

Notice

CONVENING THE EXTRAORDINARY GENERAL MEETING OF HOLDERS OF DEPOSITARY RECEIPTS OF STICHTING ADMINISTRATIEKANTOOR CONTINUÏTEIT ABN AMRO GROUP (hereinafter: 'STAK AAG') 24 april 2019 at 11:30 hours (CET) at the offices of ABN-AMRO, Gustav Mahlerlaan 10, 1082 PP Amsterdam

STAK AAG hereby invites holders¹⁾ of depositary receipts of ABN AMRO Group N.V. to attend the Extraordinary General Meeting of holders of depositary receipts on 24 April 2019, to be held at the office of ABN-AMRO, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (hereinafter: the 'Meeting'). The Meeting is scheduled to start at 11:30 hours (CET).

The doors will be open as from 11:00 hours (CET) for registration of the holders of depositary receipts who are entitled to attend the Meeting. We kindly request you to bring a valid passport, identity card or driver's licence, as well as the registration certificate of your depositary receipts (see below).

The following persons are entitled to attend the Meeting:

Those who on 27 March 2019 at 17:30 hours (CET) were registered as holders of depositary receipts, after the processing of all non-cash payment transactions of that day (hereinafter: the 'Record Date') in the register of one of the intermediaries within the meaning of the 'Wet giraal effectenverkeer' (Securities [Bank Giro Transactions] Act) and who have before 18 April 2019 at 17:30 hours (CET) informed STAK AAG of their wish to attend the Meeting. Should you wish to attend the Meeting by a written proxy, STAK AAG should have received that proxy at the latest by that date. They may do so through the institution where the depositary receipts are being administered (hereinafter: the 'Intermediary') or by way of the listing agent of STAK AAG: www.abnamro.com/shareholder.

On 19 April 2019 at 11:00 hours (CET) at the latest the Intermediary must have provided STAK AAG with a statement through corporatebroking.abnamro.com/intermediary, confirming that the number of depositary receipts in respect of shares entered in accordance with the above procedure for the purpose of attending the Meeting are effectively listed in its records in the name of the holder of depositary receipts in question on the Record Date. Anyone entitled to attend the Meeting will receive a registration certificate from his Intermediary, which certificate will also serve as an attendance card for the Meeting. The Meeting will be open to the press.

Language

Proceedings at the Meeting will be in Dutch. On request a simultaneous translation into English will be available (to be applied for by e-mail addressed to: corporate.broking@nl.abnamro.com).

Agenda

1. Opening
2. Announcements
3. Amendment Articles of Association and Trust Conditions
 - a. Amendment to the Articles of Association STAK AAG (voting item, Annex I)
 - b. Amendments to the Trust Conditions STAK AAG (voting item, Annex II)

By means of these amendments the Articles of Association and the Trust Conditions are brought in line with ABN AMRO's intention to implement a simplification of its legal structure, involving a merger between.

ABN AMRO Group and ABN AMRO Bank in which ABN AMRO Bank will be the surviving party. This proposal has been put on the agenda of the General Meeting of Shareholders of ABN AMRO which will be held on 24 April 2019 (for further information, see the notice convening the General Meeting of Shareholders).

The most important amendment concerns the name of the foundation: Stichting Administratiekantoor Continuïteit ABN AMRO Group (STAK AAG) becomes Stichting Administratiekantoor Continuïteit ABN AMRO Bank (STAK AAB).

The reference to ABN AMRO Group will be replaced by ABN AMRO Bank in other places too. However, the object and the functioning of the foundation will not change, since no changes to the substance will be made.

Accordingly, holders of depositary receipts will retain the same rights. This resolution may be passed by a majority of two thirds of the votes cast by the holders of depositary receipts.

4. Any other business

5. Closure

The documents annexed to this notice may be obtained at the office of STAK AAG.

¹⁾ Including holders of a right of usufruct and holders of a right of pledge who were granted the right to vote upon the establishment of the right of pledge or the right of usufruct.