

Convocation

Notice convening the Annual General Meeting of
ABN AMRO Bank N.V.

Convening notice for the 2023 Annual General Meeting of ABN AMRO Bank N.V.

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Attendance

ABN AMRO Bank N.V. (**ABN AMRO**) invites its shareholders and depositary receipt holders for its annual general meeting (**General Meeting**), to be held on Wednesday 19 April 2023 at 14:00 CET at ABN AMRO's head office, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

As a shareholder or depositary receipt holder, you can attend and vote during the meeting in person or virtually, or you can exercise your voting rights by providing a written proxy with voting instructions in advance.

Should you wish to ask questions on any agenda item, these can be submitted in advance. ABN AMRO will answer these questions, including any follow-up questions – thematic or clustered – during the General Meeting. If you have registered to attend and vote during the meeting in person or virtually, you can also ask questions during the meeting. For further information and instructions please refer to 'Additional information' on page 16.

The General Meeting will be broadcasted via a live webcast in both Dutch and English on ABN AMRO's website at www.abnamro.com/generalmeeting and a recording will be available for viewing after the meeting. The meeting documents are available on this website as well.

Agenda

1. OPENING AND ANNOUNCEMENTS

2. INTEGRATED ANNUAL REPORT AND CORPORATE GOVERNANCE

- (a) Report of the Executive Board for 2022 (**discussion item**)
- (b) Sustainability (**discussion item**)
- (c) Report of the Supervisory Board for 2022 (**discussion item**)
- (d) Presentation of the Employees Council (**discussion item**)
- (e) Corporate Governance (**discussion item**)
- (f) Remuneration Report for 2022 (**advisory voting item**)
- (g) External auditor's presentation and Q&A (**discussion item**)
- (h) Adoption of the audited 2022 Annual Financial Statements (**voting item**)

3. RESERVATION- AND DIVIDEND POLICY, DIVIDEND PROPOSAL

- (a) Reservation- and dividend policy (**discussion item**)
- (b) Dividend proposal (**voting item**)

4. DISCHARGE

- (a) Discharge of each member of the Executive Board in office during the financial year 2022 for the performance of his or her duties during 2022 (**voting item**)
- (b) Discharge of each member of the Supervisory Board in office during the financial year 2022 for the performance of his or her duties during 2022 (**voting item**)

5. REPORT ON THE FUNCTIONING AND REAPPOINTMENT OF THE EXTERNAL AUDITOR

- (a) Report on the functioning of external auditor (**discussion item**)
- (b) Reappointment of Ernst & Young Accountants LLP (EY) as external auditor for the financial years 2024 and 2025 (**voting item**)

6. COMPOSITION AND COLLECTIVE PROFILE OF THE SUPERVISORY BOARD

- (a) Collective profile of the Supervisory Board (**discussion item**)
- (b) Notification of vacancies on the Supervisory Board (**discussion item**)
- (c) Opportunity for the General Meeting to make recommendations, with due regard to the profiles (**discussion item**)
- (d) Opportunity for the Employees Council to explain the position statements (**discussion item**)
- (e) (Re-)appointment of members of the Supervisory Board:
 - i. Re-appointment of Michiel Lap as a member of the Supervisory Board (**voting item**)
 - ii. Appointment of Wouter Devriendt as a member of the Supervisory Board (**voting item**)

7. COMPOSITION OF THE EXECUTIVE BOARD

Notification intended appointment of Ferdinand Vaandrager as interim CFO and member of the Executive Board (CFO) (**discussion item**)

8. CROSS-BORDER MERGER OF ABN AMRO AND BANQUE NEUFLIZE OBC

Applying the standard rules of Article 1:31 paragraphs 2 and 3 of the Dutch Law on the role of employees within European legal entities (*Wet rol werknemers bij Europese rechtspersonen*) instead of initiating negotiations with a special negotiating body as referred to in article 2:333k (12) of the Dutch Civil Code (**voting item**).

9. ISSUANCE OF NEW SHARES BY ABN AMRO AND ACQUISITION OF (DEPOSITARY RECEIPTS FOR) SHARES BY ABN AMRO

- (a) Authorisation to issue shares and/or grant rights to subscribe for shares (**voting item**)
- (b) Authorisation to limit or exclude pre-emptive rights (**voting item**)
- (c) Authorisation to acquire (depository receipts for) shares in ABN AMRO's own capital (**voting item**)

10. CANCELLATION OF (DEPOSITARY RECEIPTS FOR) SHARES IN THE ISSUED SHARE CAPITAL OF ABN AMRO (voting item)

11. ANY OTHER BUSINESS AND CLOSING

Explanatory notes to the agenda

Agenda item 2

Integrated annual report and corporate governance

Agenda item 2(a)

Report of the Executive Board for 2022 (discussion item)

Please refer to the 'strategy and value creation' section included on pages 16 through 55 and the 'risk, funding & capital' sections included on pages 56 through 177 in the 2022 Integrated Annual Report of ABN AMRO for the financial year ending 31 December 2022 (**2022 Integrated Annual Report**).

Agenda item 2(b)

Sustainability (discussion item)

Please refer to the 'strategy and value creation' section included on pages 16 through 55 and the 'sustainability risk' section included on pages 138 through 154 of the 2022 Integrated Annual Report.

Agenda item 2(c)

Report of the Supervisory Board for 2022 (discussion item)

Please refer to the 'report of the Supervisory Board' included on pages 194 through 203 of the 2022 Integrated Annual Report.

Agenda item 2(d)

Presentation of the Employees Council (discussion item)

In accordance with the covenant between the Employees Council and ABN AMRO the Chair of the Employees Council is given the opportunity to address the General Meeting and provide a position statement on the state of affairs at ABN AMRO.

Agenda item 2(e)

Corporate Governance (discussion item)

Please refer to the 'leadership & governance' section as included on pages 178 through 235 in the 2022 Integrated Annual Report.

Agenda item 2(f)

Remuneration report for 2022 (advisory voting item)

The remuneration report for 2022 will be discussed and submitted to the General Meeting for an advisory vote. Please refer to the 2022 remuneration report on the corporate website www.abnamro.com/remuneration. This report is also included on pages 209 through 224 of the 2022 Integrated Annual Report. ABN AMRO will explain in its 2023 remuneration report how it has acted on the advice of the General Meeting.

The advice of the General Meeting is non-binding.

Agenda item 2(g)

External auditor's presentation and Q&A (discussion item)

As ABN AMRO's external auditor for the annual financial statements as included on pages 236 through 337 of the 2022 Annual Report (**2022 Annual Financial Statements**), Ernst & Young Accountants LLP (EY) will present the highlights and key issues that follow from their audit and will answer questions of the General Meeting relating to the audit.

Agenda item 2(h)

Adoption of the audited 2022 Annual Financial Statements (voting item)

It is proposed that the audited 2022 Annual Financial Statements be adopted.

Agenda item 3

Reservation- and dividend policy; dividend proposal

Please refer to pages 129 through 133 of the 2022 Integrated Annual Report.

Agenda item 3(a)

Reservation- and dividend policy (discussion item)

In the dividend policy and capital framework ABN AMRO's dividend pay-out ratio is set at 50% of reported net profit attributable to shareholders and depositary receipt holders, after deduction of AT1 coupon payments and minority interests. The interim dividend pay-out ratio is set at 40% of the reported net profit for the first six months, subject to the condition that profits are expected to be sustainable throughout the remainder of the year at the discretion of the Executive Board. ABN AMRO has adopted Basel IV as the primary capital metric with a Basel IV CET1 capital target of 13%. Once this ratio has exceeded the 15% threshold, ABN AMRO will reconsider repurchasing shares and/or depositary receipts to return capital.

Agenda item 3(b)

Dividend proposal (voting item)

In line with its capital framework, ABN AMRO proposes a final cash dividend of EUR 0.67 per share. Together with the interim cash dividend of EUR 0.32 per share, this will bring the total dividend for 2022 to EUR 0.99. In addition, we have announced a share buyback programme under which we plan to repurchase depositary receipts and ordinary shares of ABN AMRO Bank N.V. for a maximum total value of EUR 500 million and for a number of shares not exceeding the authority granted by the general meeting of shareholders on 20 April 2022 (10% of the issued shares at the date of the general meeting in 2022). The share buyback programme has commenced on 9 February 2023 and is expected to end no later than June 2023.

The share buy-back programme announced in February 2022 was completed on 12 May 2022. A total of 42,478,085 ordinary shares and depositary receipts were purchased, representing 4.5% of issued shares. The repurchased shares and depositary receipts (and shares representing purchased depositary receipts) have been cancelled.

Agenda item 4

Discharge

Agenda item 4(a)

Discharge of each member of the Executive Board in office during the financial year 2022 for the performance of his or her duties during 2022 (voting item)

It is proposed to grant discharge to each member of the Executive Board (including those members of the Executive Board who were in office for part of the financial year) in respect of the performance of their duties in the financial year ending on 31 December 2022 to the extent apparent from the 2022 Integrated Annual Report, including the 2022 Annual Financial Statements and from disclosures and statements made during the General Meeting.

Agenda item 4(b)

Discharge of each member of the Supervisory Board in office during the financial year 2022 for the performance of his or her duties during 2022 (voting item)

It is proposed to grant discharge to each member of the Supervisory Board (including those members of the Supervisory Board who were in office for part of the financial year) in respect of the performance of their duties in the financial year ending on 31 December 2022 to the extent apparent from the 2022 Integrated Annual Report, including the 2022 Annual Financial Statements and from disclosures and statements made during the General Meeting.

Agenda item 5

Report on the functioning and reappointment of the external auditor

Agenda item 5(a)

Report on the functioning of the external auditor (discussion item)

In accordance with article 9.2.4 of the articles of association of ABN AMRO (Articles of Association) the Supervisory Board will present to the General Meeting the main conclusions from the annual assessment of the functioning of the external auditor.

Agenda item 5(b)

Reappointment of Ernst & Young Accountants LLP (EY) as external auditor for the financial years 2024 and 2025 (voting item)

In 2015, EY was appointed as the external auditor with regard to the audit of the financial statements for the financial years 2016, 2017 and 2018. Reappointment took place with regard to the audit of the financial statements for the financial years 2019 up to and including 2023.

The General Meeting is requested to appoint EY as the external auditor to audit the annual accounts of ABN AMRO prepared by the Executive Board for the financial years 2024 and 2025 in accordance with article 2:393(2) of the Dutch Civil Code.

Prior to its deliberations on the proposed reappointment of EY as ABN AMRO's external auditor, the Supervisory Board sought the advice of the Executive Board and considered the recommendation of the Audit Committee. Furthermore, in accordance with the Relationship Agreement of 10 November 2015 between NLFi and ABN AMRO (the Relationship Agreement) Stichting administratiekantoor beheer financiële instellingen (NLFi) was given the opportunity to advise on the proposed appointment of EY.

In accordance with ABN AMRO's internal policies and subject to the conditions set in advance by the Audit Committee, ABN AMRO's external auditors may perform audit, assurance and certain other pre-agreed procedures. For the sake of consistency and based on EY's level of experience and positive performance assessment over the past years, the Supervisory Board has decided to nominate EY for reappointment.

Agenda item 6

Composition and collective profile of the Supervisory Board

The Supervisory Board has defined its own size and composition in a collective profile, taking into account the nature and activities of the company, and the company's individual risk profile and business model. The number of members of the Supervisory Board is determined by the Supervisory Board itself, provided that the Supervisory Board is composed of at least three members.

Agenda item 6(a)

Collective profile Supervisory Board (discussion item)

The Supervisory Board has amended the collective profile of the Supervisory Board. The purpose of the amendment was to embed knowledge and experience in the field of sustainability, digital and data matters in the Supervisory Board's collective profile, along with a specification of the ability to oversee the business plans, the strategy and risks and their implementation. Further, the amendment aimed to update the gender diversity target to align with the provisions of the Dutch Act on Improving Gender Diversity on Corporate Boards that came into effect on 1 January 2022. Apart from these matters, the amendments do not provide for any substantive changes. The amended collective profile is included in the meeting documents for the General Meeting.

The amendments to the collective profile have been discussed with the Employees Council.

Agenda item 6(b)

Notification of vacancies on the Supervisory Board (discussion item)

The current term of appointment of Anna Storåkers and Michiel Lap will expire at the close of the General Meeting. They are each eligible for reappointment. At her request, Anna Storåkers will not be nominated for re-appointment so she can focus on other activities. Michiel Lap has indicated his willingness to extend his term, for a period of four years and the Supervisory Board proposes to re-appoint Michiel Lap as member of the Supervisory Board.

Since Anna Storåkers is not available for a new term there is a vacancy on the Supervisory Board for a candidate who has knowledge and experience within the financial sector and of risk management in particular.

The selection and appointment process initiated by the Supervisory Board for a new Supervisory Board member resulted in the nomination of Wouter Devriendt as a new member of the Supervisory Board. If appointed as member of the Supervisory Board, it is intended that Wouter Devriendt will also become the chair of the Risk & Capital Committee.

In addition, the Supervisory Board proposes to expand the composition of the Supervisory Board by adding an additional member to the Supervisory Board. ABN AMRO places great importance on culture, governance, sustainability & climate and environmental risks and large transformations. To adequately exercise the Supervisory Board's challenging role on all areas of expertise, it is desirable to add another member to the Supervisory Board with specific expertise on the aforementioned topics. This means that

the Supervisory Board has set an additional vacancy on the Supervisory Board for a member with this profile. The recruitment and selection procedure for this position is ongoing at the date of this convocation. A general meeting will be convened for the appointment of the new Supervisory Board member.

After the stepping down of Anna Storåkers, the reappointment of Michiel Lap and the appointment of Wouter Devriendt, 43% of the seats on the Supervisory Board will be occupied by women and 47% by men. The gender diversity target to have at least one third of the seats in the Supervisory Board occupied by both genders will remain amply achieved.

Agenda item 6(c)

Opportunity for the General Meeting to make recommendations, with due regard to the profiles (discussion item)

In accordance with article 2:158(5) of the Dutch Civil Code, the Supervisory Board hereby grants the General Meeting the opportunity to recommend eligible candidates for nomination as Supervisory Board members for the three vacancies, with due observance of the Articles of Association, the collective profile of the Supervisory Board (as amended), the individual profiles for the positions, and subject to integrity and suitability screening of any recommended candidate by the European Central Bank (ECB) and other relevant regulators.

The collective profile of the Supervisory Board (as amended) as well as the individual profiles for the vacancies are included in the meeting documents for the General Meeting.

Agenda item 6(d)

Opportunity for the Employees Council in order to explain the position statements (discussion item)

In accordance with article 2:158(4) and article 2:144a Dutch Civil Code, the Supervisory Board requested the Employees Council to state its position on the proposed nomination of Michiel Lap for re-appointment and of Wouter Devriendt for appointment by the General Meeting as members of the Supervisory Board. The Employees Council's positive position on these nominations is included in the meeting documents for the General Meeting.

Agenda item 6(e)

Agenda items 6(e) (i) and (ii) will not be put to a vote if the General Meeting invokes its right of recommendation for the respective vacancy.

(Re-)appointment of members of the Supervisory Board

i. Re-appointment of Michiel Lap as a member of the Supervisory Board (voting item)

In accordance with articles 7.6.3 and 7.6.5 of the Articles of Association, the Supervisory Board proposes to re-appoint Michiel Lap (born in 23 August 1962, Umuahia, Nigeria; Dutch nationality) as a member of the Supervisory Board for a period of four years, effective from the close of the General Meeting and ending at the close of ABN AMRO's annual general meeting in 2027.

Michiel Lap is nominated for re-appointment based on his in-depth knowledge of financial services and banking expertise, his successful track record, competencies and extensive executive experience, and the way in which he fulfils his role as member of the Supervisory Board, member of the Audit Committee and member of the Selection & Nomination Committee.

ABN AMRO is confident that Michiel Lap will continue to engage actively in his duties and to make his own sound, objective and independent decisions and judgments when performing the function and responsibility of Supervisory Board member.

Further information on the proposed appointment

- First appointment on the Supervisory Board: 24 April 2019
- Holding of shares and depositary receipts in ABN AMRO (date 8 March 2023): Michiel Lap has no shares or depositary receipts for shares in the share capital of ABN AMRO.
- Remuneration: Michiel Lap will as member of the Supervisory Board, member of the Audit Committee and member of the Selection & Nomination Committee receive a remuneration in conformity with the remuneration policy as adopted by the General Meeting on 22 April 2020. For more information reference is made to the remuneration policy of the Supervisory Board as published on www.abnamro.com/remuneration.
- Independence: Michiel Lap is independent as required by best practice provision 2.1.8 of the Dutch Corporate Governance Code 2022.
- Other current positions:
 - Chairman of the Supervisory Board, Arcadis N.V.
 - Non-executive member, Board of Rijn Capital B.V.
 - Member Supervisory Board (*raad van toezicht*), Stichting Het Nederlands Kanker Instituut-Antoni van Leeuwenhoek Ziekenhuis.

For more information, please refer to Michiel Lap's curriculum vitae which is included in the meeting documents for this General Meeting.

ii. Appointment of Wouter Devriendt as a member of the Supervisory Board (voting item)

In accordance with articles 7.6.3 and 7.6.5 of the Articles of Association, the Supervisory Board proposes to appoint Wouter Devriendt (born on 10 April 1967 at Kortrijk, Belgium, Belgian nationality) as a member of the Supervisory Board. The appointment will be in force after the closure of this General Meeting; the term of appointment will end at the closure of the annual general meeting in 2027. Under this agenda item, Wouter Devriendt will briefly introduce himself to the General Meeting before the voting on his appointment takes place.

Wouter Devriendt is nominated for appointment based on his in-depth knowledge of the financial services sector and banking expertise. He is a seasoned banker with deep understanding of risks, risk management, strategic insights as well as board experience. He studied economics at the Katholieke Universiteit Leuven (1989) and holds an MBA from the Rotterdam School of Management - Erasmus University (1992).

In the past he worked for ABN AMRO in different national and international roles, predominantly within wholesale and corporate banking. Between 2005 and 2008 he worked for Fortis (Brussels and Amsterdam) and co-managed the integration of ABN AMRO into the Fortis group.

From 2011 to 2016, he primarily acted as an independent adviser to the Belgian Federal Participation and Investment Company, where he was responsible for the management of the Belgian State's investments in the financial sector.

From 2012 to 2016, he was a member of the Board of Directors of Belfius and from 2013 to 2016, Chairman of the Board of Directors of Amsterdam Trade Bank. From 2014 to 2016, he was a member of the General Council of the Hellenic Financial Stability Fund which aims to contribute to the stability of the Greek banking system.

In early 2016, he was appointed as Chief Executive Officer and member of the Board of Directors of Dexia (Brussels) and of Dexia Crédit Local (Paris). In January 2020 he joined UniCredit as SEVP of Finance & Controls of UniCredit Group, where he worked until July 2021.

Further information on the proposed appointment

- Holding of shares and depositary receipts in ABN AMRO (date 8 March 2023): Wouter Devriendt has no shares or depositary receipts for shares in the share capital of ABN AMRO.
- Remuneration: Wouter Devriendt will as member of the Supervisory Board, chair of the Risk & Capital Committee and member of the Audit Committee receive a remuneration in conformity with the remuneration policy as adopted by the General Meeting on 22 April 2020. For more information reference is made to the remuneration policy of the Supervisory Board as published on www.abnamro.com/remuneration.
- Independence: Wouter Devriendt is independent as required by best practice provision 2.1.8 of the Dutch Corporate Governance Code 2022.
- Other current positions:
None.

For more information, please refer to Wouter Devriendt's curriculum vitae which is included in the meeting documents for this General Meeting.

The proposed appointment of Wouter Devriendt is subject to approval of the ECB.

Agenda item 7

Composition of the Executive Board

Notification intended appointment of Ferdinand Vaandrager as interim CFO and member of the Executive Board (CFO) (discussion item)

On 30 April 2023, Lars Kramer will step down as a member of the Executive Board and Chief Financial Officer (CFO) to pursue his career outside ABN AMRO. His resignation was announced on 11 January 2023.

On 17 February 2023, the Supervisory Board announced the intended appointment of Ferdinand Vaandrager as a member of the Executive Board, with the title Chief Financial Officer (CFO), for an interim period. Ferdinand Vaandrager's proposed interim appointment is subject to the approval of the ECB. The recruitment and selection procedure for permanently filling this position is ongoing at the date of this convocation.

Ferdinand Vaandrager (1970, nationality: Dutch) is identified as a highly qualified, professional and experienced senior executive within ABN AMRO. He brings over 25 years of banking experience with a

particular expertise in financial & capital markets, obtained mainly at ABN AMRO, but also within other financial institutions. From an early point in his career, he fulfilled leadership positions with strong financial components within ABN AMRO. He brings domestic broad international experience in key aspects of banking and finance.

Once the ECB's approval for the appointment has been obtained, Ferdinand Vaandrager will be appointed by the Supervisory Board as member of the Executive Board, with the title Chief Financial Officer (CFO) and will hold this position until the appointment of a new CFO is effective.

For more information, please refer to Ferdinand Vaandrager's résumé which has been included as a meeting document for this General Meeting. The key elements of Ferdinand Vaandrager's contract have been published on the ABN AMRO website (<http://www.abnamro.com/remuneration>). The Employees Council and the NLF I have been given the opportunity to advise on the proposed appointment.

The Supervisory Board hereby notifies the General Meeting of the appointment of Ferdinand Vaandrager as CFO in accordance with article 2:162 of the DCC.

Agenda item 8

Cross-border merger of ABN AMRO and Banque Neulize OBC

Applying the reference provisions of Article 1:31 paragraphs 2 and 3 of the Dutch law on the role of employees within European legal entities (*Wet rol werknemers bij Europese rechtspersonen*) instead of initiating negotiations with a special negotiating body as referred to in Article 333k (12) of Book 2 of the Dutch Civil Code (voting item).

To be prepared for the future, create further growth opportunities, and following the merger of Bethmann Bank AG into ABN AMRO we are planning to further simplify our legal structure by merging Banque Neulize OBC (**Neulize OBC**) into ABN AMRO (the **Merger**). The Merger will result in cost savings and will thereby enable us to invest in further growth. The brand name Banque Neulize OBC will continue to exist.

The Merger has been approved by the ECB.

The Merger will take place by means of a cross-border merger of Neulize OBC, as the company ceasing to exist, and ABN AMRO Bank, as the acquiring company. ABN AMRO holds the entire issued and outstanding share capital of Neulize OBC. Therefore, no shares will be granted to shareholders of Neulize OBC in the Merger.

In accordance with article 2:331 of the Dutch Civil Code, the Executive Board of ABN AMRO intends to take the decision to merge. The Merger as such will therefore not be voted on at this General Meeting. The General Meeting will be asked to decide that ABN AMRO will refrain from opening negotiations with a special negotiating body of employee representatives on arrangements for employee participation pursuant to article 2:333k (12) of the Dutch Civil Code. This decision will ensure that the Merger will have no consequences for employee participation at ABN AMRO and that the Merger can be implemented in the short term.

ABN AMRO applies the so-called large company regime (*structuurregime*), whereby the central works council (*Raad van Medewerkers/Employee Council*) has a general recommendation right for all members

of the Supervisory Board of ABN AMRO and an enhanced recommendation right for 1/3rd of the members of the Supervisory Board. Neuflyze OBC has no employee participation rights. Continuation of the current co-determination rights at the level of ABN AMRO by applying the standard rules (*referentievoorschriften*) will keep the employees of Neuflyze OBC after the Merger in the same position as the employees of the German and Belgian offices of ABN AMRO.

Agenda item 9

Issuance of new shares and acquisition of (depository receipts for) shares by ABN AMRO

Under Dutch law, the General Meeting can authorise the Executive Board to issue shares or grant rights to subscribe for shares, to exclude pre-emptive rights and to acquire (depository receipt for) shares in the share capital of ABN AMRO.

Section 8 of the Relationship Agreement sets out that, as long as NLFH holds at least one third of the shares in the share capital of ABN AMRO, if a proposal is made to the General Meeting to designate the Executive Board as the corporate body authorised to resolve to issue shares in the share capital of ABN AMRO, the authorisation:

- (a) will be limited to a maximum of 10% of the total issued shares in the share capital of ABN AMRO at the time the authority is granted;
- (b) may not be used to distribute dividends in the form of shares in the share capital of ABN AMRO; and
- (c) will be valid for no more than 18 months.

Agenda item 9(a)

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

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, (i) to issue ordinary shares (excluding, for the avoidance of doubt, ordinary shares B) and (ii) to grant rights to subscribe for such ordinary shares up to a maximum of 10% of ABN AMRO's issued share capital as at the date of the General Meeting, provided that each such authorisation will not be used for issuances related to a distribution of stock dividend or for issuances in connection with management or employee incentive plans (the **Issue Authorisation**).

Agenda item 9(b)

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

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive rights accruing to shareholders in connection with ordinary share issuances pursuant to the Issue Authorisation

Agenda item 9(c)

Authorisation to acquire (depository receipts for) shares in ABN AMRO's own capital (voting item)

It is proposed to the General Meeting to authorise the Executive Board for a period of 18 months from the date of the General Meeting to acquire, subject to the approval of the Supervisory Board, fully paid up ordinary shares in its own share capital (excluding, for the avoidance of doubt, ordinary shares B) or depository receipts, on the stock exchange or through other means (including but not limited to derivatives, private, over-the-counter, or block trades or otherwise). This purchase price per share or depository receipt

shall be at least the nominal value of the ordinary shares and shall not be higher than a price equal to 110% of the highest price at which the depositary receipts traded on Euronext Amsterdam on the preceding or trading day of the relevant transaction. The total number of shares or depositary receipts to be held by or pledged to ABN AMRO, including its subsidiaries, is limited to a maximum of 10% of the issued share capital of ABN AMRO as at the date of the General Meeting. If granted, this authorisation replaces the authorisation of the general meeting of 21 April 2022, albeit that the share buy-back programme announced on 8 February 2023 will be completed under the 2022 authorisation.

Agenda item 10

Cancellation of (depositary receipts for) shares in the issued share capital of ABN AMRO (voting item)

It is proposed to the General Meeting to resolve, at the proposal of the Executive Board, subject to the approval of the Supervisory Board, as well as the approval of the ECB and other relevant regulators, to cancel all or part of the fully paid up ordinary shares in ABN AMRO's own share capital (excluding, for the avoidance of doubt, ordinary shares B) or depositary receipts, held by ABN AMRO as a result of acquisitions on the stock exchange or by other means under the authority provided to the Executive Board under agenda item 9(c) (the **Treasury Shares**).

The cancellation of all or part of the Treasury Shares is proposed in order to provide flexibility and efficiency for managing excess capital, including a restructuring or decrease of capital following the return of capital to its shareholders and/or holders of depositary receipts, as long as ABN AMRO meets and continues to meet both current and future regulatory requirements in relation to its capital.

The cancellation of Treasury Shares will be limited to a maximum of 10% of the total issued share capital of ABN AMRO as at the date of the General Meeting and may be executed within a period of 18 months as of the date of this General Meeting. The cancellation of (all or some) of the Treasury Shares can be executed in one or more tranches. The number of Treasury Shares to be cancelled (whether or not in a tranche) will be determined by the Executive Board, after having obtained the approval of the Supervisory Board, as well as the ECB and other relevant regulators.

The Executive Board is authorised to decide not to execute the cancellation of any or part of the Treasury Shares in accordance with this resolution of the General Meeting.

This resolution of the General Meeting to cancel the Treasury Shares and the resolution of the Executive Board to execute such cancellation will be filed with the Trade Register and at ABN AMRO's head office. Such filing will be announced in a newspaper with national distribution. Shareholders and holders of Depositary Receipts are entitled to a free copy of the resolutions. The resolutions are available for inspection and can be obtained in copy free of charge at our offices at the address indicated in the section 'Additional information' below. Furthermore, pursuant to article 2:100 Dutch Civil Code, the cancellation is subject to an objection period of two months. In this period, creditors can object the cancellation by appealing to the Dutch court and demand sufficient security for their claims. A judge will deny such a request if it is clear that a claim will be paid or if there is sufficient security for the claim.

Agenda item 11

Any other business and closing

Additional information

Meeting documents

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

- this convening notice for the General Meeting, including agenda and explanatory notes;
- the 2022 Integrated Annual Report (including the 2022 Annual Financial Statements);
- the 2022 remuneration report;
- the collective profile of the Supervisory Board (as amended) as well as the individual profiles for the proposed re-appointment and proposed appointment of Supervisory Board members;
- the résumé of Michiel Lap;
- the résumé of Wouter Devriendt;
- the résumé of Ferdinand Vaandrager;
- the main elements of the service agreement with Ferdinand Vaandrager;
- the position statements of the Employees Council for the proposed re-appointment of Michiel Lap and the proposed appointment of Wouter Devriendt;
- ABN AMRO's terms and conditions for the General Meeting.

From today, these documents are available for inspection at our office (see address below), and you can obtain a copy free of charge by sending an email to the following address: generalmeeting@nl.abnamro.com.

Depository receipt holders and voting proxies – STAK AAB

The board of Stichting Administratiekantoor Continuïteit ABN AMRO Bank (**STAK AAB**) hereby announces that it has passed a resolution under which all depository receipt holders receive a voting proxy for the General Meeting. Depository receipt holders may exercise the voting right as they see fit. STAK AAB is not liable for how a depository receipt holder votes or for the consequences thereof. Nor is STAK AAB responsible for voting in accordance with a voting instruction. Depository receipt holders do not have to apply for a voting proxy from STAK AAB. By registering for the General Meeting depository receipt holders are deemed to have accepted their voting proxy. Subject to the relevant statutory provisions and to STAK AAB's articles of association and trust conditions, STAK AAB may revoke and/or limit voting proxies at any time prior to the voting on one or more items at the General Meeting.

Record date

The record date for this General Meeting is **22 March 2023 (Record Date)**. Every person who has been registered as a shareholder or depository receipt holder after all book-entry settlements of the Record Date have been processed, is entitled to vote at and/or attend the General Meeting upon registration as further described below.

The registers showing those entitled to shares or to depository receipts on the Record Date are (designated for this purpose by the Executive Board):

- as regards ordinary registered shares in the share capital of ABN AMRO: the relevant register of shareholders kept by ABN AMRO;

- as regards depositary receipts: the records of the intermediary as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet Giraal Effectenverkeer*).

Shareholders and depositary receipt holders can register for the General Meeting.

Registration for attendance

Registration is open from 23 March 2023 up to and including 12 April 2023, 17:30 (CET). Every shareholder and depositary receipt holder who wishes to attend and/or exercise its voting rights at the General Meeting is required to register with ABN AMRO (Corporate Broking & Issuer Services) at www.abnamro.com/evoting or through its intermediary, and choose one of the following options for attendance and/or voting:

1. in person;
2. virtual
3. by giving voting instructions via electronic or written proxy.

On 13 April 2023 at 12:30 CET at the latest, the intermediary in whose records the depositary receipts holders are registered must supply ABN AMRO (Corporate Broking & Issuer Services) with a statement via www.abnamro.com/intermediary. This statement must include the number of depositary receipts or shares registered for exercise of the rights of attendance of and/or voting at the General Meeting registered in the name of the holder in the intermediary's records at the Record Date. In addition, the intermediary is requested to include the full address details of the relevant ultimate beneficial owner to enable ABN AMRO Corporate Broking & Issuer Services to efficiently verify their interest on the Record Date.

Attendance and voting in person (option 1)

Shareholders and depositary receipts holders who are entitled to attend the General Meeting and have registered correctly and on time will receive a registration certificate that also serves as an admission ticket to the General Meeting.

To ensure smooth registration of the votes cast during the General Meeting, attendees who wish to vote during the General Meeting are requested to register for the General Meeting no later than 13:45 (CET) at the registration desk. In addition to presenting the registration certificate, attendees are requested to identify themselves at the meeting with a valid ID (passport, driving licence or identity card).

During the meeting you can cast a vote with your own tablet or smartphone. At the registration desk of the General Meeting you will receive your Meeting ID, username and password. Please go to <https://web.lumiagm.com>, and enter the provided Meeting ID. You will also be prompted to enter a username and password. During the General Meeting, you will be able to use ABN AMRO's open Wi-Fi network. Please make sure your smartphone or tablet is sufficiently charged.

If you come by car, you can park your car at ABN AMRO either at ABN AMRO's head office (Gustav Mahlerlaan 10, Amsterdam), or in a nearby car park. In the latter case, you will be issued with a free exit ticket. You need not notify your car's registration number beforehand.

Attendance and voting virtually (option 2)

Shareholders and depositary receipt holders who wish to attend the General Meeting virtually can login to <http://www.abnamro.com/evoting> with their user account and password or create their own user account and password via the same webpage. In addition a valid e-mail address, securities account and mobile phone number will be requested for authentication purposes.

Shareholders and depositary receipt holders who have applied to attend the General Meeting virtually will subsequently receive a confirmation e-mail containing a unique link. This unique link will allow them to login to the online platform of the General Meeting through a two-step verification process (with SMS verification). The platform is open for login from 12:00 CET on the day of the General Meeting. If you have not logged in prior to the start of the General Meeting at 14:00 CET you will not be able to ask questions and will only be able to see, hear or otherwise follow the meeting. It is recommended to log in at least 15 minutes before the scheduled starting time of the General Meeting.

To ensure that your device is compatible, we recommend that you verify this before deciding whether you intend to attend the General Meeting virtually. An overview of the devices compatible for access is available at www.abnamro.com/generalmeeting. There are certain risks for shareholders and depositary receipt holders who wish to attend the General Meeting via the online platform (as detailed in ABN AMRO's terms and conditions for a general meeting). If a shareholder or depositary receipt holder wishes to avoid such risks, he or she should issue voting instructions or attend the meeting in person.

Voting instructions via electronic or written proxy (option 3)

Any person who is entitled to vote at the General Meeting and has been duly registered in good time may submit his or her electronic voting instruction or voting form via www.abnamro.com/evoting or via www.abnamro.com/generalmeeting to the civil-law notary (Bart Jan Kuck of Zuidbroek Notarissen or his deputy) or STAK AAB from 23 March 2023 up to and including 12 April 2023, 17:30 CET to vote on his or her behalf. The voting form needs to be received at the latest by 12 April 2023, 17:30 CET, at the return address specified on the form, together with a confirmation of the intermediary in relation to the number of depositary receipts held by the depositary receipt holder on the Record Date. Electronic voting instructions can be submitted until 12 April 2023, 17:30 (CET).

Questions before and during the General Meeting

Shareholders and depositary receipt holders who wish to ask questions are requested to submit questions about items on the agenda one week prior to the General Meeting where possible, but no later than three days prior to the General Meeting. These questions can be sent to by e-mail to: generalmeeting@nl.abnamro.com. ABN AMRO will answer these questions, including any follow-up questions - thematic or clustered - during the General Meeting, in addition to any questions received via the live chat and questions from the floor.

Shareholders and holders of depositary receipts who are registered and attend the General Meeting virtually can ask questions via the online platform at www.abnamro.com/evoting if their intermediary enables online participation. The questions will only be visible to ABN AMRO. We aim to answer the questions we received via the live chat during the General Meeting. If this is not reasonably possible, due to the number of questions, then in any case answers will be given as

much as possible to follow-up questions of attendees who submitted questions in writing beforehand.

Shareholders and depositary receipt holders who attend the General Meeting virtually via the online platform at www.abnamro.com/evoting will also have the opportunity during the General Meeting to ask questions about the items on the agenda via the live chat. These questions will only be visible to ABN AMRO. The chair of the General Meeting shall ensure the orderly and efficient conduct of the meeting. In the interest of the order of the meeting, the chair may, among other things, limit the number of questions and cluster questions (thematically or otherwise). In such case, the chair of the General Meeting will clearly indicate this, for example by indicating that only a certain number of questions can be asked, in person or via the chat.

Miscellaneous

Issued share capital and number of votes

On the day of the convocation of the General Meeting, the total issued share capital of ABN AMRO amounts to 897,521,916 ordinary shares, of which 883,165,183 ordinary shares with voting rights.

Webcast

The entire General Meeting can be followed live in Dutch and in English via video webcast on 19 April 2023 at www.abnamro.com/generalmeeting.

Language

Please note that a Dutch translation of this convocation is also made available. In case of inconsistency between the Dutch translation and this English version, the English version shall prevail.

Terms and conditions

ABN AMRO's terms and conditions for a General Meeting apply to this General Meeting. These terms and conditions are available at www.abnamro.com/generalmeeting. The time of the opening of the voting session will be determined in accordance with these terms and conditions.

Contact details

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