

Annual General Meeting 2021

ABN AMRO Bank N.V.

Gustav Mahlerlaan 10, Amsterdam, The Netherlands

21 April 2021

Welcome

Mr Tom de Swaan

Chairman of the Supervisory Board
ABN AMRO Bank N.V.





1. Opening and announcements

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On the convocation date, 10 March 2021, the issued capital of the company consisted of:

940,000,001 ordinary shares

of which 470,940,001 depositary receipts have been issued and listed on Euronext Amsterdam (representing approximately 50.1 % of the total issued capital)

A total of 940,000,001 votes can be cast

1. Opening and announcements

Agenda

1. Opening and announcements
2. Annual report, corporate governance and annual financial statements [Voting items](#)
3. Reservation- and dividend policy
- ~~4. Discharge [Cancelled and removed from agenda](#)~~
5. Report on functioning and reappointment of external auditor [Voting item](#)
6. Composition of the Executive Board
7. Issuance of new shares and acquisition of (depository receipts for) shares by ABN AMRO [Voting items](#)
8. Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO [Voting items](#)
9. Any other business and close of the general meeting



2. Annual report, corporate governance and annual financial statements



2(a) Report of the Executive Board over 2020

Robert Swaak

Chief Executive Officer
ABN AMRO Bank N.V.



2020 CEO priorities

Navigating Covid-19

- Employee and client wellbeing as a clear priority
- Payment holidays and other support measures
- Strong capital and liquidity position to support clients

License to operate

- Strengthened credit risk framework
- Good progress on remediation programmes

Strategy Review

- CIB non-core wind-down
- Strategy review 'A personal bank in the digital age'
- Updated targets including framework for capital return

Enhancing bank's culture

- Accountability, taking ownership and setting clear targets
 - Committed to moderate risk profile and role gatekeeper financial system
-

Our strategic pillars are guiding principles in acting on our purpose



Customer experience

A personal bank in the digital age, for the resourceful and ambitious



Sustainability

Distinctive expertise in supporting clients' transition to sustainability



Future proof bank

Enhance client service, compliance and efficiency

Our purpose – Bank for better for generations to come

A personal bank in the digital age

Strong foundation

- ▶ Leading Dutch bank with strong brand and attractive market positions
- ▶ Long-term client relationships build on trust, supported by expertise
- ▶ Ahead of the curve in digital in resilient economy
- ▶ Demonstrated delivery on costs
- ▶ Very strong capital position provides resilience

Vision

- ▶ A personal bank in the digital age, serving clients where we have scale in NL and NW Europe
- ▶ First choice partner in sustainability
- ▶ Simple, future proof bank; digital first and rigorous simplification
- ▶ Committed to our moderate risk profile; culture and license to operate clear priorities

c.8% ROE
2024, 10% ambition

≤4.7bn cost
base FY2024

25-30bps
TTC Cost of Risk

13% CET1 Basel IV
target, 15% threshold

50% dividend
pay-out

1) c.8% ROE target by 2024, ambition remains 10% subject to normalised rate environment

Strong Dutch economy well positioned to absorb the COVID19 crisis

		2017	2018	2019	2020
Netherlands	GDP (% yoy)	3.0%	2.5%	1.8%	-3.8%
	Unemployment rate (%)	4.9%	3.8%	4.2%	3.8%
	Government debt (% GDP)	57%	52%	49%	59%
Eurozone	GDP (% yoy)	2.5%	1.9%	1.2%	-6.8%
	Unemployment rate (%)	9.1%	8.2%	7.6%	7.9%
	Government debt (% GDP)	87%	88%	86%	104%

Source: ABN AMRO Group Economics, Statistics Netherlands (CBS), Eurostat

Modest loss in 2020, very strong capital position

Development key financials

EUR bn	2019	2020
Operating income	8.6	7.9
Operating expenses	5.3	5.3
Profit	2.0	- 0.0

Development key financial targets

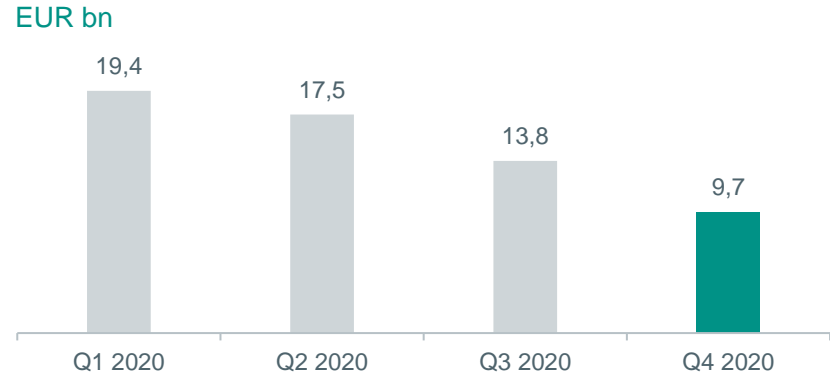
	2019	2020	Target 2020
ROE	10.0%	-0.8%	10-13%
C/I ratio	61.2%	66.4%	56-58%
CET1 ratio	18.1%	17.7%	17.5-18.5%
Dividend pay-out ratio	62%	-	>50% of sustainable profit

Bank, excluding non-core, traded profitably delivering 5.4% ROE

Bank, excluding non-core, profitable

FY2020	ABN AMRO ex. CIB non- core	CIB non- core	ABN AMRO total
Cost of Risk (bps)	46	552	78
ROE	5.4%	-62.4%	-0.8%

CIB non-core wind-down progressing well



Continued progress on non-financial targets 1/2

Group targets

	2019	2020	Target 2020
Gender diversity in top	28%	30%	30% women in the top
Gender diversity in subtop	27%	28%	35% women in subtop
DJSI ranking	Top 10% of banking sector ¹⁾	Top 10% of banking sector ¹⁾	Top 5% of banking sector
Banking confidence monitor	3.2	3.3	Leading among large banks
Employee engagement	80%	84%	80%

1. As reported in the Robeco SAM Yearbook

Continued progress on non-financial targets 2/2

Net Promoter Score

	2019	2020	Target 2020
Retail Banking	-10	-11	≥ -10
Private Banking	+9	+13	≥ 9
Commercial Banking	+1	-1	≥ 1
Corporate & Institutional Banking	+29	+35	≥ 29



Concluding remarks by our CEO



2(b) Report of the Supervisory Board over 2020

2(b) Report of the Supervisory Board over 2020

Please refer to the Report of the Supervisory Board as included on pages 176 through 182 of the Annual Report 2020.





2(c) Presentation by the Employees Council

2(c) Presentation Employees Council

Ms Arlene Bosman

Chair Employees Council

ABN AMRO Bank N.V.





2(d) Corporate Governance

2(d) Corporate Governance

Please refer to the Leadership and Governance section as included on pages 167 through 202 in the Annual Report 2020.

2(e) Remuneration report over 2020



voting item

2(e) Remuneration report over 2020 (advisory voting item)

Mr Arjen Dorland

Chairman Remuneration Committee
ABN AMRO Bank N.V.



Please also refer to the Remuneration Report as included on pages 191 through 201 of the Annual Report 2020.

2(e) Remuneration report over 2020 (advisory voting item)

- ▶ Participants can vote virtually throughout the meeting.
- ▶ The result of the vote will be announced at the end of the meeting.



Represented votes Annual General Meeting 2021

Present or represented at this ABN AMRO Annual General Meeting 2021 are

1,701 shareholders and depository receipt holders

These represented at the Record Date (24 March 2021)

762,476,662 votes, or 81.11% of the total votes



2(f) External auditor's presentation and Q&A

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Wouter Smit



ABN AMRO's external auditor for the annual financial statements will present the highlights.

Please also refer to the 2020 Annual Report on pages 203 through 309



**ABN AMRO Bank N.V.
Financial Statements 2020**

General Meeting 2021

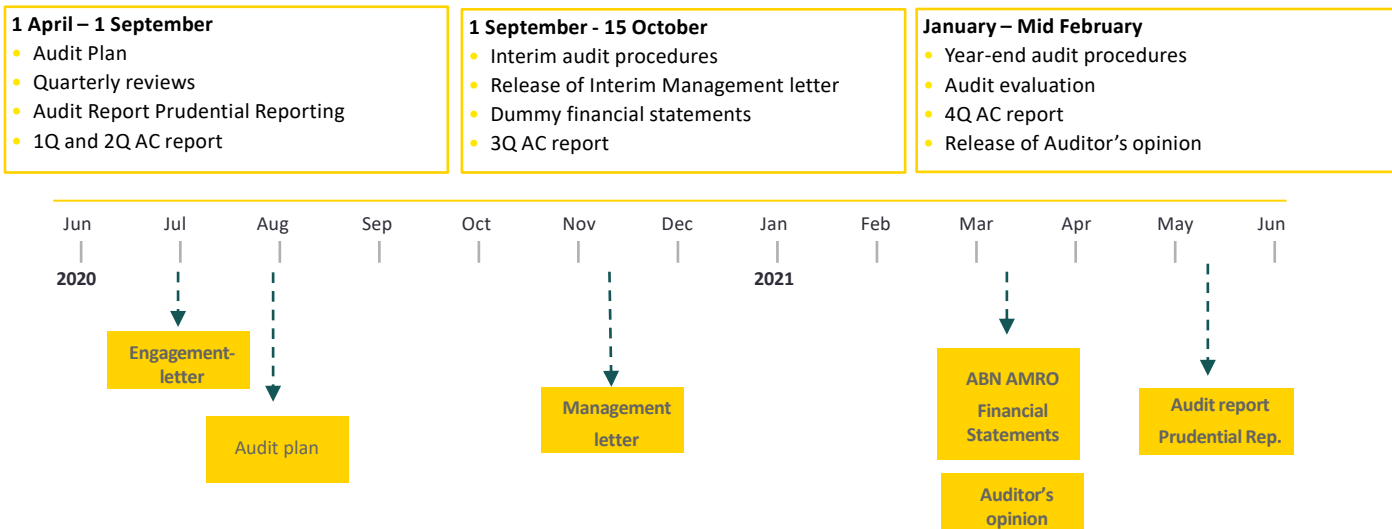
Financial Statements 2020

Audit Scope and Timing

- Consolidated financial statements & Director's report
- Quarterly reviews
- Integrated report 2020
- Corep / finrep and other prudential reporting

Financial Statements 2020

Audit Scope and Timing



Financial Statements 2020

Audit Approach and focus areas

- What has continued?
 - Understand the business and its environment
 - Top down, risk based
 - Control environment / risk control framework
 - Substantive procedures
 - Multi-location audit
 - Team (sector knowledge, specialists)
- What has changed?
 - Covid-19
 - Increased number of hours of specialists
 - Increased focus on fraud
 - Increased attention on new disclosure requirements

Focus Areas:

- Covid-19
- Estimation Uncertainty
 - Impairment allowances for loans and advances
 - Management overlays
 - Provisions for legal claims and compliance matters
- Investigation Public Prosecutor
- Reliability and continuity of the information technology and systems

Financial Statements 2020

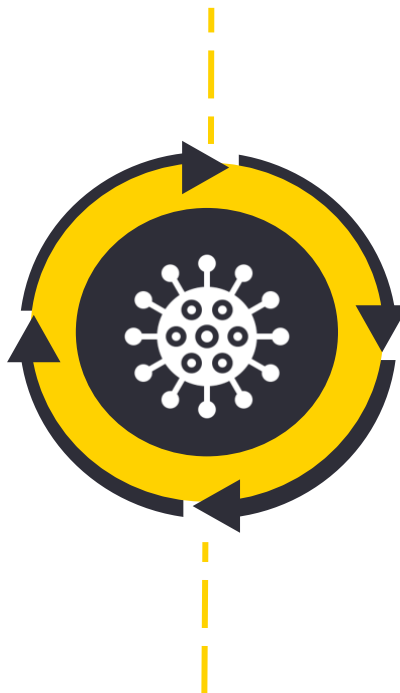
Covid-19 impact

Impact on our audit

Due to Covid-19, we were unable to visit management and/or component auditors. We used video and teleconferencing facilities as well as EY's electronic audit file platform. We held virtual site visits and improved our way of sharing documentation electronically. Based on the above and additional procedures, we have been able to obtain sufficient and appropriate audit evidence.

Impact on our Auditors Report

We included the following Key Audit Matter in our Auditors Report: "Impact of the Covid-19 pandemic" where we state that in performing our audit procedures we maintained our professional skepticism and remained alert for any possible impact of the Covid-19 pandemic on the financial statements.



Attention items ABN AMRO

In our management letter we provided management with the following attention items related to COVID-19:

- The specific internal control measures around payment holidays, including its impact on credit risk systems
- Additional IT related measures
- Impact on control environment, at ABN AMRO and third parties
- Importance of clear disclosures

Conclusion from our work performed

Through specific procedures performed, we conclude that we agree with management's assessment of the impact of the Covid-19 pandemic and the disclosures relating to significant assumptions and estimates in the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code.

Financial Statements 2020

Covid-19 impact

Macro-Economic Scenarios:

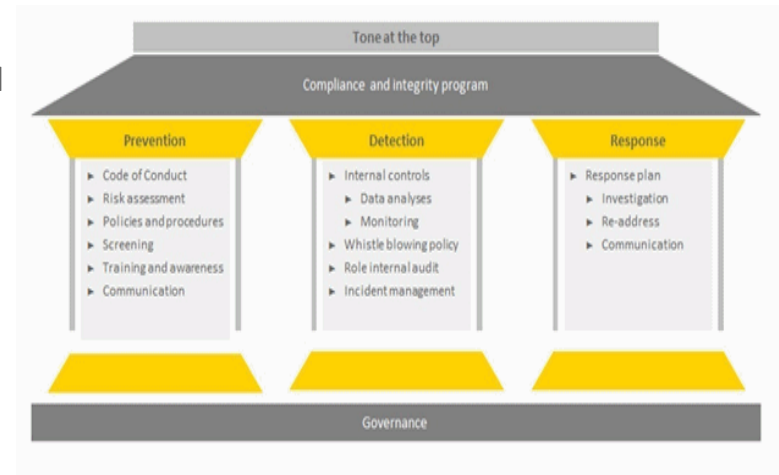
- The determination of the impairment allowance requires considerable management judgment. The current Covid-19 increases the estimation uncertainty following unprecedented economic circumstances
- The Expected Credit Loss is calculated with complex models based on historical data, assumptions and forward-looking information, including multiple macro economic scenarios; these models are updated and enhanced periodically.
- We involved EY modelling specialists to assess the appropriateness of the modelling methodology
- For macroeconomic variables, we challenged management's macro-economic forecast and scenarios, including the impact of Covid-19, with the support of internal economic specialists using external benchmarks.
- We further challenged underlying assumptions for liquidity forecasts, goodwill impairment calculations etc.

Financial Statements 2020

Fraud and non-compliance

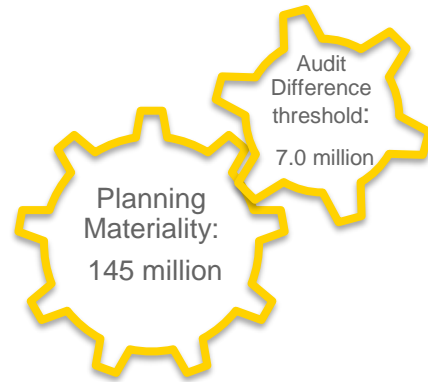
Together with our forensic specialists we evaluate the following topics, relevant to the financial audit, including, but not limited to:

- Assessment Integrity framework
- Review non-compliance with law and regulations and corruption and bribery
- Inherent risks and controls;
- Journal Entry Testing
- Review Accounting Estimates for management bias
- Management override
- Other matters



Financial Statements 2020

Materiality and Topics discussed with Supervisory Board



- 0.7% of equity: EUR 145 million
- 2019: EUR 140 million (based on 5% operating profit)
- Application of materiality
- Reporting threshold EUR 7.0 million

Topics Discussed:

- Covid-19 Impact
- Overall approach and scope of the audit
- Management letter
- Accounting policies applied
- Accounting estimates
- Independence
- Significant difficulties encountered during the audit
- Quarterly review report
- Long form audit report 2020
- Audit differences above our threshold
- Component Auditors

Financial Statements 2020

Wirecard

- Based on the facts published we evaluated the possible impact on our audit approach for ABN AMRO and concluded that no changes in our audit scope were required.
- Per yearend we positively confirmed 100% of all cash balances.
- EY NL as external auditor of ABN AMRO evaluated potential threats to independence and concluded that our independence is not impaired

Financial Statements 2020

Conclusion and other Audit Deliverables

- Unqualified opinion 2020 – Consolidated Financial Statements
- Quarterly review reports
- Integrated Report 2020
- Prudential reporting
- Statutory audit subsidiaries
- Other assurance engagements

2(g) Adoption of the audit annual financial statements 2020



voting item



Questions

3 Reservation- and dividend policy

3 Reservation- and dividend policy

Mr Robert Swaak

CEO ABN AMRO Bank N.V.



Please refer to pages 8, 84 and 322 of the Annual Report 2020



4 Discharge *Withdrawn from the agenda*



5(a) Report on functioning of external auditor

5(a) Report on functioning of external auditor

Mr Tjalling Tiemstra

Chairman Audit Committee
ABN AMRO Bank N.V.



AGM 2021: Evaluation of the performance of the external auditor

Approach

On an annual basis the performance of the external auditor is evaluated by the Supervisory Board of ABN AMRO. The evaluation included an internal survey. The survey had a good response rate of 55 participants, including various Executive Committee and Board members and relevant senior executives in Finance, Risk and Internal Audit and across the Business Lines. The survey provides a good indication of management's assessment.

- **Outcome** The overall score on a 5 point scale further improved from 3,6 in 2019 to 3,7 in 2020, representing an overall satisfactory performance evaluation.
- In general, respondents are positive about EY and specifically positive elements are noted regarding independence, objectivity, knowledge and competence.
- Most notably, improvements were made in the quality and timely discussions on findings and obtaining management responses to the management letter.
- Specifically good improvements were noted in areas where last year's survey had constructive feedback and suggestions for improvements.

**5(b) Reappointment of Ernst & Young Accountants LLP
as external auditor for the financial years 2022 and 2023**



voting item



6(a) Intended reappointment of Tanja Cuppen as member of the Executive Board (CRO)

6(a) Intended reappointment of Tanja Cuppen as member of the Executive Board

Tanja Cuppen

The Supervisory Board has nominated Tanja Cuppen for reappointment as a member of the Executive Board. Tanja Cuppen was first appointed to the Executive Board on 1 October 2017.

The Supervisory Board intends to reappoint Ms Cuppen for 3 years from April 2021 onwards. The appointment by the Supervisory Board will take place directly following this AGM.





6(b) Intended reappointment of Christian Bornfeld as member of the Executive Board (CI&TO) and appointment as vice chairman of the Executive Board

Christian Bornfeld

The Supervisory Board has nominated Christian Bornfeld for reappointment as a member of the Executive Board. Christian Bornfeld was first appointed to the Executive Board on 1 March 2018.

The Supervisory Board intends to reappoint Mr Bornfeld for 4 years from April 2021 onwards. The appointment by the Supervisory Board will take place directly following this AGM.





6(c) Introduction of Lars Kramer as a proposed member of the Executive Board (CFO)

Lars Kramer

Proposed member of the Executive Board/CFO
ABN AMRO Bank N.V.



7. Issuance of new shares and acquisition of (depository receipts for) shares by ABN AMRO



voting items

7(a) Authorisation to issue shares and/or grant rights to subscribe for shares

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, (i) to issue ordinary shares (excluding, for the avoidance of doubt, ordinary shares B) and (ii) to grant rights to subscribe for such ordinary shares up to a maximum of 10% of ABN AMRO's issued share capital as at the date of the General Meeting (the Issue Authorisation).



Voting
item

7(b) Authorisation to limit or exclude pre-emptive rights

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, to restrict or exclude pre-emptive rights accruing to shareholders in connection with ordinary share issuances pursuant to the Issue Authorisation.



Voting
item

7(c) Authorisation to acquire (depository receipts for) shares in ABN AMRO's own capital

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months from the date of the General Meeting to acquire, subject to the approval of the Supervisory Board, fully paid up ordinary shares in its own share capital under the conditions mentioned in the meeting documents.



Voting
item

8. Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO



voting item

8. Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO

It is proposed to the General Meeting to resolve, at the proposal of the Executive Board, subject to the approval of the Supervisory Board, as well as the approval of the ECB and other relevant regulators, to cancel all or part of the fully paid up ordinary shares in ABN AMRO's own share capital (excluding, for the avoidance of doubt, ordinary shares B) or Depository Receipts, held by ABN AMRO as a result of acquisitions on the stock exchange or by other means under the authority provided to the Executive Board under agenda item 7(c) (the Treasury Shares).



Voting
item



9. Any other business and close of the general meeting



Voting results

Voting Results	For	%	Against	%	Abstain
2.(e) Remuneration report over 2020	759,207,556	99.59	3,116,405	0.41	151,695
2.(g) Adoption of the audited 2020 Annual Financial Statements	761,986,179	100.00	13,911	0.00	475,566
5.(b) Reappointment of Ernst & Young Accountants LLP as external auditor for the financial years 2022 and 2023	761,167,815	100.00	9,769	0.00	1,298,072

Voting Results	For	%	Against	%	Abstain
7.(a) Authorisation to issue shares and/or grant rights to subscribe for shares	757,310,085	99.33	5,097,114	0.67	68,457
7.(b) Authorisation to limit or exclude pre-emptive rights	713,375,058	93.57	49,034,666	6.43	65,932
7.(c) Authorisation to acquire (depository receipts for) shares in ABN AMRO's own capital	759,426,808	99.62	2,903,754	0.38	145,094
8 Cancellation of (depository receipts for) shares in the issued share capital of abn amro	761,350,873	99.86	1,102,491	0.14	22,292