

Convening notice

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

Convening notice for a virtual Extraordinary General Meeting of ABN AMRO Bank N.V.

To the shareholders and holders of depositary receipts for shares in the capital of ABN AMRO Bank N.V.

ABN AMRO Bank N.V. (**ABN AMRO**) invites its shareholders and depositary receipt holders to attend its virtual extraordinary general meeting, to be held on **Thursday 29 September 2022 at 10.30 am (CET)** (hereafter referred to as: the **Extraordinary General Meeting**).

The Extraordinary General Meeting can be followed live via a video webcast at www.abnamro.com/generalmeeting. The meeting documents are available on this website as well.

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Attendance

To the shareholders and holders of depositary receipts for shares in the capital of ABN AMRO Bank N.V.

ABN AMRO Bank N.V. (**ABN AMRO**) invites its shareholders and depositary receipt holders to attend its extraordinary general meeting, to be held on Thursday 29 September 2022 at 10.30 am (CET).

Virtual Extraordinary General Meeting

ABN AMRO hereby convenes an entirely virtual Extraordinary General Meeting in accordance with the temporary law relating to Covid-19. This means that no shareholders, depositary receipt holders or other persons entitled to attend the meeting can attend the Extraordinary General Meeting in person, but that participation is exclusively virtual. Shareholders and depositary receipt holders have the opportunity to ask questions (i) prior to the Extraordinary General Meeting by submitting questions up to 72 hours prior to the Extraordinary General Meeting and (ii) during the Extraordinary General Meeting (for more information, see the section "Additional information").

The Extraordinary General Meeting on Thursday 29 September 2022 can be followed live via video webcast at www.abnamro.com/generalmeeting. The documents for the meeting are also available on the aforementioned website.

Agenda

1. OPENING AND ANNOUNCEMENTS

2. CROSS-BORDER MERGER OF ABN AMRO AND BETHMANN BANK AG

Applying the standard rules of Article 1 (31) paragraphs 2 and 3 of the Dutch Law on the role of employees within European legal entities (*Wet rol werknemers bij Europese rechtspersonen*) instead of initiating negotiations with a special negotiating body as referred to in Article 333k (12) of Book 2 of the Dutch Civil Code (**voting item**).

3. CONCLUSION

Explanatory notes to the agenda items

Agenda item 1

Opening and announcements

Agenda item 2

Applying the reference provisions of Article 1 (31) paragraphs 2 and 3 of the Dutch law on the role of employees within European legal entities (*Wet rol werknemers bij Europese rechtspersonen*) instead of initiating negotiations with a special negotiating body as referred to in Article 333k (12) of Book 2 of the Dutch Civil Code.

In order to be prepared for the future and create further growth opportunities, we are planning to simplify our legal structure by merging Bethmann Bank AG (**Bethmann Bank**) into ABN AMRO (the **Merger**). The Merger will result in cost savings and will thereby enable us to invest in further growth. The Merger will have no impact on clients or staff. The brand name Bethmann Bank will continue to exist.

The Merger has been approved by the ECB.

The Merger will take place by means of a cross-border merger of Bethmann Bank, as the company ceasing to exist, and ABN AMRO Bank, as the acquiring company. ABN AMRO holds the entire issued and outstanding share capital of Bethmann Bank. Therefore, no shares will be granted to shareholders of Bethmann Bank in the Merger.

In accordance with Article 331 of Book 2 of the Dutch Civil Code, the Executive Board of ABN AMRO intends to take the decision to merge. The Merger as such will therefore not be voted on at this Extraordinary General Meeting. The Extraordinary General Meeting will be asked to decide that ABN AMRO will refrain from opening negotiations with a special negotiating body of employee representatives on arrangements for employee participation pursuant to Article 333k (12) of Book 2 of the Dutch Civil Code. This decision will ensure that the Merger will have no consequences for employee participation at ABN AMRO and that the Merger can be implemented in the short term.

ABN AMRO applies the so-called large company regime (*structuurregime*), whereby the central works council (*Raad van Medewerkers/Employee Council*) has a general recommendation right for all members of the Supervisory Board of ABN AMRO and an enhanced recommendation right for 1/3rd of the members of the Supervisory Board. Bethmann Bank applies the German rules with respect to employee participation, which allow employees to appoint 1/3rd of the members of the supervisory board of Bethmann Bank by direct vote. This right will lapse as a result of the Merger. Continuation of the current co-determination rights at the level of ABN AMRO by applying the standard rules (*referentievoorschriften*) will put the employees of Bethmann Bank after the Merger in the same position as the employees of the French and Belgian offices of ABN AMRO.

Agenda item 3

Conclusion

Additional information

Meeting documents

The following meeting documents are available at www.abnamro.com/generalmeeting:

1. the convening notice for this Extraordinary General Meeting, including the agenda and explanatory notes to the agenda;
2. ABN AMRO's terms and conditions for a general meeting.

As of today's date, these documents can be inspected and a copy can be obtained free of charge at our office (see address below) or by sending an email to the following address: generalmeeting@nl.abnamro.com.

Registration

Any person is entitled to vote at and/or attend the Extraordinary General Meeting who, on **1 September 2022** at 5.30 pm (CET) and after all book-entry settlements of that day (the **Registration Date**) have been processed, has been registered in accordance with the procedure described below in one of the registers designated for this purpose by the Executive Board and who has applied in the manner described below to attend the Extraordinary General Meeting. The registers showing those entitled to shares or to depositary receipts on the Registration Date are:

- 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*).

Depositary receipt holders and voting proxies

The board of Stichting Administratiekantoor Continuïteit ABN AMRO Bank (**STAK AAB**) hereby announces that it has passed a resolution under which all depositary receipt holders receive a voting proxy for the Extraordinary General Meeting. Depositary receipt holders may exercise the voting right as they see fit. STAK AAB is not liable for how a depositary receipt holder votes or for the consequences thereof. Nor is STAK AAB responsible for voting in accordance with a voting instruction. Depositary receipt holders do not have to apply for a voting proxy from STAK AAB. By registering for the Extraordinary General Meeting, depositary receipt holders are deemed to have accepted their voting proxy. Subject to the relevant statutory provisions and to STAK AAB's articles of association and trust conditions, STAK AAB may revoke and/or limit voting proxies at any time prior to the voting on one or more items at the Extraordinary General Meeting.

Registration for attendance

Shareholders or depositary receipt holders who wish to attend and/or exercise their voting rights at the Extraordinary General Meeting are required to notify ABN AMRO (Corporate Broking & Issuer Services) at www.abnamro.com/evoting or through their intermediary. Shareholders or depositary receipt holders who wish to attend the Extraordinary General Meeting virtually via the

online platform are also asked to provide their valid email address, securities account and mobile phone number via the online platform for authentication purposes.

Registration can take place from **2 September 2022 up to and including 22 September, 5.30 pm (CET)**. The person concerned is requested to provide all necessary details.

By **23 September 2022, 12.30 pm (CET)** at the latest, the intermediary in whose records the depositary receipt holders are registered must supply ABN AMRO (Corporate Broking & Issuer Services) with a statement at www.abnamro.com/intermediary to the effect that the number of depositary receipts that have been registered for exercise of the rights of attendance of and/or voting at the Extraordinary General Meeting in accordance with the above are listed in the name of the holder in its records on the Registration Date. In addition, the intermediary is requested to include the full address details of the relevant ultimate beneficial owner in order to enable ABN AMRO (Corporate Broking & Issuer Services) to efficiently verify their interest on the Registration Date.

Attendance and voting

Attendance and voting at the meeting

Attending and voting at the meeting can be done in the following ways:

- A. by giving voting instructions via electronic or written proxy; or
- B. by attending the meeting virtually.

A. By giving voting instructions via electronic or written proxy

Any person who is entitled to vote at the Extraordinary General Meeting and has been duly registered in good time may submit his or her electronic voting instruction or voting form via www.abnamro.com/evoting or via www.abnamro.com/generalmeeting to civil-law notary Bart Jan Kuck of Zuidbroek Notarissen (or a person deputising for them) or STAK AAB **from 2 September 2022 up to and including 22 September 2022, 5.30 pm (CET)** to vote on his or her behalf. The voting form needs to be received **at the latest by 22 September 2022, 5.30 pm (CET)**, at the return address specified on the form, together with a confirmation from the intermediary in relation to the number of depositary receipts held by the depositary receipt holder on the Registration Date. Electronic voting instructions can be submitted until **22 September 2022, 5.30 pm (CET)**.

B. By attending the meeting virtually

ABN AMRO offers its shareholders and depositary receipt holders the possibility to attend the Extraordinary General Meeting virtually via the online platform. Shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting virtually via the online platform can log in to www.abnamro.com/evoting with their user account and password or create their own user account and password via the same link. Further instructions for logging in or creating a new user account and password can be found at www.abnamro.com/evoting.

Shareholders and depositary receipt holders who have registered to attend the Extraordinary General Meeting virtually will receive a confirmation email containing a unique link. This unique link will allow them to log in to the online platform of the Extraordinary General Meeting through a two-step verification process (with SMS verification). Shareholders and depositary receipt holders can log in on the online platform **from Thursday 29 September 2022 9.30 am (CET) until the start of the Extraordinary General Meeting at 10.30 am (CET)**. Shareholders or holders of depositary receipts who have not logged in via the online platform before the start of the Extraordinary General Meeting will not be able to vote and will only be able to see, hear or otherwise follow the meeting.

Shareholders and holders of depositary receipts can see, hear or otherwise follow the Extraordinary General Meeting on their smartphone, tablet, laptop or PC, and vote electronically via the online platform at www.abnamro.com/evoting. This applies only to the extent that the intermediary of the shareholder or depositary receipt holder enables online voting.

Questions for the Extraordinary General Meeting

Shareholders and depositary receipt holders who are registered may submit questions in advance of the meeting by sending an e-mail to generalmeeting@nl.abnamro.com no later than 26 September 2022, 10.30 am (CET).

Shareholders and depositary receipt holders who have submitted questions by said date and wish to ask follow-up questions live during the Extraordinary General Meeting can send a request thereto no later than 26 September 2022, 10.30 am (CET) to the following address: generalmeeting@nl.abnamro.com. These participants will receive a phone number and pincode for a live connection and the moderator will give them the opportunity to ask follow up questions on that same topic, unless this is not reasonably possible. The chairman of the Extraordinary General Meeting may at his sole discretion amend this procedure on behalf of an orderly meeting.

Shareholders and depositary receipt holders who attend the Extraordinary General Meeting virtually will have the opportunity to ask questions about items on the agenda via the live chat during the Extraordinary General Meeting. The questions will only be visible to ABN AMRO. We aim to answer the questions received via the live chat. If this is not reasonably possible, due to the number of questions, then answers will in any case be given as much as possible to follow-up questions of attendees who submitted questions in writing beforehand.

The chair of the Extraordinary General Meeting is responsible for the orderly and efficient conduct of the meeting. In the interest of the order of the meeting, the chair may take measures such as limiting the number of questions and clustering questions (thematically or otherwise). In such case, the chair of the Extraordinary General Meeting will clearly indicate this, for example by indicating in advance that only a certain number of questions can be asked.

ABN AMRO's terms and conditions for virtual general meetings apply to shareholders and depositary receipt holders who wish to participate in the Extraordinary General Meeting via the

online platform. The time of the opening of the vote on the voting items will be determined in accordance with these conditions. These conditions and an overview of the devices compatible for access to the online platform of the Extraordinary General Meeting are available at www.abnamro.com/generalmeeting.

To ensure that your device is compatible, we recommend that you verify this before deciding whether you intend to attend the Extraordinary General Meeting virtually. It is also recommended that you log in to the online platform at least 15 minutes before the scheduled starting time of the Extraordinary General Meeting. There are certain risks for shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting via the online platform (as detailed in ABN AMRO's terms and conditions for virtual general meetings). If a shareholder or depositary receipt holder wishes to avoid such risks, he or she should issue voting instructions.

Miscellaneous

Issued share capital and number of votes

At the date of the Convocation of the Extraordinary General Meeting, the total capital issued by ABN AMRO consists of 897.521.916 ordinary shares, all of which are with voting rights.

Webcast

The entire Extraordinary General Meeting can be followed live in Dutch and in English via video webcast on 29 September 2022 at www.abnamro.com/generalmeeting.

Contact details

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