

# Notice

## CONVENING THE ANNUAL MEETING OF HOLDERS OF DEPOSITARY RECEIPTS OF STICHTING ADMINISTRATIEKANTOOR CONTINUÏTEIT ABN AMRO GROUP (hereinafter: 'STAK AAG') 26 April 2016 at 14:00 hours (CEST) Tijgerzaal, Artis Zoo, Plantage Middenlaan 41, 1018 DC Amsterdam

STAK AAG hereby invites holders<sup>1)</sup> of depositary receipts of ABN AMRO Group N.V. to attend the annual meeting of holders of depositary receipts on 26 April 2016, to be held in the Tijgerzaal of Artis Zoo, Plantage Middenlaan 41, 1018 DC Amsterdam, the Netherlands (hereinafter: the 'Meeting'). The Meeting is scheduled to start at 14:00 hours (CEST).

The doors will be open as from 13:00 hours (CEST) for registration of the holders of depositary receipts with meeting rights. 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 14 April 2016 at 18:00 hours (CEST) are registered as holders of depositary receipts, after the processing of all non-cash payment transactions of that day (hereinafter: the 'Registration 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 furthermore before 21 April 2016 at 17:00 hours (CEST) informed STAK AAG of their wish to attend the Meeting (either in person or by proxy). 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.abnamo.com/evoting](http://www.abnamo.com/evoting).

On 22 April 2016 at 11:00 hours (CEST) at the latest the Intermediary must have provided STAK AAG with a statement by way of [www.abnamro.com/intermediary](http://www.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 Registration 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. A simultaneous translation into English will be available.

### General meeting of ABN AMRO Group N.V., to be held on 18 May 2016

ABN AMRO Group N.V. has invited all shareholders and holders of depositary receipts to attend the Annual General Meeting. The Annual General Meeting will be held on 18 May 2016 at 14:00 hours (CEST) at the premises of ABN AMRO Group, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands. The notice convening this meeting was published on 6 April 2016 at [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting) and has also been attached to this notice as Annex I. Further information on the granting of voting proxies to all holders of depositary receipts by STAK AAG for the Annual General Meeting as well as on how to exercise these voting rights during the Annual General Meeting may be found in the notice convening the Annual General Meeting. If you are the holder of depositary receipts on the registration date of the Annual General Meeting (20 April 2016 at 17:30 hours (CEST)), but are unable attend the Annual General Meeting in person, we would like to draw your attention to the possibility of granting a voting proxy to STAK AAG or to another person to be designated by you. A further explanation may be found in the notice convening the Annual General Meeting.

<sup>1)</sup> 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.

### Agenda

To mark the occasion of the first Meeting the board will provide a brief general explanation of the history of STAK AAG, its structure and the board's position on its duties. The full agenda reads as follows:

1. Opening
2. Announcements
3. Introduction
4. Agenda of and notice convening the general meeting of ABN AMRO Group N.V. of 18 May 2016 (hereinafter: 'General Meeting', Annex I)

*In accordance with article 4.1.1 of the trust conditions (available at [www.stakaag.org](http://www.stakaag.org)) the holders of depositary receipts will be provided with the opportunity to exchange their views on the items to be discussed at the General Meeting, on which occasion the board will, in accordance with its position on its duties, mainly confine itself to chairing the discussions and will refrain from adopting any position on the merits of the items to be discussed at the General Meeting;*

5. Report of activities STAK AAG, explanation and occasion to exchange views on the following items:
  - a. Report by the board of STAK AAG as well as the report of activities as referred to in chapter 7 of the trust conditions of STAK AAG (Annex II and available at [www.stakaag.org](http://www.stakaag.org));
  - b. Annual financial statements 2015 (Annex II);
  - c. Profile of the members of the board of STAK AAG (Annex III); and
  - d. Remuneration policy board members (Annex II, paragraph 4.3).

6. Position of the board on its duties ('Taakopvatting')

*The board will explain its position on its duties at the meeting. In essence it states that under normal circumstances the board will exercise restraint on points of substance. An opportunity will be provided for an exchange of views.*

7. Any other business

8. Closure

There are no items on the agenda requiring a vote.