b>	means the terms and conditions for the e-voting system of the Online Platform Providers as they will read from time to time