

# 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.

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# 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 23 September 2024 at 4:00 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 Serena Fioravanti as member of the Executive Board and Chief Risk Officer. This is the only agenda item 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,

12 August 2024

# Agenda

## 1. OPENING

## 2. NOTIFICATION OF INTENDED APPOINTMENT OF A MEMBER OF THE EXECUTIVE BOARD, CHIEF RISK OFFICER

Introduction of Serena Fioravanti as proposed member of the Executive Board with the title Chief Risk Officer (**discussion item**)

## 3. CLOSURE

# Explanatory notes to the agenda

## Agenda item 1

### Opening

## Agenda item 2

### **Introduction of Serena Fioravanti, as member of the Executive Board with the title Chief Risk Officer (discussion item)**

On 7 August 2024, the Supervisory Board announced its intention to appoint Serena Fioravanti as Chief Risk Officer and member of the Executive Board effective as of 1 October 2024, subject to the approval of the European Central Bank.

Serena Fioravanti (1973, nationality: Italian and Swiss) has been active in banking for over 24 years. She has obtained relevant experience at Credit Suisse in Switzerland. She is a senior professional with a demonstrated track record across various areas in the banking industry. She brings a variety of skills across risk management, treasury, liquidity and balance sheet management, corporate finance, consulting and audit.

Serena Fioravanti has a technical background (in physics), and holds an MBA from INSEAD, a Financial Risk Manager certificate from the Global Association of Risk Professionals and a Master in Theoretical Physics from the University of Rome La Sapienza.

ABN AMRO's diversity & inclusion (D&I) objectives were considered in the preparation of the appointment, which objectives contain targets 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 Serena Fioravanti's resume included as a meeting document for this meeting and available at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting). The main elements of Serena Fioravanti'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 Serena Fioravanti in accordance with Section 2:162 of the Civil Code. The appointment of Serena Fioravanti will be for a term of four (4) years. In accordance with Article 7.2.2 of the Articles of Association, Serena Fioravanti'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 Serena Fioravanti;
- the main elements of the assignment agreement with Serena Fioravanti;

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 **26 August 2024 (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 27 August 2024 up to and including 16 September 2024, 5.30 PM (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 17 September 2024 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.

### **No voting**

For completeness' sake, ABN AMRO emphasises that the proposed appointment 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 and outstanding share capital**

On the day of the convocation of the Extraordinary General Meeting, the total issued and outstanding share capital of ABN AMRO amounts to 833,048,566 ordinary shares.

#### **Webcast**

The entire Extraordinary General Meeting can be followed live in Dutch and in English via video webcast on 23 September 2024 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.**

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