

DRAFT

**DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION OF  
ABN AMRO GROUP N.V.**

On [●] two thousand and nineteen appears before me, [●], civil law notary in Amsterdam:  
[●].

The person appearing declares that on the [twenty-fourth day of April] two thousand and nineteen the general meeting of: **ABN AMRO Group N.V.**, a public limited liability company, with corporate seat in Amsterdam, the Netherlands, with address at Gustav Mahlerlaan 10, HQ 1210, 1082 PP Amsterdam, the Netherlands and with Trade Register number 34370515, resolved to amend the articles of association of this company and to authorise the person appearing to execute this deed.

Pursuant to those resolutions the person appearing declares that he amends the company's articles of association as follows:

I. Article 9.2.1 will be amended and shall read as follows:

9.2.1. The general meeting gives an assignment to a statutory auditor for a maximum period of three (3) years to audit the annual accounts prepared by the managing board in accordance with section 2:393 paragraph 3 BW. Such assignment may be given to a firm in which statutory accountants work together. The supervisory board shall nominate an auditor for the assignment, on the basis of the advice of both the 'audit committee' as instituted by the supervisory board and the managing board.

II. Article 9.2.2 will be amended and shall read as follows:

9.2.2. If the general meeting fails to give an assignment to the auditor, the supervisory board is authorised to do so.

A document in evidence of the resolutions referred to in the head of this deed, is attached to this deed.

The original copy of this deed was executed in Amsterdam, on the date mentioned at the top of this deed. I summarised and explained the substance of the deed. The individual appearing before me confirmed having taken note of the deed's contents and having agreed to a limited reading of the deed. I then read out those parts of the deed that the law requires. Immediately after this, the individual appearing before me, who is known to me, and I signed the deed.