

Convocation

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

Convocation for an 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 Bank**) invites its shareholders and the holders of depositary receipts for shares in the capital of ABN AMRO Bank (**Depositary Receipts**) to attend its extraordinary general meeting to be held on Tuesday 15 December 2020 at 13.30 am CET at the head office of ABN AMRO Bank at Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (the **Extraordinary General Meeting**).

Shareholders and depositary receipt holders are invited to the Extraordinary General Meeting to vote on the appointment of Mariken Tannemaat as a member of the Supervisory Board of ABN AMRO Bank. This is the sole voting item on the agenda of the Extraordinary General Meeting.

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Agenda

1. Opening remarks and announcements

2. Appointment of a new member of the Supervisory Board

Appointment of Mariken Tannemaat as member of the Supervisory Board:

- (i) announcement to the General Meeting of the Supervisory Board's nomination for appointment (**discussion item**);
- (ii) explanation and motivation by Mariken Tannemaat (**discussion item**); and
- (iii) proposal to be put to the Extraordinary General Meeting for the appointment of Mariken Tannemaat as a member of the Supervisory Board (**voting item**).

3. Close of the meeting

Explanatory notes to the agenda items

Agenda item 1

Opening remarks and announcements.

Agenda item 2

Appointment of Mariken Tannemaat as member of the Supervisory Board

Agendapunt 2 (i)

Announcement to the General Meeting of the Supervisory Board's nomination for appointment

The Supervisory Board notified in the general meeting of shareholders of 22 April 2020 (the **General Meeting**) that there was a vacancy on the Supervisory Board.

In accordance with Article 158 (5) of Book 2 of the Dutch Civil Code (**DCC**), the General Meeting and the Employees Council (*Raad van Medewerkers*) were granted the opportunity to recommend suitable candidates for nomination as a member of the Supervisory Board in order to fulfil the aforementioned vacant position. The General Meeting and the Employees Council have not exercised the right to make a recommendation.

The Supervisory Board decided to nominate Mariken Tannemaat as a member of the Supervisory Board. The approval of the European Central Bank for the appointment has been obtained. The collective profile of the Supervisory Board and the individual profile drawn up by the Supervisory Board for the vacancy are included among the meeting documents for this Extraordinary General Meeting. The Employees Council's positive position statement is included as a meeting document as well. The Employees Council has indicated that it will not exercise its right to explain its position during the Extraordinary General Meeting

Mariken Tannemaat is born on 20 November 1971 (48 year) in Sandringham, Australia, and has the Dutch nationality.

Mariken Tannemaat is an highly qualified professional and has extensive executive experience in complex international organizations, amongst which financial institutions.

Mariken Tannemaat was Chief Innovation Officer at Robeco N.V. where she was responsible for innovation and the Dutch retail portfolio, including the development of artificial intelligence and digitalisation of customer contact. Prior to that, she was Chief Customer Innovation Officer at NN Group N.V., and amongst others became Chief Customer Innovation Officer, responsible for the Dutch digital distribution and customer base and developing innovation and new technologies

globally. Mariken Tannemaat started her career at ING Groep N.V. and held several senior positions at ING Direct in London, Paris and Amsterdam. In 2011 she joined ING Bank N.V. as Global Head of Branding and Positioning. Mariken Tannemaat holds an MBA from the Erasmus University and a Master's in Marketing from the TIAS Business School.

Other current positions:

- Member of the Supervisory Board of CM.com N.V.;
- Member of the Supervisory Board of Wehkamp B.V.
- Member of the Supervisory Board of VLC & Partners B.V.

For more information, reference should be made to the curriculum vitae van Mariken Tannemaat which has been included among the meeting documents for this Extraordinary General Meeting.

Mariken Tannemaat meets the profile requirements of the Supervisory Board, in particular with regard to her extensive knowledge – and executive experience – in the field of innovation and digitalisation. Given that experience the Supervisory Board believes she will be a welcome addition to the Supervisory Board of ABN AMRO Bank.

Mariken Tannemaat fulfils the provisions relating to the limitation on the number of supervisory directorships, in accordance with the requirements of CRD IV as transposed into Dutch law. After the appointment of Mariken Tannemaat, the gender diversity target to have at least 30% of the seats on the Supervisory Board occupied by women and at least 30% by men will be met. ABN AMRO will continue to strive for greater diversity at all levels within the ABN AMRO group.

Mariken Tannemaat will as a member of the Supervisory Board and a member of the Selection & Nomination Committee of the Supervisory Board receive the remuneration in accordance with the remuneration policy of the Supervisory Board as adopted on 22 April 2020 by the General Meeting. For more information reference is made to the remuneration policy of the Supervisory Board as published on www.abnamro.com/remuneration.

Mariken Tannemaat is independence as required by best practice provision 2.1.8 of the Dutch 2016 Corporate Governance Code.

Mariken Tannemaat has no shares or depositary receipts for shares in the share capital of ABN AMRO Bank.

Agenda item 2 (ii)

Explanation and motivation by Mariken Tannemaat

Under this agenda item, Mariken Tannemaat will briefly introduce herself to the Extraordinary General Meeting before the voting on her appointment takes place.

Agenda item 2 (iii)**Proposal to the Extraordinary General Meeting to appoint Mariken Tannemaat as member of the Supervisory Board**

On the basis of the above the Supervisory Board proposes, in conjunction with article 7.6.3 and 7.6.5 of the articles of association of ABN AMRO Bank, to the Extraordinary General Meeting that Mariken Tannemaat be appointed as a member of the Supervisory Board for a term of office that starts at the close of this Extraordinary General Meeting and ends at the close of the annual general meeting of ABN AMRO Bank in 2025.

Agenda item 3

Close of the meeting.

Additional information

I. Meeting documents

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

- the convocation for the Extraordinary General Meeting, including the agenda and the explanatory notes to the agenda;
- the individual profile for the vacancy on the Supervisory Board;
- the collective profile of the Supervisory Board;
- the curriculum vitae of Mariken Tannemaat;
- the position taken by the Employees Council for the appointment of Mariken Tannemaat;
- ABN AMRO Bank's terms and conditions for hybrid general meetings.

As of today's date, these documents can be inspected and a copy obtained free of charge at our office (see address below).

II. Attendance and voting

Registration date

Any person who, on 17 November 2020 at 17.30 (CET), after all book-entry settlements of that day (the **Registration Date**) have been processed, has been registered as such 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 vote at and/or attend the Extraordinary General Meeting.

The registers showing those entitled to shares or to depositary receipts on the Registration Date are:

- with regard to ordinary registered shares in the share capital of ABN AMRO Bank: the relevant register of shareholders kept by ABN AMRO Bank;
- with regard to Depositary Receipts: the records of the intermediary as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet Giraal Effectenverkeer*).

Depository 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 depository receipt holders receive a voting proxy for this Extraordinary General Meeting. Depository receipt holders may exercise the voting right as they see fit. STAK AAB is not liable for how a depository receipt holder votes or for the consequences thereof. Nor is STAK AAB responsible for voting in accordance with a voting instruction. Depository receipt holders do not have to apply for a voting proxy from STAK AAB. By registering for the General Meeting depository 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 admission

Shareholders or depository receipt holders who wish to attend and/or exercise their voting right at the Extraordinary General Meeting (whether in person, through virtual attendance or represented by a third party) are required to notify ABN AMRO (Corporate Broking & Issuer Services) at www.abnamro.com/evoting or through their intermediary.

ABN AMRO urges shareholders/depository receipt (DR) holders not to attend the meeting in person, and to make use of the option to exercise their voting rights by way of electronic or written proxy or by virtual participation. Shareholders and depository receipt holders who attend the Extraordinary General Meeting as virtual attendees through the online platform can log in at 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. As usual, the meeting will be broadcast via webcast via www.abnamro.com/shareholdermeeting.

Shareholders who nevertheless consider attending the meeting in person, are asked to send their request to ABN AMRO before 10 December 2020 17:30 CET by e-mail to corporate.secretariat@nl.abnamro.com. As a precautionary measure, shareholders/DR holders and those present on behalf of ABN AMRO will attend the meeting in separate conference rooms.

Registration can take place from 18 November 2020 up to and including 10 December 2020, at 17:30 (CET). Notification of physical attendance of the Extraordinary General Meeting can take place during the same period. Each person who registers is requested to include all required details. 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 give his or her valid email address, securities account and mobile phone number for authentication purposes in order to gain virtual admission to the Extraordinary General Meeting.

On 11 December 2020 at 11:00 (CET) at the latest, the intermediary in whose records the depository 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 Depository Receipts that have been registered for the 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 owners in order to enable ABN AMRO (Corporate Broking & Issuer Services) to verify their interest on the Registration Date efficiently.

A. Attending and voting at the meeting

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 advises to attend virtually. Physical presence requires prior registration by e-mail 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.

Proof of registration and identification

Any person who has the right to attend the Extraordinary General Meeting and has been duly registered in good time will receive proof of registration that will also serve as proof of admission to the Extraordinary General Meeting. Persons who have the right 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) together with their proof of registration. The requirements for the identification of the shareholders and depositary receipt holders who attend the Extraordinary General Meeting in a virtual capacity are explained below at B. (Virtual voting).

Voting using the voting app on your tablet or smartphone

ABN AMRO Bank makes it possible for you to vote on the various resolutions using your own tablet or smartphone. To participate in the Extraordinary General Meeting, you will need to download the Lumi AGM App onto your tablet or smartphone. The voting app is available for Android and iOS operated devices only and can be downloaded from the Google Play Store or the AppleApp Store by searching by app name "Lumi AGM". It is highly recommended that you download the voting app in advance of the meeting day of the Extraordinary General Meeting (<https://web.lumiagm.com>).

Once you have downloaded the Lumi AGM app, you will be asked to enter a Meeting ID. This Meeting ID is valid only for this Extraordinary General Meeting. You will also be prompted to enter your username and password. You will receive your Meeting ID, username and password at the registration desk. You can use the voting app only if you attend the Extraordinary General Meeting in person. Please make sure your smartphone or tablet is sufficiently charged. At the Extraordinary General Meeting, you will be able to use ABN AMRO's open Wi-Fi network. The voting procedure for shareholders and depositary receipt holders who attend the Extraordinary General Meeting in a virtual capacity through the online platform is explained below at B. (Virtual voting).

B. Virtual voting

ABN AMRO aims to lead the way in digital and technical innovation. In this context, ABN AMRO Bank offers its shareholders and depositary receipt holders the possibility of taking part in the Extraordinary General Meeting without having to actually be physically present.

Shareholders and depositary receipt holders can see, hear or otherwise follow the proceedings and vote electronically using their smartphone, tablet, laptop or PC during the Extraordinary General Meeting on the online platform at www.abnamro.com/evoting. The aforementioned only applies in so far as the intermediary of the shareholder or depositary receipt holder makes online voting possible. Shareholders and depositary receipt holders who attend the Extraordinary General Meeting virtually and asked questions by e-mail via

generalmeeting@nl.abnamro.com 3 days prior to the meeting, will be able to ask follow-up questions during the Extraordinary General Meeting.

Shareholders and depositary receipt holders who have registered for virtual attendance of the Extraordinary General Meeting will receive a confirmation of registration by e-mail which will contain an unique link. Via this link the respective shareholder or depositary receipt holder can log in to the online platform of the Extraordinary General Meeting by means of a two-stage verification process (with SMS verification).

Shareholders and depositary receipt holders may log into the online platform of the Extraordinary General Meeting on 15 December 2020 from 13.00 pm (CET) until the start of the Extraordinary General Meeting at 13.30 am CET. Shareholders or depositary receipt holders who have not logged on before the start of the Extraordinary General Meeting via the online platform cannot vote and can only see, hear or otherwise follow the proceedings.

ABN AMRO Bank's terms and conditions for hybrid general meetings apply to shareholders and depositary receipt holders who wish to take part in the Extraordinary General Meeting through the online platform. The time of the opening of the vote on the voting items shall be determined in accordance with these conditions. More information about virtual participation in the Extraordinary General Meeting can be found in ABN AMRO Bank's terms and conditions for hybrid general meetings. These terms and conditions and a list of compatible devices for gaining access to the online platform of the Extraordinary General Meeting are available at www.abnamro.com/shareholdermeeting. To be certain that your device is compatible, we recommend that you verify this before deciding whether to attend the Extraordinary General Meeting in a virtual capacity. We also recommend that shareholders and depositary receipt holders who choose to take part in the virtual part of the Extraordinary General Meeting through the online platform log into the online platform at least 15 minutes before the starting time of the Extraordinary General Meeting.

Shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting in a virtual capacity face certain risks (as described in more detail in ABN AMRO Bank's terms and conditions for hybrid general meetings). If a shareholder or depositary receipt holder wishes to avoid such risks, he or she should attend the Extraordinary General Meeting in person or appoint a voting proxy.

C. Voting by persons who do not attend the Extraordinary General Meeting in person or virtually

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 via www.abnamro.com/evoting to the civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or a person deputising for them with the right of substitution) or STAK AAB from 18 November 2020 up to and including 10 December 2020, 17:30 (CET) to vote on his or her behalf. Such person may also submit his or her voting instruction to the civil-law notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or a person deputising for them), STAK AAB or a third party using the voting form available at www.abnamro.com/shareholdermeeting. The voting form needs to be received at the latest by 10 December 2020, 17:30 (CET), at the return address specified on the form, together with a confirmation of the intermediary in relation to the number of Depositary Receipts held by the depositary receipt holder on the Registration Date.

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 Bank consists of 940,000,001 ordinary shares and as many voting rights.

Arrival at location and registration

To ensure smooth registration of the votes cast during the Extraordinary General Meeting, attendees who wish to vote during the Extraordinary General Meeting in person are requested to register for the Extraordinary General Meeting no later than 13.15 pm (CET) at the registration desk. The registration desk is closed after 13.30 pm (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 with a free exit ticket. You need not notify your car's registration number beforehand.

Webcast

The Extraordinary General Meeting can be followed live on a video webcast on 15 December 2020 at www.abnamro.com/shareholdermeeting.

Contact data

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