Minutes
Annual General Meeting
ABN AMRO Group N.V.

18 May 2016

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In case of inconsistency between the Dutch version and this English translation, the Dutch version shall prevail.

Minutes of the Annual General Meeting

ABN AMRO Group N.V.

ABN AMRO head office, Gustav Mahlerlaan 10, Amsterdam

(These minutes are a concise record of the proceedings at the meeting.)

Wednesday 18 May 2016, 14.00–19.00 hrs

Agenda

Those present:

The full Supervisory Board:
Rik van Slingelandt (Chairman, also chair of this meeting), Olga Zoutendijk (Vice-Chairman), Hans de Haan (Chairman of the Audit Committee), Steven ten Have (Chairman of the Remuneration, Selection and Appointments Committee) and Annemieke Roobeek.

The full Managing Board:
Gerrit Zalm (Chairman), Johan van Hall (Vice-Chairman and Chief Operating Officer), Kees van Dijkhuizen (Chief Financial Officer), Caroline Princen (responsible for People Regulations & Identity), Wietze Reehoorn (Chief Risk Officer), Chris Vogelzang (responsible for Retail & Private Banking) and Joop Wijn (responsible for Corporate Banking).

The meeting secretary:
Ruud van Outersterp.

For KPMG, the external auditor:
Dick Korf and Martijn Huiskers.

For EY, the new external auditor from the 2016 financial year:
Coen Boogaard and Wouter Smit.

For the Employee Council:
Margot van Kempen.

The new Supervisory Board members to be appointed in this meeting:
Arjen Dorland, Frederieke Leeflang and Tjalling Tiemstra.

For De Brauw, legal advisor:
Martin van Olffen.

The civil law notary responsible for overseeing the voting:
René Clumpkens of Zuidbroek Notarissen.

The shareholders and depositary receipt holders:
387 shareholders and depositary receipt holders, together representing 91.98% of the issued capital, were present or represented at the meeting.

1. Opening remarks and announcements

The **chair** opened the meeting at 14.00 hrs and welcomed all those present to this first public annual general meeting since the creation of the new ABN AMRO in 2010. He stated that the full Supervisory Board and the full Managing Board were present on the platform. Also on the platform was Mr Van Outersterp, who was acting as secretary to the AGM.

The **chair** then went through a number of formalities. He noted that the shareholders and depositary receipt holders had been given notice of the meeting in accordance with the law and the articles of association and that the meeting could therefore pass valid resolutions. In addition, **the chair** noted that no motions had been lodged by shareholders and depositary receipt holders for consideration.

The **chair** said that a tape recording would be made of the entire meeting to enable the minutes to be drawn up. The minutes would be adopted and signed by the chair and the secretary in accordance with the articles of association.

The **chair** stated that on the registration date the issued capital consisted of 940,000,001 ordinary shares. No class B ordinary shares had been issued. This meant that in total a maximum of 940,000,001 votes could be cast. For these 940,000,001 ordinary shares, 216,200,000 depositary receipts had now been issued and were listed on Euronext Amsterdam. This is approximately 23% of the total issued capital. Later in this meeting the **secretary** announced that 387 shareholders and depositary receipt holders were present or represented. Together they represented 864,614,865 votes. This amounted to 91.8% of the issued capital.

After those present had been given the opportunity to ask questions or make comments, the **chair** noted that there were none. He therefore closed consideration of this agenda item and moved on to agenda item 2 (a), the discussion of the report of the Managing Board.

2. Annual report, corporate governance and annual financial statements

a) Report of the Managing Board in respect of 2015 (discussion item)

The **chair** stated that Mr Zalm would comment on the report of the Managing Board on 2015 and that afterwards Mr Van Dijkhuizen, the Chief Financial Officer, would discuss the 2015 financial statements and the figures for the first quarter of 2016. The **chair** then gave the floor to Mr Zalm.

Mr **Zalm** first looked back at 2015 and the successful IPO on 20 November of that year. The profit made over 2015 as a whole was EUR 1.9 billion. The return on equity had risen to 12% and ABN AMRO's capital position had also strengthened. The Core Tier 1 ratio of 15.5% had provided a sound basis for the IPO. Mr Zalm said that the bank was proud to have reached this milestone. The price at the time of the IPO was ultimately slightly higher than the book value, and this valuation had remained reasonably intact. In any event, ABN AMRO had outperformed the average bank share in Europe.

Mr **Zalm** explained how ABN AMRO is now organised. It has three commercial business lines: Retail Banking, Private Banking and Corporate Banking. Retail Banking is banking for private households and small businesses. Last year ABN AMRO took the lead in new mortgage production volume and is the principal bank for 21% of the Dutch population. In terms of private banking ABN AMRO is by far the market leader in the Netherlands and ranks third in the eurozone. It can put to good use internationally its knowledge and experience of events in the Netherlands. After the 2008 demerger and the 2010 merger, Corporate Banking has put itself back on the map. In the recently published Greenwich Report (a survey among managers of large corporates), Corporate Banking ranks first in terms of relationship quality. The management team survey shows that among Dutch managers ABN AMRO is recognised as having the best image for business clients. Corporate Banking is now present in all important international financial centres and trading locations. This enables the bank to service not only international clients but also its Dutch clients abroad.

ABN AMRO has formulated a number of financial targets. The target of a return on equity of between 10% and 13% has now been achieved. Further steps are to be taken to achieve a cost/income ratio of between 56% and 60% in 2017. However, with its Core Tier 1 ratio of 15.5% ABN AMRO is well above its target of between 11.5% and 13.5%, which also serves as a safety buffer for expected extra capital requirements. Under its dividend policy ABN AMRO is paying out 40% for 2015. This will rise to 45% for 2016 and 50% for 2017. Mr **Zalm** emphasised that the dividend payment is always conditional upon approval by the regulators.

ABN AMRO's strategy rests on five pillars: enhancement of client centricity, investing in the future, maintaining a moderate risk profile, pursuing selective international growth and improving profitability. This strategy safeguards the interests of all stakeholders, not only of investors but also of clients and employees and, more generally, also safeguards the social role of ABN AMRO.

The first pillar is enhancement of client centricity. On the basis of our Net Promoter Score (in other words, the extent to which clients are willing to recommend us to others based on their experience), ABN AMRO engages in a dialogue with its clients with a view to improving its services and products. ABN AMRO aims to learn from all feedback, whether good or bad. ABN AMRO also considers that maintaining personal contact with clients is of great importance. For example, increasing use is being made of web cams (FaceTime and Skype) also outside regular office hours. Corporate Banking is being fully organised along sectoral lines. This means that as a rule a relationship manager is always responsible for just one sector and is therefore a sector specialist capable of functioning as a valuable sparring partner for the client. In the case of Private Banking ABN AMRO intends to reduce the asset limit of EUR 1 million to EUR 500,000. In this way the services of Private Banking can be made available to a larger proportion of clients. Finally, ABN AMRO is continually involved in developing new products and services to meet clients' needs. A good example of this is the pension products.

The second pillar involves both material and smaller investment in the future. As far as material investment is concerned, this consists mainly of substantial investment in the IT infrastructure, digitisation and innovation. ABN AMRO has its own innovation centre and is also working with the BigTechs and FinTechs to provide the best possible service to clients in the form of financial products that are also suitable for digitisation. Applying the principles of sustainability is also an investment in the future which ABN AMRO is making in order to win the appreciation of clients, employees and investors. There is also a financial incentive since a client that has a bad record on human rights and the environment may well be less inclined to honour its commitments to the bank. ABN AMRO's head office recently won an award for the world's most sustainable office building. ABN AMRO is also, in fact, using its knowledge of sustainable building design in other fields, for example the financing of clients' property. In addition, the bank's suppliers must have at least a bronze CSR report score according to the FIRA sustainability rating system. ABN AMRO also assesses sustainability risks when considering whether to grant credit. ABN AMRO provides investment clients with a sustainable investment mandate restricted exclusively to companies with an excellent CSR record. Finally, the ABN AMRO Foundation encourages staff to undertake voluntary work. This can vary from teaching children to working in a food bank or advising start-ups through the Qredits institution.

The third pillar is maintaining a moderate risk profile. Mr **Zalm** emphasised that although taking risks is part and parcel of the banking business, ABN AMRO always endeavours to control and limit the risks. If ABN AMRO takes risks, it does so only in the interests of a client and not, for example, for speculative reasons. To maintain a moderate risk profile, ABN AMRO also expressly opts for a strong capital position, stable financing with borrowed capital, a clean balance sheet and sound risk distribution. Although more than half of ABN AMRO's portfolio consists of mortgage loans, this does not detract from the risk profile as the bank knows this market inside out and its risks are limited. During the last housing crisis the scope of the amortisation of mortgage loans remained limited.

The fourth pillar is pursuing selective international growth. According to Mr **Zalm**, ABN AMRO believes that its knowledge of various activities and the banking sector, clients and systems is such that it can also be used abroad. However, this is always conditional upon these activities being client-related, fulfilling the bank's moderate risk profile and contributing to the bank's profitability. The activities in the field of Private Banking and Energy, Commodities & Transportation (ECT) Clients are good examples of this. In addition, ABN AMRO is active in factoring and stock financing in various other West European countries. Finally, MoneyYou operates as an online savings bank in Germany, Belgium and Austria.

The fifth pillar is improving profitability. Mr **Zalm** referred to his previous statement that ABN AMRO had achieved a 12% return on equity in 2015, but that the level of expenses needed to be reduced still further. This year ABN AMRO is once again investing heavily in updating its internal IT systems and digitising its services for clients. The cost savings are expected to rise, mainly in the next year.

Mr **Zalm** informed the meeting that ABN AMRO's present client satisfaction score is 78%. This means that on average clients give ABN AMRO a rating of 7 or 8 out of 10. This is very respectable, but ABN AMRO's ambitions extend further. A more central role will be given to the Net Promoter Score both this year and the next. Mr **Zalm** stressed the importance of employee commitment to client satisfaction. The employee engagement score in 2015 amounted to 76%, which compared very favourably with that of other companies. Moreover, as regards diversity the percentage of women in senior positions has improved from 20% to 23%. In the space of a year, the bank has substantially improved its score on the Dow Jones Sustainability Index from 73% to 78%. In addition, the amount of capital invested by clients in sustainable investment funds rose in 2015 from approximately EUR 5.5 billion to EUR 6.5 billion. As regards share price movements, the price of ABN AMRO shares is presently slightly below the issue price, but the price has performed well in relation to European bank averages since the IPO. Factors that are also worth noting from the point of view of shareholders and depositary receipt holders are, naturally, the increase in the return on equity to 12% in 2015, the strengthening of the capital position and the step-by-step increase in the dividend payout. Mr **Zalm** emphasised again that the dividend payment is always conditional upon approval by the regulators.

Mr **Zalm** then considered certain topical matters that have also received media coverage. In the past, ABN AMRO had entered into interest rate derivatives with SME clients. This involved combinations of a floating interest rate loan with an interest rate swap. From the client's point of view this was often cheaper than a normal fixed-rate loan. ABN AMRO has currently carried out a reassessment process for 4,500 clients and, where necessary, offered compensation in cases where things went wrong. The provision made for this purpose by ABN AMRO now amounts to EUR 120 million. In December the Netherlands Authority for the Financial Markets (AFM) concluded that the reassessment needed to be done again and should be approached differently. In March the Minister of Finance announced that a committee of experts would be appointed to develop a uniform framework for reassessing interest rate derivatives. The committee is expected to produce its conclusions next month. In addition, more stringent capital requirements are expected as a consequence of Basel IV. Although the implementation may still take some time owing to the subsequent involvement of the Basel Committee, the European Commission, the Ministers of Finance and the European Parliament, ABN AMRO is maintaining a capital buffer for reasons of prudence. Following recent media reports that ABN AMRO is mentioned in the Panama Papers, Mr **Zalm** stressed that the bank has a zero tolerance policy as regards non-compliance with laws and regulations. This applies both internally and to clients. ABN AMRO is furthermore completely transparent in its dealings with the regulators and does not cooperate in tax evasion or facilitate tax avoidance. The mere fact that a client is reported to have been in contact with Mossack Fonseca does not automatically mean that it engages in tax evasion. Under the Common Reporting Standards (CRS) that have now been agreed, ABN AMRO will report the capital position of its clients to the tax authorities in all its private banking activities with effect from 1 January 2017, with retroactive effect over 2016. The tax authorities will automatically share this information among themselves.

ABN AMRO reviews its long-term strategy with certain regularity. Mr **Zalm** explained that the current strategy update will take account of all kinds of new developments, for example changing client wishes and changes in the field of regulation, digitalisation and innovation and new and emerging forms of competition, partly in order to be able to benefit from the changes. The aim is to make the bank more efficient and flexible, which also means cost savings, partly in order to create scope for investment in digitisation and innovation. In addition, the horizon will be set further away from 2017 to 2020 and the financial targets are being reconsidered to take account of this. ABN AMRO expects to be able to say more about this in the second half of the year.

Finally, Mr **Zalm** expressed his thanks and appreciation to Mr De Haan and Mr Van Slingelandt, who are in function for the last time during this meeting.

The **chair** thanked Mr Zalm for his contribution and then gave the floor to Mr Van Dijkhuizen, the Chief Financial Officer. Mr **Van Dijkhuizen** first of all considered ABN AMRO's net annual profit of over EUR 1.9 billion in 2015. The underlying net profit, exclusive of special items, was 24% higher than in 2014, particularly due to the fact that the loan loss provisions had been more than halved, partly because of the better economic climate in the Netherlands and the improving housing market. The interest income is 1% higher than in 2014, which Mr **Van Dijkhuizen** views as a good performance in the present climate of negative interest rates. The smaller sized loan portfolio was offset by higher margins. The commission income rose by 8%, mainly due to an improved stock market climate. Other income rose on account of a positive revaluation of certain balance sheet items.

In 2015 ABN AMRO had to pay an additional EUR 129 million in regulatory levies. As a result, operating expenses were up by 8%. The return on equity in 2015 was 12%, which was approximately 1% higher than in 2014 and in keeping with ABN AMRO's long-term target. As a result of the higher operating expenses, the cost/income ratio in 2015 was 61.8%. The target figure for 2017 is between 56% and 60%. As regulatory levies will continue to rise this year and the IT savings will become apparent only in 2017, ABN AMRO expects its cost/income ratio to remain above 60% in 2016.

On the basis of the profit of EUR 1.9 billion and the intended dividend payout of 40% in 2015, the Managing Board and the Supervisory Board propose a final dividend of EUR 414 million, which is equivalent to EUR 0.44 per share. This brings the total dividend for 2015 to EUR 764 million or EUR 0.81 per share.

Mr Van Dijkhuizen then briefly considered the 2016 first quarter results published on 11 May. The net profit in the first quarter of 2016 was EUR 475 million, which was 13% lower than in the corresponding quarter of last year. Owing to the market turbulence in the first two months of this year, the commission income was under pressure and various negative revaluations took place. Although interest income remained stable, operating expenses rose by EUR 100 million (or approximately 8%) in relation to 2015 as a consequence of higher regulatory levies for a European deposit guarantee fund and a contribution to a European resolution fund (a fund to save distressed European banks). Regulatory levies totalled EUR 98 million. Owing to the lower income and higher expenses, the cost/income ratio was sharply higher. A positive factor is that in the first quarter of 2016 virtually nothing needed to be added to provisions. The net profit of EUR 475 million translates into earnings per share of EUR 0.49 and a return on equity of 11.1%. This is in keeping with the target figure of 10%-13%.

The **chair** thanked Mr Van Dijkhuizen for his explanation of the figures and gave those present an opportunity to ask questions about the Managing Board's report on 2015, the financial statements for 2015 and the dividend policy.

Mr **Van de Bos** inquired whether ABN AMRO had already raised the subject of double banking tax with the Ministry of Finance and whether this would necessitate a reorganisation in order to achieve a reasonable cost/income ratio. He also referred in this connection to the extensive statement about this matter by Mr Hamers during ING's AGM. Finally, he referred to the Kassa programme and asked whether ABN AMRO's subsidiary Defam charged usurious rates of interest. Mr **Zalm** confirmed that the various taxes that were levied posed a problem. Among the regulatory charges ABN AMRO has to pay are the contribution to the deposit guarantee scheme, the Dutch banking tax and the contribution to the European resolution fund. ABN AMRO hopes that the banking tax will be abolished in the Netherlands in due course. The banking tax was originally introduced as a kind of insurance premium payable by banks to cover situations in which the State must sometimes come to their rescue. Nowadays, however, this is less relevant owing to the strengthening of banks' capital position, the legislation providing that creditors must contribute when a bank gets into problems (the so-called bail-in regime) and the European fund that will shortly be introduced for use in emergencies. Nonetheless, abolition of the banking tax does not appear to have a high priority in government circles in The Hague. As a result of these regulatory levies, ABN AMRO is facing much higher costs than a few years ago and it has become more difficult for it to achieve its targeted cost/income ratio. Although it would be jumping to conclusions to assume any kind of link between these levies and a reorganisation, ABN AMRO will undoubtedly have to trim its operations. Mr Zalm explained that ABN AMRO's subsidiaries were included in the consolidation for the purpose of the regulatory levies in the Netherlands and that the same tax is therefore not levied first on the subsidiary and then on the parent company in the Netherlands. Owing to ABN AMRO's focus on the Netherlands, it could not be said that the bank was liable to double taxation by virtue of the fact that a substantial share of its income comes from foreign activities. As regards the question of ABN AMRO's subsidiary Defam, Mr **Zalm** stated that he assumed that the question related to ALFAM, not to Defam. Mr **Zalm** emphasised that ABN AMRO does not charge usurious rates.

Mr **Koster** (Dutch Investors' Association / VEB) thanked Mr Zalm and Mr Van Dijkhuizen for their presentations. He asked how the management views the requisite investment in the IT system, particularly in the light of cybercrime threats and any cost savings which ABN AMRO has announced for 2017. He pointed out that other banks such as Deutsche Bank and BNP spend significantly more on IT. As regards ABN AMRO's earnings model, Mr **Koster** asked what would constitute a real leap ahead for the bank and where its future lies. He wondered whether it was not inevitable that ABN AMRO would strive for growth abroad on account of the limited growth opportunities in the Dutch market. However, this would also entail risks. Mr **Zalm** answered that ABN AMRO had earmarked extra funds for IT both this year and last and that the resulting cost savings under the concluded contracts will gradually increase. As part of the strategic review ABN AMRO is examining, among other things, whether more can be invested in digitalisation, innovation and IT. ABN AMRO will return to this subject in the second half of the year. On the subject of the comparison with other banks, he also pointed to the link between the size of the investments and the size of the bank. As regards ABN AMRO's earnings model, Mr **Zalm** stated that the total growth of the balance sheet would be limited, partly in view of the existing weight of the mortgage portfolio. This may possibly mean that ABN AMRO is not classified as a growth stock. Nonetheless, ABN AMRO continues to pursue selective international growth, for example in the Energy, Commodities & Transportation (ECT) sector. Here ABN AMRO already has a strong position and good client relationships. It also wishes to develop its international private banking activities. On a rather smaller scale it is also involved in asset-based financing in Western Europe. According to Mr **Zalm**, a positive aspect of the limited opportunities for balance sheet growth is that ABN AMRO can at the same time pay out a respectable dividend and strengthen its capital position.

Mr **Koster** observed that much is still unclear about Basel IV, for example the requisite capital for the mortgage portfolio. According to market rumours, this could hit ABN AMRO quite hard, and possibly even wipe out 4.5% of its capital buffer. In anticipation of the extra requirements under Basel IV, ING has made arrangements for flexible expansion of its capital. Mr **Koster** asked why ABN AMRO had not done the same in order to prevent uncertainty about its buffers. Mr **Zalm** confirmed that uncertainty exists about Basel IV, for example in connection with the mortgage portfolio. The risk-weighting provisions of the plans as known at present are in themselves understandable. A risk weighting is much easier if the law of large numbers applies. A model-based approach is preferable to a system in which all kinds of similar assumptions apply to mortgages in different countries, given the wide differences between local rules. ABN AMRO is nonetheless allowing for the possible adverse consequences of Basel IV, although its strong capital position serves as a good starting point in comparison with other banks. Moreover, if Basel IV does materialise, its gradual introduction will still leave sufficient time for coping with the consequences. In addition, the Dutch central bank still has the possibility of reducing the national surcharge if disproportionally heavy capital requirements are imposed under Basel IV or by the EU. This has already been done in some countries. In short, ABN AMRO considers that it is well prepared for Basel IV and that it would not be logical, certainly at present, to issue new shares, partly in view of the current privatisation by the Dutch State. On request, Mr **Zalm** stated that the Dutch banks were making very active use of various channels to clearly communicate their views in Frankfurt through the European Banking Federation, the Dutch central bank and the European Commission. It is important to note that the Dutch central bank also considers that the models applied in the Netherlands for mortgage risk weighting are adequate. Nor did the asset quality review carried out by the European Central Bank necessitate any adjustment whatever for possible hidden losses in the mortgage portfolio. This is also an indication that there is no obvious need to introduce stricter risk-weighting requirements for mortgages. Nonetheless, ABN AMRO will continue with its precautionary measure of keeping a capital buffer, in excess of the 13.5% target set by it, as a safety margin in the event that Basel IV has a major impact.

Mr **Taverne** (of the Association of Investors for Sustainable Development / VBDO) expressed his appreciation of ABN AMRO's integrated annual report, which he believed will set a trend both in the Netherlands and abroad. He also mentioned ABN AMRO's score on the Dow Jones Sustainability Index and described ABN AMRO's management team as excellent. Mr **Taverne** pointed out that one of the positive aspects is that ABN AMRO has developed a sustainability risk policy for the purpose of screening all activities and clients and assessing them in the light of moral and ethical principles. He wondered whether the sustainability risk policy relates to all eligible clients and products, including the passively managed funds, and whether ABN AMRO reports on how this policy has been put into practice in relation to clients with whom problems may possibly arise. He also asked whether ABN AMRO would be willing to expand the exclusion list of industries with which it does not wish to do business to other categories, for example the coal-mining industry. Next, Mr **Taverne** referred to a recent survey by the Dutch central bank into the risks run by Dutch financial institutions as a consequence of investment in certain industries, for example those which produce a high volume of CO2 emissions. He wondered whether ABN AMRO is aware of the extent of the risks in its own portfolio. He also inquired whether the pilot carried out by ABN AMRO with True Price into clients' exposure to natural resources on which they are dependent could be expanded to cover the entire portfolio. Finally, Mr **Taverne** asked about the extent of ABN AMRO's investments in sustainable energy.

Mr **Van Dijkhuizen** thanked Mr Taverne for his compliment about the integrated report and confirmed that ABN AMRO had endeavoured to take a major step forwards in the field of integrated reporting by applying non-financial as well as financial targets. ABN AMRO wishes to gain positive recognition not only for its sustainability rating but also for its net promoter and employee engagement scores. ABN AMRO aims to be a better bank which helps to build a better world, in other words a bank that pursues sustainable business operations while putting the clients' interests first and building sustainable relationships. It is also working continuously to restore and increase confidence, for example by using its financial expertise for the benefit of society. The bank is aware that, despite the progress it has made, it needs to do still more to restore confidence.

Mr **Reehoorn** also thanked Mr Taverne for his compliments. He explained that the sustainability risk policy extends to all activities in the fields of lending, investment, product development and so forth, but does not include the passively managed funds. In addition, ABN AMRO reports in its annual report on how the sustainable risk management is implemented. Next year ABN AMRO wishes to report in even greater detail on its dialogue with its clients and the contribution it makes to resolving identified issues involving sustainability risk. Mr **Reehoorn** then stated that ABN AMRO publishes the exclusion list on its website. One of the areas in which ABN AMRO is active is Energy, Commodities & Transportation (ETC). The bank should determine what its position will be on coal-mining. Mr **Reehoorn** emphasised that ABN AMRO has not provided any direct lending to coal-fired power plants since 2006, but that it may possibly still be involved in the industry through indirect funding to large Dutch energy companies. He also stated that ABN AMRO is currently examining its exposure on a country-by-country basis. In addition, ABN AMRO intends to widen the scope of its activities with True Price. Finally, Mr **Reehoorn** replied to Mr Taverne’s question about the extent of the bank’s investments in sustainable energy. He said that its ECT investments are in the order of approximately EUR 5 billion. Any project funding by ABN AMRO is always carried out on the basis of the Equator Principles. The volume of sustainable energy funding is not made public because it must first be absolutely clear what it does and does not cover, given the different definitions in use. However, ABN AMRO is taking part in an increasing number of transactions connected with this.

Mr **Vreeken** (WeConnectYou) made a number of suggestions for increasing the sustainability of ABN AMRO still further, for example in the real estate field and in connection with the use and facilitation of electric or hybrid cars. He also advocated the use of empty office roofs for solar panels and savings on the consumption of water and energy. He expressed concern about cybercrime and asked what action ABN AMRO was taking to protect itself from this. Finally, he asked what ABN AMRO can do to combat the extremely low interest rates, which is particularly bad for northern Europe. Mr **Zalm** answered that there is nothing ABN AMRO could itself do about the low interest rates. Mr **Van Hall** responded to the suggestions for sustainability and referred to the previous explanation given by Mr Zalm in which he stated that ABN AMRO had won an award for the world’s most sustainable office building. ABN AMRO is also working with a number of companies in the Zuidas business district of Amsterdam to promote the use of electric vehicles, for example by assessing the scope for making more chargers and charging stations available in the public infrastructure. The Managing Board of ABN AMRO already drives hybrid Mercedes cars, and the bank reduces water consumption by various means, including special taps. On the subject of the sustainability of the property portfolio, Mr **Reehoorn** stated that ABN AMRO has made EUR 1 billion available for funding projects based on sustainability.

Mr **Fehrenbach** (PGGM) spoke on behalf of the Zorg en Welzijn pension fund and others. He expressed his appreciation of the integrated annual report and encouraged ABN AMRO to continue along this course. He asked whether ABN AMRO would be adopting a new position on climate change following the new agreement reached in Paris in December. Mr **Fehrenbach** also asked whether and, if so, how ABN AMRO mitigatesthe risks in respect of companies in its portfolio which are actively engaged in the fossil fuel sector. Ms **Princen** replied that ABN AMRO is presently working on an update of its climate statement and expects to publish this in the third quarter. In this revised statement, ABN AMRO will indicate even more emphatically what it does and does not do and what objectives it sets for itself. The statement will make explicit mention of elements such as real estate and the policy on mining, particularly coal-mining. **Mr Reehoorn** replied to the question about the risks of the fossil fuel sector. Fossil fuels are an important subject because ABN AMRO is also active in the ECT sector. ABN AMRO's commodities portfolio includes a limited number of companies engaged, for example, in coal transport. The lending policy will be refined partly in the light of the climate change agreement concluded in Paris. He pointed out, however, that ABN AMRO should take into account that some clients are in a transitional process involving a switch to more sustainable forms of energy. Mr **Reehoorn** repeated that ABN AMRO does not have any direct lending to coal-fired power plants, but is involved in a number of corporate rollovers for companies such as Nuon.

Mr **Tiemstra** observed that there is no staircase leading from the underground car park to the upper floors. Mr **Van Hall** replied that there are stairs in this tower, but that there is indeed no staircase leading from the visitor car park to the reception desk. On request, Mr **Van Hall** stated that the visitor car park has various emergency exits and that visitors can safely leave the building in emergencies.

Mr **Coenen** asked whether there was an easy way for the documents for meetings to be made available in future in both Dutch and English, possibly through branches of the bank. The **Secretary** stated that ABN AMRO was trying to limit its consumption of paper, partly for reasons of sustainability, but that printed copies of the documents were made available at the head office reception desk and also at the information desk before the meeting. He stated that he would examine how ABN AMRO could meet these concerns, while at the same time meeting its sustainability objective. Mr **Coenen** observed that in his view it would be preferable to use Dutch rather than English as most of ABN AMRO's income was generated in the Netherlands. Mr **Zalm** answered that the majority of the private investors were from abroad and that the large majority shareholder had hitherto not voiced any concerns about the use of English. However, the press release accompanying the annual report, which is in fact a summary of the report, is published in two languages. Arranging for the entire annual report to be translated into and printed in Dutch is an expensive operation. Mr **Coenen** suggested that in future a tablet be made available on which the documents could be consulted electronically. The **chair** stated that he would examine this and decide whether the request could be met.

Mr **Coenen** also enquired whether it was correct that 'Preferred Banking' was to be phased out. Mr **Vogelzang** confirmed that the preferred banking label had indeed recently received less emphasis. As already announced, ABN AMRO will reduce the limit between private banking and retail banking from EUR 1 million to EUR 0.5 million in the Netherlands. Mr Vogelzang expects that a number of new initiatives will be launched for the group at the same time.

Mr **Coenen** referred to the fact that bankers are nowadays making more home visits to the over-65s. Mr **Vogelzang** confirmed that ABN AMRO is increasingly visiting clients at home and that it is also communicating with clients to an ever greater extent through apps such as FaceTime and Skype. Mr **Coenen** also asked about ABN AMRO's policy for its branches and activities abroad, for example in Belgium, Luxembourg, the former Netherlands Antilles and Suriname. Mr **Vogelzang** replied that ABN AMRO has one private banking branch in Luxembourg and six in Belgium. It has many more in the Netherlands. He explained that the number of branches was client-driven. Recently, there had been a rapid decrease in the number of branches because clients increasingly preferred using mobile and online services. Mr **Coenen** said that he preferred transacting his banking business at a branch rather than online. He inquired whether ABN AMRO could also open branches on the Netherlands Antilles and in Suriname. Mr **Vogelzang** replied that ABN AMRO would no longer be going to the Netherlands Antilles or Suriname.

Mr **Lakeman** (Foundation for the Research of Business Information / SOBI) stated that the sale of interest rate swaps to SMEs was a subject that was rooted in the past and was also relevant to the 2015 annual report. According to Mr Lakeman, Finance Minister Dijsselbloem had described the sale of interest rate swaps in a general sense as 'misselling', adding the word 'obvious'. He asked why ABN AMRO had not agreed in writing to be bound by the findings of the expert committee. Mr **Zalm** answered that ABN AMRO had made this decision because it wished to know the findings before agreeing to be bound by them. He assumed that the claims foundations and Mr Lakeman would do the same. ABN AMRO is not in the habit of writing blank cheques. Mr **Lakeman** responded by saying that to his knowledge the claims foundations had not been requested by the Minister or by the Committee to agree to be bound by the findings. On request, Mr **Zalm** confirmed that ABN AMRO had also not received such a request. Mr **Lakeman** observed that it was wrongly stated on page 449 of the 2015 annual report that the interest rate swaps sold to SME clients have a negative mark-to-market value. Instead, it should have been stated in the annual report that from the bank's perspective they have a positive value. According to Mr Lakeman, this was an omission. Mr **Van Dijkhuizen** pointed out that the negative mark-to-market value of these derivatives had been viewed precisely from the client's perspective and had been included in the annual report for that very reason. The bank is transparent about this.

Mr **Lakeman** then asked to what extent the provision of EUR 292 million related to the elements connected with the sale of interest rate swaps, namely the overhedge, interest margins and compensation amounts. Mr **Van Dijkhuizen** answered that this concerned an amount of EUR 121 million. When asked, he said that the amount of the interest rate derivatives sold to SMEs had not been disclosed and that it was part of the total derivatives item shown in the balance sheet. Mr **Lakeman** considered it incorrect to maintain that, on the basis of IFRS, provisions may be made only if there is a legal basis for them. Under Book 2 of the Dutch Civil Code, provisions may be made once there are good grounds for believing that liabilities are likely to be incurred. Although no one can know what the Committee's findings will be, Mr **Lakeman** considered that in view of Mr Dijsselbloem's comments about 'obvious misselling' it was highly likely that this would result in substantial compensation and that a provision should have been made for this in accordance with Book 2 of the Civil Code. According to Mr **Lakeman**, the Finance Minister's statements can only mean that he considered the bank should have recommended and sold interest rate caps rather than interest rate swaps. Mr **Lakeman** also argued that as the Minister had pressed for generous compensation in the House of Representatives, there was a distinct possibility that the Schimmelpenninck Committee would to some extent adopt this recommendation. Mr **Van Dijkhuizen** stressed that as long as there was great uncertainty about the Committee's recommendations, as acknowledged by Mr Lakeman, it was not possible to make a provision on the basis of IFRS. Nonetheless, the existence of this issue and the possibility that it might have an 'unpredictable effect' on the accounts was clearly stated in the report on the first quarter of 2016. ABN AMRO has been very clear about this in its communications, but is not permitted under the bookkeeping rules to quantify this.

Mr **Van de Bos** observed that ABN AMRO is still using the old Amro client system in its branch offices; he considered that ABN AMRO should do rather more in the way of IT. He also pointed out that one of the sheets relating to France contains data from 2014. Mr **Van de Bos** asked whether Mr Zalm was ever in touch with Mr Hamers, his counterpart at ING, for example regarding Bitcoin, a subject about which Mr Hamers was lyrical (according to Mr Van de Bos). Mr **Van de Bos** also observed that as far as he knew MoneYou not only offered savings products (as mentioned in one of the sheets) but also provided loans and mortgages. Finally, Mr **Van de Bos** expressed his concerns about the ultimate cost of the interest rate swaps file to ABN AMRO as a consequence of the involvement of the AFM and the Committee. Mr **Van Hall** confirmed that old systems were still in use at the bank, but pointed out that this did not mean that they are not good. An example is the system that calculates interest on savings accounts. In addition, ABN AMRO invests more than EUR 500 million a year in updating and developing its IT systems. The systems used most intensively by clients, such as internet banking and mobile banking, are updated almost monthly. As regards the inclusion of 2014 data on France and Germany in the sheet, Mr **Zalm** explained that they had been used for the comparison with other banks because ABN AMRO did not yet have the correct data for 2015. On the subject of Bitcoin, Mr **Zalm** said that the aspect about which Mr Hamers was particularly enthusiastic was the underlying blockchain technology. ABN AMRO is also actively involved and applying some aspects of this technology on an experimental basis. ABN AMRO has also invested in a company that is working with others to develop blockchain technology. It is indeed also correct that MoneYou offers mortgages in the Netherlands, although savings products are its main focus. This is why only this aspect is mentioned on the sheet.

Mr **Taverne** (VBDO) raised the subject of ABN AMRO's human rights statement. He inquired whether ABN AMRO engages, where necessary, with client companies on the payment of an appropriate wage to their staff and whether it has ever severed contact with a client for this reason. In view of the publicity surrounding the Panama Papers and cum/ex trades, Mr **Taverne** also asked whether ABN AMRO should refrain from providing particular services, even if they are strictly legal, in order to avoid reputational risks. Ms **Princen** confirmed that issues involving human rights and working conditions are discussed with clients, particularly in connection with the granting of loans. ABN AMRO asks clients, for example, for confirmation that they comply with the standards of the International Labour Organisation (ILO). It also checks that this is actually the case and that the company has employee engagement procedures in place. If it is found that the procedure does not comply with the specified conditions or if no progress has been made with the requested improvements and timelines, ABN AMRO severs contact with the client in question. When asked, Ms **Princen** said that there had indeed been instances in which this had occurred. As regards the termination of certain services to avoid reputational risk, Mr **Zalm** stated that it befits a major international private bank to provide custody services. He referred to his opening comments and emphasised that from 2017 onwards (with retroactive effect over 2016) all data will be exchanged with the tax authorities and the exchange of data between the authorities will take place automatically. The cum/ex trades issue is a legacy of the Fortis era. ABN AMRO cooperates closely with the German authorities and practises complete transparency with them. ABN AMRO no longer engages in such activities.

Mr **'t Zee** inquired whether demand for safe-deposit boxes was increasing in view of the possibility that negative interest may be charged. He also asked whether ABN AMRO could in future publish a brief summary of its bulky annual report. Mr **Zalm** replied that ABN AMRO was already charging the negative rate in some cases, for example to professional counterparties and some very high net-worth individuals. He hoped, however, that neither the ordinary clients nor the SME clients would be affected by this, if only for security reasons. For the time being, ABN AMRO can still pay some interest on savings accounts, but this may change if the European Central Bank reduces the negative rate still further. There has not yet been a major run on safe-deposit boxes, partly because clients are still receiving interest in the ordinary way. Mr **Zalm** said that a summary of the annual report is already available in the form of a press release about the past year, which is published in February and describes the financial situation in broad outline.

Mr **Coenen** requested that the cash handling and safe-deposit box services be maintained at a number of branches and asked why it was bank policy to phase them out. Mr **Vogelzang** answered that ABN AMRO had decided to phase out safe-deposit boxes as there is very little demand for them and providing this service is therefore very expensive. Mr **Coenen** urged that this policy be reconsidered, since ABN AMRO would then distinguish itself from other banks.

Mr **Swinkels** asked about the risk to ABN AMRO if it were decided at European level that Dutch banks should pay to help southern European banks. Mr **Reehoorn** said that while he understood the concerns, ABN AMRO naturally has no say about decisions taken in Frankfurt. He stressed that 80-85% of ABN AMRO's risks relate to the Netherlands and Dutch clients. ABN AMRO is a bank that wishes to have long-term relationships with clients in order to understand what these clients do and what the risks are. This is the basis of its strategy. The good state of the Dutch economy at present is one of the reasons why things are also going well for ABN AMRO.

Mr **Tiemstra** advocated the introduction of an abridged annual report containing information of interest to depositary receipt holders, in particular the earnings per share and a prediction of future results, which would be sent to them four or five weeks before the meeting. He also urged Mr Van Hall to carry out research at other banks in order to ensure that ABN AMRO's IT system is once again the best. Mr **Zalm** thanked him for the suggestion. He said that the final quarterly report of the year, which is published in February, reports on the entire year. The quarterly report has about 60 pages and is available in English. Mr **Zalm** did not expect that ABN AMRO would ever make a prediction about future earnings per share. As regards the IT systems Mr **Van Hall** stated that he would gladly act on the recommendation and accepts the challenge.

The **chair** stated that as there were no further questions he would close consideration of this agenda item and move on to agenda item 2 (b), discussion of the report of the Supervisory Board.

b) Report of the Supervisory Board in respect of 2015 (discussion item)

The **chair** explained that the topics dealt with by the Supervisory Board in 2015 included the impact of laws and regulations on the organisation, contacts with regulators, the public debate on ABN AMRO and the preparations for the IPO. ABN AMRO's IPO on 20 November 2015 was a milestone and a logical consequence of the progress the bank had made since it was established in its present form in 2010.

The committees of the Supervisory Board discussed various topics in 2015 in order to prepare the decision-making process of the Supervisory Board. Examples were ABN AMRO’s capital structure and funding strategy, the effectiveness of risk management and control systems and the appointment of the external auditor. Other topics related to remuneration, selection and appointment and various human resources topics.

In 2015 the Supervisory Board also devoted much attention to its own composition and to succession planning in cases where members would be retiring. The **chair** said that his current term of office would expire at the end of this meeting and that, as he had previously announced, he would not be available for reappointment.

The **chair** stated that he was particularly gratified that the Supervisory Board of ABN AMRO had decided to appoint Ms Zoutendijk, its present Vice-Chairman, as its new Chairman. As already announced by ABN AMRO on 11 May 2016, the European Central Bank had approved the appointment of Ms Zoutendijk as Chairman. Mr Ten Have will succeed Ms Zoutendijk as Vice-Chairman.

At the end of this meeting, the term of office of Mr De Haan will also end. He too has previously indicated that he is not available for reappointment. Mr Wakkie and Ms Oudeman both resigned from the Supervisory Board in 2015, and Mr Meerstadt made the same decision on 7 April 2016.

The **chair** said that he was pleased that the Supervisory Board could today submit to the AGM the nominations of Mr Dorland, Ms Leeflang and Mr Tiemstra as new members of the Supervisory Board. Their extensive knowledge and experience of their respective fields, namely IT and digital innovation, laws and regulations and financial business management, will enable them to make an important contribution to the Supervisory Board’s oversight of the activities of ABN AMRO.

The **chair** noted for the record that the screening by the European Central Bank of another new member of the Supervisory Board is at an advanced stage. The nomination for the appointment of this new member of the Supervisory Board will be submitted to an extraordinary general meeting once the final approval of the European Central Bank has been obtained.

In its new composition, with Ms Roobeek and Mr Ten Have and under the chairmanship of Ms Zoutendijk, the Supervisory Board will be able to continue strengthening the sound bank that has been created, while maintaining the valuable knowledge that has been accumulated in recent years.

The **chair** has every confidence in the ability of this new team to continue making an important contribution to sustainable value creation for ABN AMRO's stakeholders, namely its clients, investors, employees and society at large.

After those present had been given the opportunity to ask questions or make comments, the **chair** noted that there were none. He therefore closed consideration of this agenda item and moved on to agenda item 2 (c), the corporate governance of ABN AMRO.

c) Corporate governance (discussion item)

The **chair** explained that, in consultation with the trust office foundation NL Financial Investments (*Stichting Administratiekantoor Beheer Financiele Instelingen*) (NLFI), various changes have been made to the corporate governance of ABN AMRO on the occasion of the IPO to bring it into line with the practice for Dutch listed companies and also ensure that it does justice to the special interests in connection with the privatisation. The issue of depositary receipts for the shares to be purchased by NLFI is an important part of this. The aim is to ensure that the bank is protected in this way. The decision to issue depositary receipts was taken because this was the only way of obtaining the requisite consent of the European Central Bank in advance, thereby providing the assurance that the protection would actually work when necessary. The shares sold at the time of the IPO have therefore been transferred by NLFI to an independent foundation known as STAK AAG (*Stichting Administratiekantoor Continuïteit ABN AMRO Group*), which has issued listed and marketable depositary receipts for shares on Euronext.

The **chair** said that he would give the floor to representatives of NLFI and STAK AAG successively. First, he invited Ms Huinck of NLFI to address the meeting.

Ms **Huinck** (NLFI) noted that today was a special day for ABN AMRO and mentioned the successful IPO in November 2015. She explained that NLFI has been designated by the Dutch State as the administrator of shares in a number of financial institutions, including ABN AMRO. At present, NLFI still holds 77% of the shares of ABN AMRO. The recent years have been intensive for ABN AMRO. A complex integration process has been carried out and there has been a large scale reorganisation. ABN AMRO has formulated a strategy which is regularly updated and has a strong capital position. As in recent years, NLFI will continue to function as an active and engaged shareholder, but will naturally respect the roles of the Managing Board and the Supervisory Board.

The mutual rights and duties of ABN AMRO and NLFI have been recorded in a Relationship Agreement. This document has been published in full on the websites of both ABN AMRO and NLFI. NLFI attaches great importance to having an informative AGM and maintaining an effective and continuous dialogue with the Managing Board and the Supervisory Board. Based on this view of its task, NLFI sends ABN AMRO an annual letter listing matters it considers have priority and deserve special attention. The priorities for this year are integrated reporting and cultural change. NLFI has previously held a constructive dialogue with the bank on this subject.

The first priority – integrated reporting – was therefore also addressed in last year's priorities letter, in which NLFI stressed the importance of ensuring the coherence of financial and non-financial information in the reports. In this way, readers of the annual financial statements can get a better idea of a company's value creation in the longer term. The International Integrated Reporting Council (IRC) provides a framework for providing focus in the financial and non-financial reporting. From a risk perspective, the AFM also emphasises the need for coherence of information. The risks which have been described in the non-financial information and the manner in which those risks are managed have a major impact on the financial information. In the past year ABN AMRO has delivered a more integrated annual report and defined the sustainability strategy in more detail. NLFI is grateful to ABN AMRO for this. More specifically, ABN AMRO has adopted four strategic sustainability pillars, namely sustainable operational management, client centricity and sustainable relations with clients, deployment of financial expertise for society, and sustainable financing and investment services. Ms **Huinck** asked whether the relationship between these four objectives could be explained. She also asked what would be the greatest challenges in achieving the objectives for 2017 as formulated for each of these pillars.

The second priority is cultural change. Both the AFM and the Dutch central Bank attach great importance to supervision of conduct and culture. For example, the AFM has developed a dashboard and intervenes in cases where cultural aspects receive insufficient attention. The Dutch central Bank assesses whether leadership, decision-making and communication contribute to ethical and controlled operational management and reducing the bank's risk profile. The importance of encouraging the desired corporate culture is also emphasised in the consultation document for the review of the Corporate Governance Code. Ms **Huinck** requested an explanation of what objectives and milestones ABN AMRO applies to measure client centricity, speed of change, integrity and acting for the benefit of society.

Ms **Princen** said she was pleased that Ms Huinck had mentioned the sustainability framework. She explained that ABN AMRO wished above all to be a better bank which helps to build a better world. The four objectives mentioned by Ms Huinck fit into this framework. ABN AMRO examines not only how it can improve its own sustainability but also how it can use its knowledge, network and activities to make society more sustainable.

As regards ABN AMRO's own footprint, Ms **Princen** referred to the examples of water-saving taps, solar panels and mobility, which had already been mentioned.

She also said that ABN AMRO has changed the cooling system in the data centres, where the majority of the water consumption takes place. This has made it possible to save millions of litres of water a year. ABN AMRO translates sustainability to its clients by focusing on the long-term relationship rather than on transactions. The concept of client centricity is fully in keeping with this. In the past year ABN AMRO has discussed the precise meaning of client centricity both internally and with its clients. As a result of these dialogues, product terms and conditions have been rewritten in plain language and now make explicit mention of the risks attached to the products. In addition, ABN AMRO has created budget coaches to help financially distressed clients to improve their financial situation.

As regards the transition to a more sustainable world, ABN AMRO makes its financial expertise available for the benefit of society, but also examines ways of improving the sustainability of processes involving product chains such as coffee, cocoa and textiles. Finally, ABN AMRO makes an emphatic contribution through its foundation, for which more than half of ABN AMRO employees do voluntary work in the Netherlands. Social entrepreneurship is another area in which ABN AMRO uses its knowledge and expertise to strengthen society and make it more sustainable.

The **chair** then gave the floor to Mr Ingelse, chairman of STAK AAG. As his colleagues Ms Brakman and Ms Stuiveling were also present, the full STAK board was present.

Mr **Ingelse** addressed himself not only to the Managing Board and the Supervisory Board but also and above all to the depositary receipt holders. He emphasised that STAK is a foundation set up as a protective measure and not, as is often in the case of depositary receipt arrangements, to cope with the absenteeism of depositary receipt holders. STAK may not vote on behalf of absent depositary receipt holders who have not instructed it. It follows that STAK does not vote unless it has received an instruction.

STAK is a committed shareholder that operates in the background. In the past year, since it was established in July 2015, it has concentrated on structuring its own set-up, organising and implementing its tasks and, naturally, helping with ABN AMRO’s IPO. The board of STAK has now published an annual report that is available to depositary receipt holders. Mr Ingelse also mentioned the first meeting of depositary receipt holders, which was held on 26 April 2016 and attracted a modest attendance of five depositary receipt holders representing over 700 depositary receipts. Representatives of ABN AMRO and NLFI were also present. The matters discussed at the meeting were the agenda items for the present meeting, the annual report and the board’s views on its role. STAK has created a website. This attracted a good deal of praise during the meeting of depositary receipt holders. Mr **Ingelse** emphasised that the object of STAK was to protect ABN AMRO from a hostile takeover and other threats. This means that in normal circumstances depositary receipt holders will notice little if any interference of STAK. STAK does not interfere in the day-to-day operations of ABN AMRO, nor does it put substantive questions to the Managing Board or Supervisory Board or provide proxy advice, even though this is possible according to the trust conditions. In addition, STAK does not vote for or against resolutions at AGMs, unless a depositary receipt holder has instructed it to do so. This low-key approach also came in for praise during the recent meeting of depositary receipt holders. Only if the independence, identity or continuity of ABN AMRO is at stake, STAK can intervene and decide to vote itself. STAK carries out its task independently in both normal and abnormal circumstances. This independence is guaranteed by criteria governing board appointments and by its financial independence.

The financial independence is assured by an agreement between ABN AMRO and STAK, which provides that the funding obligation should always be fulfilled. STAK is financially independent not only in its relations with both ABN AMRO and fellow shareholder NLFI but also in relation to the depositary receipt holders and other stakeholders. However, Mr **Ingelse** did make one qualifying remark here. As long as NLFI holds one third or more of the shares, any intervention by STAK is conditional upon NLFI's approval. NLFI can therefore prevent but not demand intervention. In conclusion, Mr **Ingelse** said that more information could be found in STAK's annual report, which had been published on its website.

The **chair** thanked Mr Ingelse for his clear account of STAK's activities. The **chair** once again confirmed STAK's independence in relation to the Supervisory Board, the Managing Board and the rest of ABN AMRO's organisation. The **chair** then provided an opportunity for questions and comments.

Mr **Fehrenbach** (PGGM) asked Mr Zalm what cultural changes he had recently observed within the banking sector in the Netherlands and Europe and in ABN AMRO in particular. In addition, he asked what challenges Mr Zalm anticipated in the next few years as regards cultural change. Mr **Zalm** said that the most striking change was modesty. He added that confidence could be restored by performing well, working hard and avoiding blowing one's own trumpet. For its internal management, ABN AMRO will make increasing use of the Net Promoter Score (NPS), including a feedback mechanism to enable the organisation to learn from clients. In terms of the culture which ABN AMRO aims to promote, the chief objective is to listen to clients to find out what they want and expect. ABN AMRO measures not only client satisfaction but also the NPS score. A confidence barometer has also been launched by the Dutch Banking Association. Here too ABN AMRO must show that it is making progress and continuing to restore confidence. However, it is a long process.

Mr **Fehrenbach** thanked Mr Zalm for the explanation and asked whether ABN AMRO has set other management objectives and criteria and, if so, whether they are reflected in the management of the organisation and possibly also in the remuneration policy. Mr **Zalm** replied that employees are not only assessed by reference to the NPS. Data from the employee engagement score are used to assess how managerial staff perform. This is a fairly extensive survey in which employees are also asked questions about the functioning of their line manager. In keeping with the tradition of ABN AMRO, much attention is also focused on training and courses, including those specially set up for managerial staff.

Mr **Van de Bos** asked Ms Huinck of NLFI about the policy of the Ministry of Finance on double banking tax, taking into account how employment would be affected if companies are obliged to reorganise as a result. The **chair** explained that Ms Huinck is not an employee of the Ministry of Finance. NLFI holds the shares on behalf of the State and it is in that capacity that Mrs Huinck has addressed the meeting. The **chair** noted that there were no further questions or comments. He therefore closed consideration of this agenda item and moved on to agenda item 2 (d), implementation of remuneration policy.

d) Implementation of remuneration policy (discussion item)

The **chair** referred to the remuneration report included in the annual report. He then gave those present the opportunity to ask questions.

Mr **Fehrenbach** (PGGM) referred to page 315 of the annual report where it is stated that further guidelines are expected from the European Central Bank and the Dutch central bank. The EBA has already issued an update of the Guidelines on Sound Remuneration policies that will become effective on 1 January 2017. He asked what steps the bank must still take to comply with the rules. Ms **Princen** emphasised that the bank complies with all rules and that only minor amendments are necessary for this purpose. This is also stated in the annual report.

After noting that there were no further questions or comments, the **chair** closed consideration of this agenda item and moved on to agenda item 2(e), the presentation by the external auditor relating to the auditing activities carried out by them for the 2015 financial statements.

e) Presentation and Q&A external auditor (discussion item)

The **chair** announced that following KPMG's presentation there would be an opportunity to put questions to KPMG, insofar as they relate to the auditing activities for the 2015 financial year. He then gave the floor to Mr Korf of KPMG.

Mr **Korf** (KPMG) referred to the unqualified audit opinion expressed by KPMG on 15 March 2016. KPMG has communicated the results and findings of the audit to the Managing Board and the Supervisory Board and, in detailed form, to the Audit Committee. The audit was carried out in accordance with the audit plan drawn up annually by KPMG and coordinated with the Audit Committee and the Supervisory Board.

As regards the scope of the audit, KPMG selected sizeable parts of the bank that give rise to significant auditing risks. Auditing risks are risks of mistakes in the annual financial statements. For example, KPMG has audited the corporate lending business, Treasury and the mortgage group. On the basis of this selection KPMG has audited 53 parts of the bank spread over six countries. In this way, 87.1% of the net profit and 89.3% of the total assets have been covered by the audit. In the case of the other parts of the bank, specific auditing measures have been carried out which KPMG believes, on the basis of its professional assessment, could reveal possible errors.

Abroad the audit has been carried out by KPMG's sister organisations. In addition, the Dutch group reporting team in Chicago, Brussels, Luxembourg and Paris has assessed the file and asked questions relating to the work of these sister organisations. This was done in order to check that the work had been conducted in accordance with KPMG's standards.

For the audit KPMG applies a materiality and accuracy threshold of EUR 50 million, which amounts to 1.8% of operating profit before taxation. KPMG considers that this criterion is sufficiently accurate for the proper performance of the audit and for the formation of an opinion on the annual financial statements as a whole. When auditing the subsidiaries, KPMG adjusts this materiality threshold down from EUR 50 million to an appropriate lower level, which never exceeds EUR 37.5 million in the case of a large component.

In 2015 the key audit matters, i.e. those audit matters of most significance to the performance of the audit and coordination with both the Managing Board and the Supervisory Board, included in particular the level of impairments and the valuation of financial instruments. Mr **Korf** mentioned as an example instruments such as derivatives which are shown at their market value. KPMG examined whether these market values had been properly calculated and ultimately properly reported in the financial statements. KPMG also examined the disclosure of contingent liabilities arising from litigation, possible regulatory action and client care remediation, including the SME derivatives remediation file. KPMG also paid much attention to the reliability and continuity of the information technology and systems in order, ultimately, to be able to form an opinion on whether the annual financial statements provide a true and fair view. This is also something which is an obligation under the Dutch Financial Supervision Act (Wft). In keeping with the relevant statutory provisions and the requirements set by ABN AMRO under its Auditor Independence Policy, KPMG is independent of ABN AMRO. The measures to ensure that this independence is maintained were discussed each quarter with the chair of the Audit Committee. Finally, Mr **Korf** said that he would be glad to answer any questions relating to the audit report issued by KPMG.

Mr **Lakeman** (SOBI) asked what was the basis of KPMG's view that the alternative to the combination formed by the interest rate swap with a floating interest rate loan is a loan with a fixed interest rate, as also stated in the 2015 annual report approved by KPMG, rather than, for example, a cap. Mr **Korf** referred to the explanation previously given by Mr Zalm. He indicated that this was something typically included by the Managing Board in its statement in the annual report. He emphasised that KPMG had examined whether adequate provisions had been made for the interest rate derivatives problem and whether adequate information had been provided about the obligations not included in the balance sheet item. Mr **Lakeman** said that Mr Korf had not given him a clear answer. In response, Mr **Korf** said that KPMG did not express a view on a particular pronouncement or particular statement of the Managing Board in the annual report.

Mr **Lakeman** asked how KPMG had checked that SME clients had entered into swap contracts for the purpose of fixing their interest rate risk, as stated in the 2015 annual report. He said that SME clients could conceivably have entered into these swap contracts for the purpose of achieving the highest possible interest rate in the future. Mr **Korf** stated that in the course of 2015 greater clarity had been obtained about the manner in which compensation should ultimately be calculated in accordance with the agreements with the AFM and should ultimately also be shown in the annual financial statements. He stated that the Managing Board had also initiated a process for reassessing contracts, as also described in the annual report. KPMG had checked that process and examined by reference to the internal audits how the bank had determined that the obligation had been correctly and fully shown in the annual financial statements. This had included examining files and checking whether they had been assessed in accordance with the four-eyes principle. The aim of KPMG's check had been to determine that the bank's computation was correct and complete. KPMG had decided that the process followed by ABN AMRO was sound. An item had been included in the annual financial statements, and a detailed summary had been incorporated in the explanatory notes about an item that was no yet shown in the statements. This is because they are off-balance sheet commitments. KPMG considers that what ABN AMRO has shown in the accounts in this respect is adequate. Mr **Lakeman** noted that once again the question had not been answered. He recapped by saying that, according to KPMG, the clients' objective is apparent from whether ABN AMRO has made a provision and from the manner in which that provision was made.

Mr **Lakeman** also asked whether KPMG's assessment of the level of the provisions for litigation had been made solely with the help of ABN AMRO's own legal advisers or whether KPMG had also consulted other law firms. Mr **Korf** said that a variety of checks had been made, including ascertaining the legal opinions within ABN AMRO. KPMG had checked whether the opinions of ABN AMRO's own legal advisers and of ABN AMRO's own legal department were of such a quality that KPMG could use them in assessing the items for the annual financial statements. KPMG had also itself examined files and scrutinised the reassessment process and the checks and balances in that process. All these checks together had enabled KPMG to form an opinion on whether the accounts as a whole, including the provision, give a true and fair view. Mr **Lakeman** concluded from this that KPMG had consulted the lawyers of ABN AMRO. Mr **Korf** stressed that the lawyers concerned were legal advisers, which is rather different from ABN AMRO's in-house lawyers.

Mr **Lakeman** asked whether the shareholders would receive a report of this meeting and, if so, whether this would be a literal report or whether they could, on request, receive a transcript of the tape-recorded meeting. The **secretary** replied that the draft minutes would be published on the website. Before the minutes are adopted, there will be an opportunity for the depositary receipt holders to comment on them. In addition, the webcast with which the minutes can always still be compared is available.

Mr **Lakeman** asked what model KPMG had used to calculate the value of the interest rate derivatives, in particular those with a declining nominal value. Mr **Korf** answered that KPMG had first determined that ABN AMRO had itself correctly determined the value on the basis of its models. He noted that for the purposes of the annual report a distinction is made between products whose value can be directly inferred from a market price (the so-called level 1 valuations) and other products such as interest rate derivatives. Although there are no market prices for the latter category, there are so-called curves available for the common currencies such as euros or dollars. These curves indicate the interest rate term structure on the basis of which the valuation was made. Other risks besides interest rates, for example the credit risk, are also taken into account in the valuation. All the elements involved in that valuation are explained in the annual financial statements. The last category are instruments – the so-called level 3 valuations – which should be valued by modelling rather than on the basis of market information. As is apparent from the annual financial statements, the quantity of derivatives in this level 3 category is very limited. As also noted in its audit statement, KPMG has in-house valuation specialists to carry out the audit. They have both the models and the expertise to check the valuation. For many common products, KPMG has a banking industry knowledge centre in Frankfurt which has the worldwide prices for products. This information is obtained by KPMG and taken into account in the audit. The specialist applies the models appropriate to the instruments. On this basis, KPMG checks the quality and process of the valuation to form an opinion on the reliability of the valuation. Mr **Lakeman** said that he felt KPMG's answer, namely that it used appropriate models, was rather vague. Mr **Van de Bos** seconded this. He asked Mr Korf whether ABN AMRO's calculations had been done correctly. He added that he was not demanding that the auditor should look into the future or that he should be aware that the government in The Hague could stipulate again that everything should be done differently. Mr **Korf** emphasised once again that KPMG had qualified the valuation by ABN AMRO as appropriate or suitable.

Mr **Koster** (VEB) asked for an explanation of why KPMG had not described the internal audit environment as a key audit matter, for example in response to developments in Dubai, comments from the Dutch central bank and similar events. Mr **Korf** answered that the internal audit environment as such is not the subject of the audit by the external auditor. KPMG's job is, above all, to examine whether the annual financial statements are correct and whether the obligations have been included correctly and completely. The audit topic 'litigation, regulatory action and client care remediation' is relevant to events in Dubai. In this context, KPMG examined whether all the obligations which can result from non-compliance with legislation had been adequately disclosed in the annual financial statements. KPMG has not included the internal audit environment as such as a key audit matter because this environment forms the backbone of the audit by the external auditor. KPMG can perform its audit properly only if the business itself has ensured the proper performance of its internal audit. KPMG has therefore examined all aspects of ABN AMRO's internal audit environment, insofar as relevant to its audit.

Mr **Koster** pointed out that the Know Your Client (KYC) aspect is one of the most important and difficult issues with which regulators can confront. Mr **Korf** confirmed this. Mr **Koster** asked Mr De Haan (chair of the Audit Committee) to what extent the Audit Committee had given special consideration to KYC procedures, for example in the light of cybercrime. After all, KPMG makes a very specific qualification in its note about the reliability and continuity of information technology, namely where it states that 'we have assessed the IT environment insofar needed within the scope of our audit.' Mr **De Haan** thanked Mr Koster for his comments. As regards the KYC approach, he explained that ABN AMRO has been engaged in putting its client files in order for some years now. The indications which the Audit Committee had received from surveys did not indicate that major failings would be discovered. Naturally, improvements can always be made. The events in Dubai had prompted a substantial investigation by the internal audit department. This department reports to the Audit Committee both generally and in this particular case. In addition, both the internal auditor and the external auditor report to the Audit Committee on a quarterly basis. These reports are then discussed in the Audit Committee. As regards the subject of cybercrime, Mr **De Haan** pointed out that this was more a matter for the Risk Committee. Mr **Koster** asked, for the sake of clarification, whether the Audit Committee had yet taken additional steps concerning the KYC procedures and whether it had investigated specific elements, bearing in mind the sensitivity of the subject matter. Mr **De Haan** replied that the Audit Committee has been monitoring this subject for years, but considered that this was not the time to take extra measures as the Managing Board had already taken adequate steps.

Mr **Taverne** (VBDO) found it disappointing that, despite the integrated nature of the report, the auditor had dealt only with the verification of the financial statements and not with the verification of the non-financial statements. He inquired whether EY, as successor to KPMG, could next year also provide explanatory notes on the verification of the non-financial statements. He also noted that the report contains two separate statements by KPMG. One of them provides a reasonably high degree of assurance and the other a lower level of assurance. Mr Taverne requested that next year the level of assurance relating to the verification of the financial and non-financial statements should be at the same level. Mr **De Haan** stated that the assurance is still being developed in the case of the non-financial information. It is debatable whether the accountancy profession is yet at a stage where it is able to report extensively on this. However, developments in this field are in full swing. Mr **Taverne** responded by saying that he already had years of experience at KPMG of verifying non-financial data of another financial institution. When expressing an opinion on non-financial data KPMG has for many years used the formula ‘We are not aware of anything that would suggest these data are incorrect.’ This is a negative statement. However, KPMG does have this experience, and the same will be true of EY. Mr **Taverne** requested that the same level of verification be applied in respect of both sets of data in the 2016 annual financial statements. The **chair** answered that Mr Taverne’s request would be considered.

Mr **Swinkels** observed that the main risks often lie in staff failures and referred to the Barings case and the case of a French bank. Mr **Swinkels** inquired about the existence of a whistleblower scheme and asked the auditor whether it had received reports from whistleblowers about the functioning of key managers in the past year. Mr **Korf** replied that ABN AMRO had a whistleblower scheme in place and that the Supervisory Board also plays a role in this. He confirmed that no reports had been received by KPMG from whistleblowers at ABN AMRO. The **chair** too confirmed the existence of a whistleblower scheme. Mr **Swinkels** asked how reports are picked up in the field and whether they are assessed in the Supervisory Board or submitted to the external auditor. Mr **Korf** indicated that KPMG took note of this. Mr **Swinkels** emphasised that this concerned sensitive subjects such as Dubai. He suggested that an investigation be started to discuss reports from the field internally at an earlier stage, possibly together with the auditor, on the assumption that an auditor should be aware of this. Mr **Korf** confirmed that KPMG takes note of the whistleblower reporting and that it also discusses this subject matter with the chair of the Audit Committee. KPMG sees that ABN AMRO is fully transparent in this respect. However, Mr **Korf** stated that the issue of the whistleblower scheme itself and how ABN AMRO deals with it internally are matters for Managing Board and the Supervisory Board. Mr **Zalm** explained that the whistleblower scheme was public knowledge and available on the website. Reports can also be made under the scheme by people from outside the bank, for example clients. The scope and depth of the investigation depends on what the whistleblower has reported. For example, the internal investigation in Dubai was also started in response to a report by a whistleblower. Things came to light during the investigation which ABN AMRO cannot tolerate. The Managing Board regards it as a very good and useful scheme, which is also well-known and properly used. If the response of the Managing Board is insufficient a whistleblower may also apply to the Audit Committee. Hitherto, however, the whistleblowers have, in their opinion, obtained an adequate response from the Managing Board.

The **chair** noted that there were no further questions or comments and closed consideration of this agenda item. He then gave the floor to the secretary for a test to determine whether the voting pads and electronic voting system actually worked. After the test the **secretary** noted that the electronic voting system did work. The **chair** then moved on to agenda item 2 (f), adoption of the 2015 audited annual financial statements.

f) Adoption of the 2015 annual financial statements (voting item)

The **chair** referred to the annual financial statements for the 2015 financial year as included in the annual report on pages 329-472 and the previous explanation given by Mr Van Dijkhuizen. The annual financial statements were drawn up by the Managing Board on 15 March 2016 and have been available on ABN AMRO's website since 16 March 2016. The annual report, including the annual financial statements, were deposited for inspection at the head office of ABN AMRO and could be obtained there free of charge by the shareholders and depositary receipt holders. The annual financial statements have been signed by the members of the Managing Board and the Supervisory Board. A signed copy is available for inspection at the information desk outside the meeting room. On the instructions of the general meeting, by resolution of 2 April 2015, the 2015 annual financial statements have been audited by external auditor KPMG. The external auditor has expressed an unqualified audit opinion.

After those present had been given the opportunity to ask questions or make comments, the **chair** noted that there were none. After the electronic vote had been held, the **chair** noted that the 2015 annual financial statements had been adopted. The results of the voting were 864,545,530 votes for, 3 votes against and 59,258 abstentions. The **chair** then closed consideration of this agenda item and moved on to agenda item 3, the dividend proposal for 2015.

3. Dividend proposal for 2015

The **chair** referred to the proposal, with explanatory notes, as included in the convocation notice and to the explanatory notes of the CFO, Mr Van Dijkhuizen, to the annual financial statement and dividend policy at agenda item 2 (a). ABN AMRO proposes to adopt a final dividend of EUR 414 million, or EUR 0.44 per share, in cash for the 2015 financial year. Together with the interim dividend of EUR 350 million paid out in cash in August 2015, the total dividend for 2015 is EUR 764 million or EUR 0.81 per share. This brings the payout ratio to 40%. The **chair** then provided an opportunity for questions and comments.

Mr **Schout** asked why dividend is payable only in cash and not in shares. Mr **Van Dijkhuizen** explained that ABN AMRO had indeed considered this possibility and had taken into account what is customary in the market. ABN AMRO has on this basis determined that cash dividends are at present the norm for dividend payouts. The payment of a stock dividend also has a number of disadvantages. One disadvantage is that ABN AMRO must then buy back some of its own shares in order to prevent dilution. But this is subject to certain restrictions, both of a tax nature and in terms of price determination. In addition, the tax relief available on the dividend tax depends on how profits develop. If the profit fluctuates too much, this may mean that the stock dividend cannot be deducted for tax purposes, thereby making this instrument more expensive. Moreover, as ABN AMRO may not purchase shares at a price above that of the preceding day, there is a risk that purchase may not be possible. For these reasons ABN AMRO is only offering a cash dividend for the time being. It should be noted, incidentally, that ABN AMRO is looking at ways of enabling clients to acquire shares if they so wish. This would then expressly not take place in the context of the payment of the dividend.

Mr **Schout** said that dilution is not necessarily a problem. Instead of issuing shares, ABN AMRO could allocate shares from the free float or privately for the dividend payment. As regards the restriction of the purchase price to below the rate of the day before, Mr **Schout** suggested that over the course of an entire year purchases could be made at moments that seem favourable either from the free float or privately. Mr **Schout** also said that in future consideration could be given to the possibility of offering an optional dividend that could be taken either in cash or in stock. Mr **Coenen** supported Mr Schout's suggestion and also recommended that an optional dividend be offered next year. This would reveal whether shareholders prefer stock or a cash dividend. Mr **Van Dijkhuizen** emphasised that ABN AMRO had already carefully weighed up all the pros and cons. Like its peers, ABN AMRO had decided to offer a cash dividend.

Mr **Tiemstra** said that he found interim dividends annoying and would prefer dividend to be paid just once a year. This is also much better for the options traders. It also saves administrative work. Mr Tiemstra noted that foreign shareholders in particular have a real aversion to interim dividends.

After noting that there were no further questions or comments, the **chair** put the 2015 dividend proposal to the vote. After the electronic vote had been held, the **chair** noted that the dividend proposal had been adopted. The results of the voting were 864,547,018 votes for, 2 votes against and 58,903 abstentions. He therefore closed consideration of this agenda item and moved on to agenda item 4 (a), discharge of each member of the Managing Board.

4. Discharge

a) Discharge of each member of the Managing Board in office during the 2015 financial year for the performance of his or her duties during 2015 (voting item)

The **chair** explained that the proposal related to the granting of a discharge to each member of the Managing Board in office during the 2015 financial year for the performance of his or her duties during 2015, to the extent apparent from the 2015 annual report, including the 2015 annual financial statements, and from disclosures and statements made during the general meeting.

After those present had been given the opportunity to ask questions or make comments, the **chair** noted that there were none. After the electronic vote had been held, the **chair** noted that the proposal for the granting of a discharge to each member of the Managing Board had been adopted. The results of the voting were 863,758,155 votes for, 788,478 votes against and 58,908 abstentions. He therefore closed consideration of this agenda item and moved on to agenda item 4 (b) discharge of each member of the Supervisory Board

b) Discharge of each member of the Supervisory Board in office during the 2015 financial year for the performance of his or her duties during 2015 (voting item)

The **chair** explained that the proposal related to the granting of a discharge to each member of the Supervisory Board in office during the 2015 financial year for the performance of his or her duties during 2015, to the extent apparent from the 2015 annual report, including the 2015 annual financial statements, and from disclosures and statements made during the general meeting. The chair then provided an opportunity for questions and comments.

Ms **Huinck** (NLFI) took advantage of this opportunity to cordially thank Mr Van Slingelandt, as Chairman of the Supervisory Board, and Mr De Haan, as Chairman of the Audit Committee, for their efforts in recent years, the pleasant working relationship and their major contribution to supervision of the activities of ABN AMRO. NLFI has every confidence in the new Chairman of the Supervisory Board, Ms Zoutendijk, and looks forward to continue working with her in the next few years. NLFI sees no reason to refrain from granting a discharge and therefore also supports the proposal to grant a discharge to the members of the Supervisory Board. The **chair** thanked Ms Huinck for her kind words.

Mr **Coenen** pointed out that the Supervisory Board must have at least three members. He asked whether a given maximum number of members has been determined. The **secretary** answered that there is no maximum. It depends on the profile determined by the Supervisory Board itself. On request, the **secretary** explained that there are five Supervisory Board members at present, that three nominations are being made today and that two members are leaving. After this meeting, the Supervisory Board will therefore have a total of six members.

Mr **Coenen** asked for an explanation of the changes that had taken place in the composition of the Supervisory Board in the past year. The **chair** explained that in 2010 the Supervisory Board had started with one group and the Managing Board has started with one group. It was only logical that after five or six years things started to change in the Supervisory Board, even if it was only due to age. Last year a number of supervisory board members resigned for reasons that were made known at the time. As mentioned previously, ABN AMRO expects to be able to nominate a seventh member of the Supervisory Board in the next six weeks, providing that approval is received from the European Central Bank. The Supervisory Board will then have sufficient banking experience and diversity to function perfectly.

Mr **Coenen** asked whether the number of Supervisory Board members would remain at seven or whether it might possibly be raised to nine next year. The **chair** answered that the Supervisory Board in any event wishes to have a seventh member. Whether the Supervisory Board will wish to expand further thereafter will be a matter for the new Chairman.

Mr **Coenen** referred to the maximum term of office of 12 years. He noted that if there are many changes in the Board's composition continuity is not really guaranteed. He also asked where the retirement rota could be found. The **chair** answered that the retirement rota can be found in the annual report[1] and that the rota also states when the members of the Supervisory Board took office.

After noting that there were no further questions or comments, the **chair** put the proposal to the vote. After the electronic vote had been held, the **chair** noted that the proposal for discharge of each member of the Supervisory Board had been adopted. The results of the voting were 863,751,592 votes for, 787,377 votes against and 59,108 abstentions. He closed consideration of this agenda item and moved on to agenda item 5, report on the functioning of the external auditor.

[1] After the meeting it was found that this information was incorrect. The rota is not contained in the annual report, but is available on ABN AMRO's website.

5. Agenda item 5 - report on the functioning of the external auditor

The **chair** then gave the floor to Mr De Haan, the Chairman of the Audit Committee, to explain the main findings from the statutory annual evaluation of the functioning of the external auditor.

Mr **De Haan** explained that an evaluation of the work of the external auditor is carried out each year. This evaluation is conducted within the bank by means of a survey among both the members of the Managing Board and a number of the underlying management tiers. The respondents express their views on about nine aspects of the cooperation with the external auditor. The results of the survey are discussed in a meeting attended by the external auditor, the CFO and the internal auditor and in the Audit Committee. In the past year the external auditor scored 3.5 on a scale of 1 to 5. This is therefore more than satisfactory and in fact in line with the previous scores. This score indicates that not only the management but also the Audit Committee is satisfied with the activities and performance of KPMG as external auditor.

Mr **De Haan** mentioned a number of positive points which emerged from the survey. The independence of the external auditor was given a rating of 4.1 on a scale of 1 to 5. On the quality of the reporting, the external auditor scored a 3.7. The report covers various echelons, but mainly concerns the reporting to the Audit Committee (four times a year plus additional reports on the reporting to the regulators). The continuity of the team was also assessed as very good (with one minor exception). The Audit Committee in fact monitors the work of the external auditor continuously and consults with the external auditor whenever there is a need to improve certain matters.

Among the points shown by the survey as needing attention were a more efficient approach to communication and the sharing of knowledge from the survey. Another matter needing improvement is the timely reporting of the audit findings. However, the Audit Committee has, in general, always received the reports from the external auditor in time.

The **chair** then provided an opportunity for questions and comments.

Mr **Lakeman** (SOBI) queried the independence of the external auditor as it had become apparent from the answer to previous questions that in respect of an important point it had relied on the lawyers of ABN AMRO rather than on its own lawyers. Mr **Korf** (KPMG) stated Mr Lakeman was wrong to suggest that KPMG had relied exclusively on ABN AMRO's own lawyers. He emphasised that KPMG had also consulted independent lawyers on the subject previously discussed. Mr

Lakeman said that he attached greater value to the first answer than to the second.

The **chair** thanked Mr Lakeman for his comment and went on to thank KPMG for the professional services it had provided to ABN AMRO since 2010. It had undoubtedly been a daunting task, particularly at the outset, but KPMG had performed its duties admirably. The **chair** expressed his thanks to Mr Korf and Mr Huiskers of KPMG for the pleasant working relationship they have established with ABN AMRO and for the fact that although dialogue with them had sometimes been spirited it was always open and constructive.

After those present had been given the opportunity to ask questions or make comments, the **Chairman** noted that there were none. He therefore closed consideration of this agenda item and moved on to agenda item 6, the issuance and acquisition of shares.

6. Issuance and acquisition of shares

The **chair** explained that under Dutch law the general meeting can authorise the Managing Board to issue shares and grant rights to subscribe for shares or depositary receipts for shares in the share capital of ABN AMRO Group. The power to authorise the issuance of shares includes the power to authorise limitation or exclusion of the pre-emptive rights of existing shareholders. These authorisations are common items on the agenda of the AGM of most Dutch listed companies.

On 6 November 2015, on the occasion of the IPO, the general meeting granted the above-mentioned authorisations to the Managing Board for a period of 18 months from 24 November 2015. The Managing Board now proposes, with the consent of the Supervisory Board, to renew these authorisations with effect from today. These proposals are set out in agenda items 6 (a), 6 (b) and 6 (c).

These authorisations give ABN AMRO Group the flexibility to act quickly when necessary. An issuance of shares and/or the granting of rights to subscribe for shares may be necessary, for example, to meet the regulator’s capital requirements. Under the proposed authorisation, it is possible, for example, to issue additional Tier 1 instruments which convert automatically into shares as soon as certain prescribed solvency requirements are no longer met.

The authorisation to acquire own shares or depositary receipts for such shares is exclusively intended for cases in which the Managing Board, with the approval of the Supervisory Board, decides to issue a stock or scrip dividend.

a) Authorisation to issue shares and grant rights to subscribe for shares (voting item)

The **chair** indicated that he would first of all address the proposal for authorisation to issue shares and grant rights to subscribe for shares.

He explained that the proposal to the general meeting is to authorise the Managing Board, for a period of 18 months with effect from today, to (i) issue ordinary shares (excluding, for the avoidance of doubt, ordinary class B shares) and (ii) grant rights to acquire such ordinary shares up to a maximum of 10% of ABN AMRO Group’s issued share capital on today’s date.

The Managing Board may use this authorisation only with the approval of the Supervisory Board. Another limitation is that this authorisation cannot be used for issuances for a stock dividend payment or for management or employee incentive plans. The **chair** noted for the record that under the Relationship Agreement the consent of NLFI is required for the use of the authorisation while NLFI holds at least 33 1/3 of the shares in ABN AMRO Group. The **chair** then provided an opportunity for questions and comments.

Mr **Tiemstra** asked whether he had correctly understood that acquisition by ABN AMRO of its own shares is necessary only where a stock dividend is paid. As this is not the case, he wondered why this agenda item was being put to the vote since it seems superfluous. Mr **Van Dijkhuizen** confirmed that the authorisation for acquisition in agenda item 6 (c) is necessary only where a stock dividend is paid. He explained that ABN AMRO would probably not make use of this authorisation for the time being, unless it should prove necessary. After all, the requested authorisation remains valid for a term of 18 months. The **chair** added that incorporating an element of flexibility is a good thing. After noting that there were no further questions or comments, the chair put the proposal to the vote.

After the electronic vote had been held, the **chair** noted that the proposal for authorisation to issue shares and grant rights to subscribe for shares had been adopted. The results of the voting were 863,474,811 votes for, 1,130,542 votes against and 209 abstentions. He then closed consideration of this agenda item and moved on to agenda item 6 (b), the proposal for authorisation to limit or exclude pre-emptive rights

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

The **chair** explained that the proposal to the general meeting is to authorise the Managing Board, for a period of 18 months with effect from today, to limit or exclude the pre-emptive rights of existing shareholders in connection with the issuance of ordinary shares pursuant to the authorisation just given by the general meeting. Once again, the Managing Board may use this authorisation only with the approval of the Supervisory Board.

It should be noted, incidentally, that under Dutch law this proposal requires a majority of at least two thirds of the votes cast if less than half of the issued capital is represented at the meeting. As this is not the case today, however, this requirement of a larger majority does not apply here.

The **chair** confirmed on request that the proposal is consistent with the authorisation granted under agenda item 6 (a).

After those present had been given the opportunity to ask questions or make comments, the **chair** noted that there were none and put the matter to the vote. After the electronic vote had been held, the chair noted that the proposal for authorisation to limit or exclude pre-emptive rights had been adopted. The results of the voting were 824,469,917 votes for, 40,127,272 votes against and 8,273 abstentions. He then closed consideration of this agenda item and moved on to agenda item 6 (c), the proposal for authorisation to acquire shares or depositary receipts for shares in ABN AMRO Group's own capital.

c) Authorisation to acquire shares or depositary receipts for shares in ABN AMRO Group's own capital (voting item)

The **chair** explained that the proposal to the general meeting is to authorise the Managing Board, for a period of 18 months with effect from today, to acquire ordinary shares in ABN AMRO's own share capital (excluding, for the avoidance of doubt, ordinary class B shares) or depositary receipts for shares on the stock exchange or through other means.

The Managing Board may use this authorisation only with the approval of the Supervisory Board. The price of each purchased share or depositary receipt should be at least equal to the nominal value of the ordinary shares and not exceed the highest price at which the depositary receipts traded on Euronext Amsterdam on the preceding trading day. This is conditional upon the number of shares or depositary receipts to be acquired by ABN AMRO being limited to a maximum of 5% of the issued share capital of ABN AMRO not held by NLFI as of today's date. Moreover, this authorisation may be used only for the benefit of a stock or scrip dividend payment.

The **chair** emphasised that no authorisation is required by law for the acquisition by ABN AMRO of its own shares or depositary receipts for shares in order to meet obligations resulting from employee incentive plans under which management or other employees are awarded shares or depositary receipts for shares. The chair then provided an opportunity for questions and comments.

Mr **Schout** asked whether cancellation of shares is excluded here and whether it is correct that this authorisation relates only to the possibility of paying a stock dividend or complying with obligations resulting from employee incentive plans. The **chair** explained that this proposal does not relate to bonuses or employee incentive plans because no authorisation of the general meeting is required by law for the acquisition of own shares in such cases. On request, he confirmed that this proposal relates solely to the possibility of buying shares or depositary receipts for shares either from the free float or privately for the purposes of paying a stock dividend, and expressly not for the purpose of cancellation.

After noting that there were no further questions or comments, the **chair** put the proposal to the vote. After the electronic vote had been held, the **chair** noted that the proposal for authorisation to acquire shares or depositary receipts for shares in ABN AMRO Group's own capital had been adopted. The results of the voting were 864,597,018 votes for, 862 votes against and 7,403 abstentions. He then closed consideration of this agenda item and moved on to agenda item 7, the appointment of new members of the Supervisory Board.

7. Appointment of new members of the Supervisory Board

The **chair** referred to what he had said about agenda item 2 (b) and to the explanatory notes in the convocation notice. He said that the Supervisory Board is pleased to nominate Mr Dorland, Ms Leeflang and Mr Tiemstra to the general meeting for appointment. Each of these proposed appointments is for a term of office of four years. The Supervisory Board has given the general meeting the opportunity in 2015 to recommend candidates for these three positions. The general meeting had not recommended candidates for these vacancies. The Supervisory Board is convinced that the extensive knowledge and experience of Mr Dorland, Ms Leeflang and Mr Tiemstra in financial management, IT, digital innovation, legislation and financial operational management will prove to be a great asset to the Supervisory Board in overseeing ABN AMRO's activities.

a) Opportunity to recommend candidates for nomination for one open position on the Supervisory Board (discussion item)

The **chair** said that he would first address agenda item 7 (a) before putting the nominations of the three new Supervisory Board members to the general meeting. This agenda item 7 (a) concerns the opportunity to recommend candidates for nomination for one open position on the Supervisory Board. The vacancy has arisen as a consequence of the changes to the composition of the Supervisory Board and the desire to expand the banking expertise. The profile of the vacancy and the other requirements that must be satisfied have been included in the meeting documents.

The **chair** also referred to the explanatory notes to agenda item 7 (a), as included in the convocation notice. There it is stated that the screening by the European Central Bank of a candidate proposed by the Supervisory Board is at an advanced stage. The Supervisory Board intends to submit the nomination of the candidate concerned for approval in an extraordinary general meeting as soon as the approval of the European Central Bank has been obtained. The **chair** then provided an opportunity for questions and comments.

Mr **Van de Bos** pointed out that three of the seven Supervisory Board members would be new (i.e. 40% of the total). He suggested as a point for future consideration that it might be better for the rotation to take place more gradually, for example for one new member to be appointed every two years. The **chair** said that he fully agreed with Mr Van de Bos. He was convinced that this would also be the practice in the future.

Mr **Vreeken** made a number of suggestions for filling the vacancy. The persons he mentioned were Jan Kees de Jager (KPN), Jan Hommen (ING), Jacques Kemp (ING), René Hooft Graafland (ex-CFO Heineken), Robert-Jan van de

Kraats (CFO Randstad) and, finally, Hans Weijers. The **chair** thanked Mr Vreeken for these suggestions and asked him to kindly provide the secretary of the Supervisory Board, after the end of the meeting, with further information about the candidates he had proposed, together with reasons why he thought they would be suitable for appointment. The **chair** emphasised that the screening of a candidate proposed by the Supervisory Board was already at an advanced stage. He also pointed out that the candidate recommended by the general meeting would still need to be screened by the European Central Bank if the Supervisory Board decides to nominate this candidate as a member.

Mr **Coenen** said that he was pleased that a woman was being nominated for appointment. He wondered whether the three new members could introduce themselves to the general meeting and whether questions could be put to them. The **chair** said that no questions could be put to them, but that the proposed members would introduce themselves to the meeting when agenda items 7 (c), (d) and (e) are dealt with. Mr **Coenen** replied that he would like to learn from the three proposed new members why they wish to become members of the Supervisory Board of ABN AMRO and also that he would like to know more about them than can be found in the CV that has been made available. The **chair** said that he understood the point Mr Coenen was making and proposed that Mr Coenen should make the acquaintance of the three proposed members after the end of the meeting. Mr **Van de Bos** remarked that it was customary for candidates for appointment to the Supervisory Board to indicate why they are suitable candidates and to explain their reasons for wishing to be appointed to the Supervisory Board of ABN AMRO. The **chair** replied that he would give this his consideration. He said that he would return to this when agenda item 7 (c) is dealt with.

Mr **Broenink** said that in his experience the only instances in which nothing may be asked is when the appointment is sensitive. He felt that this might be the case here. He stressed that it is the general meeting which appoints Supervisory Board members and that he had never been involved in an application procedure in which no questions could be put to the candidates. The **chair** said that Mr Broenink was entirely correct and reiterated that he would return to this point later. The **chair** then closed consideration of this agenda item and moved on to agenda item 7 (b), explanation of the position of the Employee Council (*Raad van Medewerkers*) in respect of the proposed appointment of members of the Supervisory Board.

b) Explanation of the position of the Employee Council (*Raad van Medewerkers*) in respect of the proposed appointment of members of the Supervisory Board (discussion item)

The **chair** gave the floor to Ms Van Kempen, chair of the Employee Council, to explain the position of the Employee Council.

Ms **Van Kempen** said that she was authorised to speak today on behalf of the employees of ABN AMRO about the appointments to the Supervisory Board. First of all, she expressed her thanks to the Supervisory Board for its very intensive and constructive cooperation with the Employee Council in recent years, which has certainly contributed to the success of the IPO for all stakeholders.

Ms **Van Kempen** referred to the imminent departure of two Supervisory Board members Mr De Haan and Mr Van Slingelandt and to the previous departure of Ms Oudeman and Messrs Wakkie and Meerstadt. All of them had assisted ABN AMRO since the start of the new bank and during the difficult years after nationalisation. Two banks had to be merged against the background of a major economic crisis. At the same time, efforts were made to ensure that the bank's IT, culture, regulation and capital position were in accordance with the requirements of a modern bank. Finally, there was the intensive period of preparation for the IPO. Although this challenge was naturally first and foremost the responsibility of the Managing Board, the members of the Supervisory Board showed themselves in these years to be very loyal officers of the company who made a constructive contribution and shared their time, experience and knowledge with passion. The Employee Council is very grateful to them for this and hopes that the departing members will find interesting new challenges.

The Employee Council looks forward to working with Ms Leeflang and Messrs Dorland and Tiemstra. It is also very pleased with the appointment of Ms Zoutendijk as Chairman of the Supervisory Board and Mr Ten Have as Vice-Chairman. In view of their combined knowledge and capabilities, the Employee Council has every confidence that the Supervisory Board will be able to continue assisting ABN AMRO with elan to meet the coming challenges.

As regards these challenges Ms **Van Kempen** said that the Employee Council wants a healthy ABN AMRO in the long term. This means a bank which has excellent relations with its clients, shareholders, employees and society at large. Also a bank which offers its clients meaningful products and services, strikes a good balance between costs and revenues, and has a working environment that enables employees to get the best out of themselves. This requires a flexible, innovation-oriented organisation staffed by good and well-motivated employees.

According to Ms **Van Kempen**, it is now more necessary than ever to look ahead and anticipate future developments. At present, these developments are taking place faster than ever within the financial services sector. Examples are digitalisation, the decline in the number of clients visiting bank branches in person, the advent of FinTechs, the changes to laws and regulations and the changing expectations of clients. New players are also entering the market and offering clients attractive alternatives. In a short space of time, insurers and pension funds have managed to corner a large part of the commodity mortgage market. The rapid pace of technological change is expected to result once again in the loss of thousands of jobs in the financial services sector in the Netherlands over the next few years. Lower-level clerical jobs will cease to exist and will be offset only to a small extent by a growth in jobs for highly trained specialists.

This means that the 20,000-odd employees of ABN AMRO in the Netherlands must ensure that they maximise their employability by being flexible and adaptable and that they excel in the qualities which computers do not have: compassion, intuition, creativeness, ability to judge human nature and the analytical power to interpret data. At the same time, however, ABN AMRO, as an employer, needs to make changes to its human resources policy to ensure that it retains talented and well-qualified staff.

Creative employees who operate as part of a network need autonomy and confidence and do not function well in an environment in which they are in constant fear of losing their job. ABN AMRO must slim down to a size in which there is no further need for reorganisations. The HR processes must be geared to making the best possible use of employees' special qualities. To this end, employees must be given the opportunity in good time to retrain, for example by undertaking periods of practical training or participating in projects. More than ever, ABN AMRO will need information about the exact quality of its human capital in order to deploy it effectively. This means that managers will need to be very skilled in coaching and assisting their staff. In addition, ABN AMRO must make conscious choices about deploying staff without a fixed contract.

The Employee Council sees many major challenges ahead in the next few years. ABN AMRO must transform itself from a traditional, hierarchical bank into a modern, flexible organisation that continues adding value for its clients in a manner that sets it apart. Employees must no longer subordinate their own development to the aims of their department, and must instead seriously apply themselves in maintaining their own added value. The Employee Council notes that ABN AMRO helps its employees in this respect.

The collective labour agreements concluded with the trade unions for the coming years include provisions on structural measures for talent development and employability. But in the years ahead many more employees will be obliged to leave ABN AMRO against their will. If ABN AMRO succeeds in adjusting to the changing world in time, the Employee Council expects it to remain an attractive employer for thousands of people worldwide in the years ahead. With skilled and well-motivated employees, ABN AMRO can be assured of a healthy future.

The **chair** thanked Ms Van Kempen for her clear message and also for her kind words to Mr De Haan, the Chairman, and his former colleagues from the early days. The **chair** then gave the meeting the opportunity to put questions or comments to Ms Van Kempen.

Mr **Schout** said that he had been moved by Ms Van Kempen's words and observed that impending redundancies are fatal to the achievement of good results. He called on the Managing Board and Supervisory Board to develop new activities so that employees could be retained. The **chair** endorsed this and said that a discussion about this was currently under way in the Managing Board, the Supervisory Board and the Employee Council. He thanked Mr Schout for his stirring call.

Mr **Vreeken** said he was pleased that the chair of the Employee Council had explained her outlook on the future. By way of addition, he suggested that organisations such as Randstad should be involved in providing career advice at an early stage so that employees who are made redundant do actually receive help. The **chair** thanked Mr Vreeken for his clear suggestion. After noting that there were no further questions or comments, he closed consideration of this agenda item and moved on to agenda item 7 (c), the appointment of Mr Dorland as member of the Supervisory Board.

c) Appointment of Mr Arjen Dorland as member of the Supervisory Board (voting item)

The **chair** explained that the Supervisory Board was nominating Mr Dorland as a new member of the Supervisory Board. Mr Dorland has broad international management experience in the fields of information technology and digital information, mostly gained at Royal Dutch Shell. Mr Dorland also gained relevant supervisory experience as a member of the Supervisory Board of Robeco. Mr Dorland will become a member of the Risk & Capital Committee and the Remuneration, Selection and Appointments Committee. Mr Dorland's appointment has been approved by the European Central Bank. For more information about Mr Dorland, the **chair** referred to the proposal, with explanation, in the convocation notice. At the request of the meeting, he then gave the floor to Mr Dorland to explain his reasons for joining the Supervisory Board.

Mr **Dorland** said that he felt very honoured to have been nominated. He explained that this had been preceded by a process lasting almost nine months, in which he had become acquainted with the bank and had gone through the approval process with both the Dutch central bank and the European Central Bank. He stressed that he had thought carefully about accepting this position and that it was not only an honour but also a considerable responsibility.

Mr **Dorland** said that he had come to know ABN AMRO as a splendid company which was staffed by very good people and was emerging from a difficult period. He said that he wished to help create value for clients, shareholders and other stakeholders. In particular, he would use his expertise in IT, IT security, innovation and technology for this purpose. In these areas there are major challenges and major opportunities for ABN AMRO. Mr **Dorland** looks forward to contributing to and overseeing a successful future for ABN AMRO.

The **chair** thanked Mr Dorland. After those present had been given the opportunity to ask questions or make comments, the **chair** noted that there were none and proceeded to put the matter to the vote. After the electronic vote had been held, the **chair** noted that the proposal to appoint Mr Dorland as a member of the Supervisory Board had been adopted. The results of the voting were 858,388,730 votes for, 41,868 votes against and 6,172,526 abstentions. He then closed consideration of this agenda item and moved on to agenda item 7 (d), the appointment of Ms Leeflang as member of the Supervisory Board.

d) Appointment of Ms Frederieke Leeflang as member of the Supervisory Board (voting item)

The **chair** explained that the Supervisory Board was nominating Ms Leeflang as a new member of the Supervisory Board. Ms Leeflang has extensive legal expertise and experience as an attorney and as partner in and former chair of the management board of law firm Boekel. Ms Leeflang also has relevant supervisory experience, for example as a member of the Supervisory Board of anti-cancer charity KWF Kankerbestrijding and as a member of the Audit Committee of the Netherlands Court of Audit. Ms Leeflang's appointment has been approved by the European Central Bank. Ms Leeflang will join the Remuneration, Selection and Appointments Committee and will also concern herself with all legal and compliance matters. The chair then gave the floor to Ms Leeflang so that she could briefly explain her reasons.

Ms **Leeflang** said she regards it as a privilege to be nominated for membership of the Supervisory Board of a bank of such tremendous importance to the Netherlands. It is a bank which, a few years ago, rebuilt itself entirely under the inspiring leadership of the current Managing Board and current Supervisory Board. She stated that she had given the matter much thought and saw it as a challenge to join this Supervisory Board at a time when the bank was embarking on the next stage following the IPO and to bear responsibility as a member of the Supervisory Board.

Ms Leeflang explained that she, like Mr Dorland and Mr Tiemstra, had undergone an extensive screening. She said that, in the course of becoming acquainted with the bank, she had formed a good idea of the interests of its clients, employees, shareholders and other stakeholders and that she had also got an initial impression of the future challenges. In view of her extensive legal expertise, particularly in the fields of European legislation, compliance, governance and supervision, she felt that through application and dedication she could make a really useful contribution to ABN AMRO.

The **chair** thanked Ms Leeflang. After those present had been given the opportunity to ask questions or make comments, the **chair** noted that there were none and proceeded to put the matter to the vote. After the electronic vote had been held, the **chair** noted that the proposal to appoint Ms Leeflang as a member of the Supervisory Board had been adopted. The results of the voting were 858,390,474 votes for, 42,190 votes against and 6,172,520 abstentions. He then closed consideration of this agenda item and moved on to agenda item 7 (e), the appointment of Mr Tiemstra as member of the Supervisory Board.

e) Appointment of Mr Tjalling Tiemstra as member of the Supervisory Board (voting item)

The **chair** explained that the Supervisory Board was nominating Mr Tiemstra as a new member of the Supervisory Board. Mr Tiemstra has a thorough knowledge and in-depth experience of financial management. He gained this experience as a senior manager with Unilever and subsequently as CFO and member of the Managing Board of Hollandse Betongroep and Hagemeyer. As a former member of the Supervisory Board of the Netherlands Authority for the Financial Markets (AFM), Mr Tiemstra also has relevant regulatory experience. Mr Tiemstra will become Chairman of the Audit Committee and also join the Risk & Capital Committee. Mr Tiemstra's appointment has been approved by the European Central Bank. The **chair** then gave the floor to Mr Tiemstra.

Mr **Tiemstra** said that he had initially been very hesitant about taking this position as Mr De Haan, whom he would be succeeding, had an incredible reputation both for his expertise and agreeable personality and, as regulator, for his unrivalled professional capacities. Nonetheless, upon reflection Mr **Tiemstra** had concluded that with his experience as CFO of Hagemeyer, an AEX-listed company, his experience as accountant for the Royal Netherlands Institute of Chartered Accountants (NBA) and his professional experience abroad, he could add value to ABN AMRO. He said that he regarded the appointment to the Supervisory Board of ABN AMRO as the pinnacle of his career to date.

He also explained that in his time with Hagemeyer he had had much contact with ABN AMRO in the capacity of client and had thus formed an impression of ABN AMRO from that perspective as well. He looked forward to contributing to ABN AMRO, which he described as a splendid bank that plays an essential role in society.

The **chair** then thanked Mr Tiemstra and provided an opportunity for questions and comments. Mr **Van de Bos** remarked that all the organisations for which Mr Tiemstra have worked had been or are being taken over. He hoped that ABN AMRO would not itself become a prey with the arrival of Mr Tiemstra. After observing that this was not the intention and noting that there were no further questions or comments, the **chair** put the proposal to the vote. After the electronic vote had been held, the **chair** noted that the proposal to appoint Mr Tiemstra as a member of the Supervisory Board had been adopted. The results of the voting were 858,387,223 votes for, 44,036 votes against and 6,173,925 abstentions. He then closed consideration of this agenda item and moved on to agenda item 8, any other business.

8. Any other business and conclusion

On behalf of the Supervisory Board, the **chair** thanked Mr Wakkie, Ms Oudeman and Mr Meerstadt for the valuable contribution they have made to the development of the present bank. ABN AMRO appreciates their great commitment and broad expertise both in the Supervisory Board and in the various committees. In particular, he thanked Mr De Haan for his tremendous efforts and his willingness to place his wealth of knowledge at the service of the new ABN AMRO. The **chair** described Mr De Haan as very strong and sound in his capacity as regulator and at the same time as charming but probing in his capacity as adviser. Above all, however, he had been a tremendous colleague. The **chair** then asked whether there were any other questions.

Mr **Koster** (VEB) expressed his appreciation of the chair, who had answered everyone's questions to the best of his ability throughout this long meeting. He also expressed his appreciation of all employees of ABN AMRO. The **chair** thanked Mr Koster for his kind words and undertook to convey this appreciation to the 22,000 employees of ABN AMRO.

Mr **Vreeken** asked whether ABN AMRO could do rather more for less well-known artists. Mr **Wijn** replied that ABN AMRO had recently had little involvement with the arts, particularly in the immediate aftermath of the nationalisation, and that these activities were now being restarted. The ABN AMRO art foundation had now been connected to the broader sponsorship policy of the bank with the theme "Partner of the Future". For example, ABN AMRO has reintroduced its art prize for the specific purpose of encouraging young talent. Part of the prize is an exhibition in the Hermitage in Amsterdam.

The **chair** noted that there were no further questions or comments. He then congratulated Ms Zoutendijk on her appointment as Chairman of the Supervisory Board. He said he was convinced that in view of her wide-ranging international experience of retail and wholesale banking she is the person best qualified to chair the Supervisory Board. He then gave the floor to Ms Zoutendijk.

Speaking on behalf of her colleagues on the Supervisory Board, Ms **Zoutendijk** expressed her special thanks and great appreciation for Mr Van Slingelandt's commitment and exceptional dedication and the connective role he has played in the rebuilding of ABN AMRO after a complex process of integrating the various remaining parts of ABN AMRO and Fortis NL in difficult and demanding circumstances. She also singled out the special resilience shown by ABN AMRO staff, who have remained loyal and engaged despite all the uncertainties, even in relation to their own job and future. It is in part thanks to them that the bank is now where it is. ABN AMRO has entered a new phase, once again has a stock exchange listing and, under the direction of the Managing Board, will have to remain professional and profitable at all times in a rapidly changing environment. Ms **Zoutendijk** also expressed her thanks for the state aid which ABN AMRO had received in a difficult period. Ms **Zoutendijk** said that as the new Chairman she would devote herself fully to working with the Supervisory Board, the Managing Board and all employees and stakeholders to ensure that ABN AMRO remains a reliable and sound bank which is positioned at the heart of society and offers client-friendly, transparent products and has engaged and expert staff and ethical management. She once again thanked Mr Van Slingelandt very cordially and wished him all the best for the future.

The **chair** thanked Ms Zoutendijk for her kind words and closed the meeting at 19.00 hrs. He thanked everyone present for their attendance and contribution.

Minutes of a meeting are adopted and subsequently signed by
the chairman and the secretary of the meeting.