

Overview of the proposed amendments to the articles of Stichting Administratiekantoor Continuïteit ABN AMRO Group (unofficial English translation)

The below table provides an overview of the proposed changes to the articles of Stichting Administratiekantoor Continuïteit ABN AMRO Group. The draft deed of amendment of the articles, and an unofficial English translation thereof, are available on our website.

Current text

Article 1.1.1

The name of the foundation is: Stichting Administratiekantoor Continuïteit ABN AMRO Group.

Article 1.2.1

- (a) “to acquire for the purpose of administration (ten titel van beheer) and administer shares (**‘Shares’**) in the capital of Group N.V.”

Article 3.5.2

- (h) “is a managing director or supervisory director or other representative of a legal entity, other than Stichting Administratiekantoor Continuïteit ABN AMRO Group, that holds at least ten per cent (10%) of the Company’s issued capital;”

Transitional provision (new)

Until the legal merger pursuant to which ABN AMRO Group N.V. (as disappearing company) merges with ABN AMRO Bank N.V. (as acquiring company) (the **‘Merger’**) becoming effective (the **‘Effective Date’**):

- (I) article 1.1.1 will read as follows: The name of the foundation is: Stichting Administratiekantoor Continuïteit ABN AMRO Group.
 (II) article 1.2.1 under (a) will read as follows:
 a. to acquire (I) for the purpose of administration (ten titel van beheer) and administer shares (**‘Shares’**) in the capital of ABN AMRO Group N.V., a limited liability company, with seat in Amsterdam (the **‘Company’**) in exchange for registered depositary receipts (**‘Depositary Receipts’**), and to exercise all rights attached to the Shares, including the voting rights and the right to receive distributions on the Shares subject to the obligation to pay these out on the Depositary Receipts, and (ii) shares in the share capital of ABN AMRO Bank N.V., a limited liability company, with seat in Amsterdam, allotted in exchange for Shares in a legal merger, in which case an already assigned Depositary Receipt will be considered to be assigned for a share in the share capital of ABN AMRO Bank N.V. as of the effectiveness of such merger;

Proposed amendment

Article 1.1.1

The name of the foundation is: Stichting Administratiekantoor Continuïteit ABN AMRO Bank.

Article 1.2.1

- (a) “to acquire for the purpose of administration (ten titel van beheer) and administer shares (**‘Shares’**) in the capital of ABN AMRO Bank N.V.”

Article 3.5.2

- (h) “is a managing director or supervisory director or other representative of a legal entity, other than Stichting Administratiekantoor Continuïteit ABN AMRO Bank, that holds at least ten per cent (10%) of the Company’s issued capital;

Explanation

Replacing reference to ABN AMRO Group by reference to ABN AMRO Bank.

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This transitional provision will lapse when the Merger becomes effective.

The transitional provision facilitates the Merger and establishes that the current name of the foundation and holding of shares in ABN AMRO Group N.V. remains in the articles of association until the Merger becomes effective.

Furthermore it is confirmed that, while STAK AAG may in principle not dispose of the ABN AMRO Group shares it holds in trust, it may cooperate with the Merger pursuant to which the ABN AMRO Group shares will be exchanged for ABN AMRO Bank shares.

(III) article 2.1.3 will read as follows:

The foundation may not dispose of or encumber the Shares except by revoking them or by transferring its administration of the Shares to a successor designated by the Company. The foundation may vote in favour of the Merger, with due observance of article 3.2 of the Trust Conditions.

(IV) article 3.5.2 under (h) will read as follows:

is a managing director or supervisory director or other representative of a legal entity, other than Stichting Administratiekantoor Continuïteit ABN AMRO Group, that holds at least ten per cent (10%) of the Company's issued capital;
