

# Convening notice

Notice convening an **Extraordinary General Meeting** of  
ABN AMRO Bank N.V.

# Convening notice

**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 for its extraordinary general meeting to be held on **Wednesday 24 November 2021 at 15.00 hours (CET)** at the head office of ABN AMRO Bank at Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (the **Extraordinary General Meeting**).

The General Meeting can be followed live on a video webcast on Wednesday 24 November 2021 at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting). The meeting documents are available on this website as well.

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# Agenda

## 1. OPENING AND ANNOUNCEMENTS

## 2. CORPORATE GOVERNANCE

Change to the corporate governance structure (**discussion item**)

## 3. COMPOSITION OF THE EXECUTIVE BOARD

- (a) Introduction of Dan Dorner as a proposed member of the Executive Board with the title Chief Commercial Officer Corporate Banking (**CCO Corporate Banking**) (**discussion item**)
- (b) Introduction of Choy van der Hoof-Cheong as a proposed member of the Executive Board with the title Chief Commercial Officer Wealth Management (**CCO Wealth Management**) (**discussion item**)
- (c) Introduction of Gerard Penning as a proposed member of the Executive Board with the title Chief Human Resources Officer (**CHRO**) (**discussion item**)

## 4. CLOSE OF THE MEETING

# Explanatory notes to the agenda items

## Agenda item 2 - Corporate Governance

### Change in the corporate governance structure

On 30 November 2020, we announced the outcome of our strategy review which provides for a distinct profile and focus. In order to accelerate our move to operate as one bank and to deliver the bank's full potential to our clients in a simple and efficient manner, our organisational and commercial structure needs to be aligned with our profile and focus. The change the bank proposes to its organisational and commercial structure, is to further enhance the focus on the bank's client units and business activities, more in particular: Personal & Business Banking, Corporate Banking and Wealth Management.

Please refer to the press release dated 11 October 2021. ABN AMRO announced that it intends to appoint Choy van der Hooft-Cheong and Dan Dorner as new members of the Executive Board, both as Chief Commercial Officers (CCO). Choy will head the new Wealth Management client unit. Dan will head the new Corporate Banking client unit. With these appointments and changes to the organisational and commercial setup, ABN AMRO is entering the next phase of building a personal bank in the digital age. The appointments are subject to regulatory approval.

ABN AMRO's current management structure comprises an Executive Board and an Executive Committee (consisting of the Executive Board members and Senior Executives). The Executive Board is ABN AMRO's statutory managing board within the meaning of Section 2:129 of the Dutch Civil Code. The Senior Executives have been appointed to the Executive Committee to perform the day-to-day management, together with the Executive Board. Under the envisaged organisational and management structure, there will be an Executive Board, consisting of: the CEO, CFO, CI&TO, CRO, CHRO and three CCOs: (i) CCO Personal & Business Banking, (ii) CCO Corporate Banking, (iii) CCO Wealth Management.

The new management structure will be introduced through the appointment by the Supervisory Board of the new members to the Executive Board (see agenda item 3). The Executive Committee will cease to exist and the current Senior Executives will subsequently step down as members of the Executive Committee as per the appointment of the new Executive Board members. The appointment of the new Executive Board members is subject to supervisory approval. As there will no longer be an Executive Committee, references to the Executive Committee will be removed from the Executive Board rules of procedure and the Supervisory Board rules of procedure.

## Agenda item 3 - Composition of the Executive Board

### Agenda item 3 (a)

#### Introduction of Dan Dorner as a proposed member of the Executive Board (CCO Corporate Banking)

Dan Dorner's proposed appointment to the Executive Board, as Chief Commercial Officer Corporate Banking, is subject to the approval of the ECB. Once the ECB's approval for the appointment has been obtained, the Supervisory Board will appoint Dan Dorner for a period of four (4) years with effect from the date of the Extraordinary General Meeting. In accordance with Article 7.2.2 of the Articles of Association, Dan Dorner's term of appointment will expire at the end of the Annual General Meeting in 2026.

Dan Dorner (1976, nationality: Dutch) has a long and successful track record in leadership positions within ABN AMRO. He combines a strong execution-driven mindset with an outstanding reputation among the bank's clients, employees and regulators.

Dan Dorner has over 23 years of experience in the financial sector, with a proven track record in corporate banking, risk management and international leadership roles. He has extensive practical and professional experience in strategic decision making and execution in a complex stakeholders landscape, as demonstrated in particular by his position as Head of Corporate & Institutional Banking Non-Core Unit. Dan Dorner also gained theoretical experience through education and training, including amongst others an Executive MBA, Advance Strategic Management (IMD Lausanne), the New Board Program (Nyenrode Business University) and many leadership and business courses.

For more information, please refer to Dan Dorner's resume, which has been included as a meeting document for this Extraordinary General Meeting. The key elements of Dan Dorner's service agreement have been published on the ABN AMRO website ([www.abnamro.com/remuneration](http://www.abnamro.com/remuneration)).

### **Agenda item 3 (b)**

#### **Introduction of Choy van der Hooft-Cheong as a proposed member of the Executive Board (CCO Wealth Management)**

Choy van der Hooft-Cheong's proposed appointment to the Executive Board, as Chief Commercial Officer Wealth Management, is subject to the approval of the ECB. Once the ECB's approval for the appointment has been obtained, the Supervisory Board will appoint Choy van der Hooft-Cheong for a period of four (4) years with effect from the date of the Extraordinary General Meeting. In accordance with Article 7.2.2 of the Articles of Association, Choy van der Hooft-Cheong's term of appointment will expire at the end of the Annual General Meeting in 2026.

Choy van der Hooft-Cheong (1971, nationality: Dutch) has a long track record within ABN AMRO as a respected and effective senior executive in the field of corporate banking and private banking. She has shown herself to be a highly collaborative relationship builder with a clear focus on strategy execution.

Choy van der Hooft-Cheong has worked in the financial sector for over 25 years. She brings with her extensive practical and professional experience in wealth management, having worked in different positions both internationally and at multiple locations in the Netherlands. She also gained theoretical experience through education and training (International Economics, a management traineeship and general banking training programmes), and has held leadership positions from an early point in her career and onwards.

For more information, please refer to Choy van der Hooft-Cheong's resume, which has been included as a meeting document for this Extraordinary General Meeting. The key elements of Choy van der Hooft-Cheong's service agreement have been published on the ABN AMRO website ([www.abnamro.com/remuneration](http://www.abnamro.com/remuneration)).

### **Agenda item 3 (c)**

#### **Introduction of Gerard Penning as a proposed member of the Executive Board (CHRO)**

On 11 October 2021, the Supervisory Board announced the intended appointment of Gerard Penning, our current Chief Human Resources Officer (CHRO), as a member of the Executive Board of ABN AMRO for

a period of three (3) years with effect from the date of the Extraordinary General Meeting. In accordance with Article 7.2.2 of the Articles of Association, Gerard Penning's term of appointment will expire at the end of the Annual General Meeting in 2025.

Gerard Penning is ABN AMRO's Chief Human Resources Officer and appointed as member of the Executive Committee of ABN AMRO as per 1 August 2020.

Gerard Penning (1963, nationality: Dutch) started his career with Dijkster/Deloitte in 1988. In 1990 he joined Shell, where he held various positions over the years. He was appointed as Executive Vice President HR Downstream in London from 2013 until 2020. In addition, Gerard is a member of the Supervisory Board of Sustainable Energy for All (SEforALL), an international organisation that is committed to achieving universal access to sustainable energy by 2030 and reducing greenhouse gas emissions to limit climate change. Gerard was appointed to the Supervisory Board of Alliander N.V. with effect from 1 February 2021.

Gerard Penning has broad management experience in the areas of human resource management and sustainable energy supply as well as retail, marketing & sales in the energy- and network sector.

For more information, please refer to Gerard Penning's resume, which has been included as a meeting document for this Extraordinary General Meeting. The key elements of Gerard Penning's service agreement have been published on the ABN AMRO website ([www.abnamro.com/remuneration](http://www.abnamro.com/remuneration)).

The Employees Council has advised positively on the above appointments. The Supervisory Board hereby notifies the General Meeting of the intended appointments mentioned under 3a – 3c in accordance with article 2:162 of the DCC.

## **Agenda item 4**

### **Close of the Extraordinary General Meeting**

# Additional information

## Meeting documents

The following meeting documents are available at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting):

1. this convening notice for the Extraordinary General Meeting, including the agenda and explanatory notes;
2. the resume of:
  - a. Choy van der Hooft-Cheong;
  - b. Dan Dorner;
  - c. Gerard Penning.
3. the main elements of the service agreement with:
  - a. Choy van der Hooft-Cheong;
  - b. Dan Dorner;
  - c. Gerard Penning.
4. ABN AMRO's terms for a hybrid general meeting, which apply in the event of a hybrid general meeting.
5. ABN AMRO's terms for a virtual general meeting, which apply in the event of a completely virtual general meeting.

As of the date of this convening notice, these documents are available on our website. If you would like to receive a copy by email, please send an email to: [generalmeeting@nl.abnamro.com](mailto:generalmeeting@nl.abnamro.com). A copy of these documents can also be obtained (free of charge) at our office (see address below),

## Registration

Any person who, on 27 October 2021 at 17:30 hours (CET), 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, is entitled 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*).

## Registration for admission

Shareholders or depositary receipt holders who wish to attend the Extraordinary General Meeting (through virtual attendance, in person or represented by a third party) are required to notify ABN AMRO (Corporate Broking & Issuer Services) at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through their intermediary in the manner described below.

Registration can take place from 28 October 2021 up to and including 17 November 2021, at 17:30 hours (CET). A shareholder or depository receipt holder who wishes to attend the Extraordinary General Meeting in a virtual capacity through the online platform is also requested to provide their valid email address, securities account number and mobile phone number for authentication purposes. Each person is requested to provide all necessary information.

On 18 November 2021 at 13:30 hours (CET) at the latest, the intermediary in whose records the depository receipts holders are registered must supply ABN AMRO (Corporate Broking & Issuer Services) with a statement at [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) to the effect that the number of depository receipts that have been registered for exercise of the rights of attendance of 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.

### **Covid-19**

In connection with the coronavirus pandemic, ABN AMRO Bank may take additional precautionary measures to protect the health and safety of all participants in the meeting and encourages all shareholders and depository receipt holders to attend the meeting virtually. Physical presence requires prior registration and may be accompanied by restrictive measures. Further measures may be taken with regard to the organisation of the meeting. This may include a purely virtual Extraordinary General Meeting if the Dutch emergency legislation allows virtual decision-making. ABN AMRO urges shareholders/depository receipt holders not to attend the meeting in person, and to make use of the possibility to participate virtually.

### **Questions for the General Meeting**

All shareholders and depository receipt holders who are registered for the Extraordinary General Meeting are invited to submit questions about agenda items in advance of the General Meeting no later than 21 November 2021, 17:30 hours (CET) to the email address: [generalmeeting@nl.abnamro.com](mailto:generalmeeting@nl.abnamro.com).

All shareholders and depository receipt holders who are registered and attending the Extraordinary General Meeting virtually via the online platform at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) will have the opportunity to ask questions about items on the agenda via the live chat during the Extraordinary General Meeting.

The chairman of the Extraordinary General Meeting, who is responsible for the orderly and efficient conduct of the meeting, may take measures to ensure such order, such as limiting the number of questions and clustering questions (thematically or otherwise). The questions received in advance will be answered first followed by any questions via the live chat on the online platform.

For more information, please refer to ABN AMRO's terms, manual and FAQs for a virtual general meeting. These documents can be consulted at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting), or can be obtained from Investor Relations at [generalmeeting@nl.abnamro.com](mailto:generalmeeting@nl.abnamro.com).

### **Proof of registration and identification**

The requirements for the identification of the shareholders and depository receipt holders who attend the Extraordinary General Meeting are explained below at A. (virtual attendance), B. (attendance in person) and C. (attendance by proxy).



## **Attendance**

Shareholders and depositary receipt holders can attend the Extraordinary General Meeting in one of the following three ways:

- A. through virtual attendance;
- B. in person;
- C. attendance of third-parties by proxy.

Shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting virtually through the online platform can log in at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) using their user account and password. Further instructions for logging in and creating a new user account and password can be found at [www.abnamro.com/evoting](http://www.abnamro.com/evoting). As usual, the meeting will be broadcast via webcast at [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting).

In connection with the coronavirus pandemic, ABN AMRO may take additional precautionary measures to protect the health and safety of all participants in the Extraordinary General Meeting and encourages all shareholders and depositary receipt holders to attend the meeting virtually. Those who wish to attend in person are required to register prior to the meeting (please refer to section B. below). Additional restrictive measures may be taken with regard to the organisation of the meeting. This may mean that participants may only attend the Extraordinary General Meeting virtually.

### **A. Virtual attendance and asking questions**

ABN AMRO only offers its shareholders and depositary receipt holders the possibility to attend the Extraordinary General Meeting virtually via the online platform as an alternative to attendance in person. Shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting virtually can login at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) with their user account and password or they can 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](http://www.abnamro.com/evoting). As usual, the meeting can be followed via webcast at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting).

Shareholders and holders of depositary receipts can follow the Extraordinary General Meeting on their smartphone, tablet, laptop or PC, and ask questions electronically via the online platform at [www.abnamro.com/evoting](http://www.abnamro.com/evoting). This applies only to the extent that the intermediary of the shareholder or depositary receipt holder enables online participation.

Shareholders and depositary receipt holders who have applied to attend the Extraordinary General Meeting virtually will receive a confirmation e-mail containing a unique link. This unique link will allow them to login 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 24 November 2021 13:30 hours (CET) until the start of the Extraordinary General Meeting at 15:00 hours (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 ask questions and will only be able to see, hear or otherwise follow the meeting.

ABN AMRO's terms and conditions for the hybrid Extraordinary General Meeting apply to shareholders and depository receipt holders who wish to participate in the Extraordinary General Meeting via the online platform. 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](http://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 depository receipt holders who wish to attend the General Meeting via the online platform (as detailed in ABN AMRO's terms and conditions for hybrid general meetings). If shareholders or depository receipt holders wish to avoid such risks, they should attend the meeting in person.

### **B. Attendance in person**

Shareholders and depository receipt holders who wish to attend the Extraordinary General Meeting in person, are asked to inform ABN AMRO (Corporate Broking & Issuer Services via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via their intermediary.

Anyone who is entitled to attend the Extraordinary General Meeting and has been duly registered and in good time will receive proof of registration that will also serve as proof of admission to the Extraordinary General Meeting.

Those who are entitled to attend the Extraordinary General Meeting (or their representatives) are required to identify themselves and to bring a valid identity document (passport, driving licence or identity card) in addition to their proof of registration.

As a precautionary measure, shareholders and depository receipt holders and those present on behalf of ABN AMRO may attend the meeting in separate conference rooms.

### **C. Attendance by third-parties by way of an electronic or written proxy**

A shareholder or Depository Receipt holder, who wishes to authorise a third party, to attend the Extraordinary General Meeting on his or her behalf, shall state that party's details in the abovementioned registration using the form available via [www.abnamro.com/shareholdermeeting](http://www.abnamro.com/shareholdermeeting). The authorised third party is required to bring the signed proof of registration as admission ticket to the Extraordinary General Meeting.

### **Arrival at the location, parking and registration**

To ensure smooth registration of the Extraordinary General Meeting, participants who wish to attend the meeting in person are requested to register for the Extraordinary General Meeting no later than 14:45 hours (CET) at the registration desk. The registration desk is closed after 15:00 hours (CET).

If you come by car and have registered correctly and in time, you may park your car at ABN AMRO. This may be at ABN AMRO's head office (Gustav Mahlerlaan 10, Amsterdam), or in a nearby car park. In the latter case, you will be issued a free exit ticket. You do not need to provide your car's registration number in advance.

## **Miscellaneous**

### **Issued share capital and number of votes**

At the date of the Convening Notice for the Extraordinary General Meeting, the total capital issued by ABN AMRO consists of 940,000,001 ordinary shares, and as many voting rights.

### **Webcast**

The Extraordinary General Meeting can be followed live in Dutch and in English via video webcast on 24 November 2021 at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting).

## Contact details

### **ABN AMRO Bank N.V.**

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