

Amsterdam, 13 February 2019

IR/Press Release

ABN AMRO announces intention to execute legal merger

ABN AMRO announces its intention to simplify the group structure through the execution of a legal merger between ABN AMRO Bank N.V. (ABN AMRO Bank) and ABN AMRO Group N.V. (ABN AMRO Group). The proposed legal merger aims to improve regulatory capital ratios (including the leverage ratio), optimise administrative processes and lower administrative costs.

In the proposed merger ABN AMRO Group ceases to exist. As a result, shareholders in ABN AMRO Group become shareholders in ABN AMRO Bank and depositary receipts (DRs) represent shares in ABN AMRO Bank and retain the listing on Euronext Amsterdam. Holders of debt instruments continue to hold instruments issued by ABN AMRO Bank. A legal merger has no other material effects.

A legal merger is subject to approval from depositary receipt holders (DR holders), shareholders and regulators, including DNB and ECB.

The Trust Office¹ is expected to convene a meeting where DR holders will be requested to approve technical amendments to its articles of association and trust conditions in connection with the proposed merger. The Trust Office meeting requires a two-thirds majority vote.

The shareholder (NLF1) and DR holders are also requested to approve the legal merger in the general meeting of ABN AMRO Group. Subject to all necessary approvals, including regulatory approvals, the merger is expected to be executed in the course of 2019.

The convocation of the general meeting of ABN AMRO Group will be published on 13 March 2019. More information on the proposed merger will be made available on www.abnamro.com/ir/merger.

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Information on ABN AMRO

ABN AMRO Group N.V. (ABN AMRO Group) is the parent company and sole shareholder of ABN AMRO Bank N.V. (ABN AMRO Bank). ABN AMRO Group performs no operational activities. ABN AMRO Bank performs all operational activities. The Single Resolution Board has concluded that in a resolution strategy ABN AMRO Bank N.V. is the preferred resolution entity with a Single-Point-of-Entry strategy. On the date of this press release, all shares in the capital of ABN AMRO Group are held by two foundations: NLF1 and the Trust Office. On this date, NLF1 holds 56.3% in ABN AMRO Group, of which 49.9% are directly held via ordinary shares and 6.4% are indirectly held via depositary receipts (DRs) for shares in ABN AMRO Group. The Trust Office holds 50.1% of the shares in the issued capital of ABN AMRO Group. The DRs are trading on Euronext Amsterdam.

¹ Stichting Administratiekantoor Continuïteit ABN AMRO Group