

# Convening notice

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

# Convening notice for the Extraordinary 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 Extraordinary General Meeting (**Extraordinary General Meeting**), to be held on Thursday 11 September 2025 at 14:00 CET at ABN AMRO's head office, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

This Extraordinary General Meeting will be held in person. It is not possible to attend the meeting virtually. As a shareholder or depositary receipt holder, you can attend and vote during the Extraordinary General Meeting, or you can exercise your voting rights by providing an electronic or written proxy with voting instructions in advance. For further information and instructions please refer to the section 'Additional information' on page 7.

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

The Extraordinary General Meeting will be broadcasted via a live webcast in both Dutch and English on ABN AMRO's website at [www.abnamro.com/generalmeeting](https://www.abnamro.com/generalmeeting). A recording of the Extraordinary General Meeting will be available for viewing afterwards. The meeting documents are available on this website as well.

# Agenda

## 1. OPENING

## 2. APPOINTMENT OF A NEW MEMBER OF THE SUPERVISORY BOARD

- (a) Notification of a vacancy on the Supervisory Board (**discussion item**)
- (b) Announcement to the General Meeting of the Supervisory Board's nomination of Daniel Hartert for appointment (**discussion item**)
- (c) Opportunity for the General Meeting to make recommendations (**discussion item**)
- (d) Explanation and motivation by Daniel Hartert (**discussion item**)
- (e) Appointment of Daniel Hartert as member of the Supervisory Board (**voting item**)

## 3. CLOSING

# Explanatory notes to the agenda

## Agenda item 1

### Opening

## Agenda item 2

### Appointment of a new member of the Supervisory Board

#### (a) Notification of a vacancy on the Supervisory Board (discussion item)

The General Meeting is notified of a vacancy on the Supervisory Board.

At the close of the Annual General Meeting (**AGM**) held on 24 April 2024, Arjen Dorland was re-appointed as a member of ABN AMRO's Supervisory Board for a period of two (2) years, ending at the close of the AGM to be held in 2026. Arjen Dorland has informed the Chair of the Supervisory Board that he will not apply for another term. As part of timely preparation for succession, the recruitment and selection process was initiated. Arjen Dorland also indicated that he would like to step down before the close of the AGM 2026 to focus on his other positions, if a successor would be available for appointment before the AGM 2026. As a result, the position of Arjen Dorland will become vacant as per the close of this Extraordinary General Meeting, subject to his successor having been appointed by this Extraordinary General Meeting.

The collective profile of the Supervisory Board and the individual profile drawn up by the Supervisory Board for the vacancy are included among the meeting documents for this Extraordinary General Meeting.

The individual profile for this position focuses on an expert in the industrial sector, with technical knowledge and experience in the field of ICT, with strategic insight and a broad understanding of how ICT impacts businesses, strategy and business models.

#### (b) Announcement to the General Meeting of the Supervisory Board's nomination of Daniel Hartert for appointment (discussion item)

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

The Supervisory Board has nominated Daniel Hartert (born on 9 December 1958 in Heidelberg, Germany; German nationality) for appointment as a member of the Supervisory Board. It is proposed that the appointment will take effect upon the closure of this Extraordinary General Meeting; the term of appointment will end at the closure of ABN AMRO's AGM in 2030. Arjen Dorland will resign from his position as member of the Supervisory Board upon the appointment of Daniel Hartert.

Daniel Hartert meets the profile requirements of the Supervisory Board and is nominated for appointment particularly in view of his deep and active knowledge regarding IT, digital, data and end to end business processes. Daniel Hartert is an experienced Chief Information Officer and Chief Executive Officer with a demonstrated track record working in various industries (Healthcare, Medical Devices, Consumer Electronics, Media, Semiconductors) across different geographies (amongst which seven years in the US and five years in the Netherlands). He has led and consulted with large organisations to facilitate continuous change. He has provided strategic leadership across organisational boundaries, including collaboration with workers' representatives. Additionally, he has developed new capabilities to achieve superior business outcomes and driven digital transformation throughout the value chain.

Daniel Hartert had advised organisations on cloud transformation, cyber security and how to generate business value by adopting Artificial Intelligence throughout the enterprise. From 1999 to 2020, Daniel Hartert fulfilled CIO and CEO roles reporting directly to the Executive Board. He was also part of the Group Management Committee at Philips, and obtained experience in having regular contact with the associated Supervisory Boards at his previous roles.

Most recently Daniel Hartert has been active as a non-executive board member, senior advisor and startup angel and investor. In his capacity as senior advisor, he provides strategic guidance and expert advice to executive boards of various organisations, including most recently SAP, Capgemini and Genpact. This experience is also valuable for the envisioned Supervisory Board position, seeing as Daniel Hartert brings a wealth of strategic insight and leadership experience to the position.

Daniel Hartert fulfils the provisions relating to the limitation on the number of supervisory directorships, as provided by Dutch law. After the appointment of Daniel Hartert, the gender diversity target to have at least 1/3rd of the seats on the Supervisory Board occupied by women and at least 1/3rd by men will continue to be met.

#### **Further information on the proposed appointment**

- Holding of shares and depositary receipts in ABN AMRO (date 18 July 2025): Daniel Hartert has no shares or depositary receipts for shares in the share capital of ABN AMRO.
- Remuneration: Daniel Hartert will as member of the Supervisory Board, receive a remuneration in conformity with the remuneration policy as adopted by the General Meeting on 24 April 2024. For more information reference is made to the remuneration policy of the Supervisory Board as published on ABN AMRO's [website](#).
- Independence: Daniel Hartert is independent in the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- Other current positions:
  - advisor to the management board of Netskope Inc.
  - advisor to the management board of Capgemini SE

For more information, please refer to Daniel Hartert résumé which is included among the meeting documents for this Extraordinary General Meeting

The Employees Council's positive position statement is included among the meeting documents for this Extraordinary General Meeting. The Employees Council has indicated that it will not exercise its right to explain its position during the Extraordinary General Meeting.

The nomination is subject to the approval of the European Central Bank (**ECB**).

**(c) Opportunity for the General Meeting to make recommendations (discussion item)**

In accordance with article 2:158(5) DCC, the Supervisory Board hereby grants the General Meeting the opportunity to recommend eligible candidates for nomination as Supervisory Board member for the vacancy with due observance of the Articles of Association, the collective profile of the Supervisory Board, the individual profile for the position, and subject to integrity and suitability screening of any recommended candidate by the ECB and other relevant regulators.

**(d) Explanation and motivation by Daniel Hartert (discussion item)**

Under this agenda item, Daniel Hartert will briefly introduce himself to the Extraordinary General Meeting.

**(e) Appointment of Daniel Hartert as member of the Supervisory Board (voting item)**

The Supervisory Board proposes, in accordance with article 7.6.3 and 7.6.5 of the articles of association of ABN AMRO, to the Extraordinary General Meeting to appoint Daniel Hartert as a member of the Supervisory Board for a term of office that starts at the close of this Extraordinary General Meeting and ends at the close of the AGM in 2030.

## **Agenda item 3**

### **Closing**

# Additional information

## Meeting documents

The following meeting documents are available at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting):

1. this convening notice for the Extraordinary General Meeting, including agenda and explanatory notes;
2. the collective profile of the Supervisory Board;
3. the individual profile for the vacancy to be fulfilled;
4. the résumé of Daniel Hartert;
5. the position statement of the Employees Council for the proposed appointment.

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

## Record date

The record date for this Extraordinary General Meeting is **14 August 2025 (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 Extraordinary 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 depository receipts: the records of the intermediary as defined in the Dutch Securities (Bank Giro Transactions) Act (*Wet Giraal Effectenverkeer*).



### **Registration for attendance**

Registration is open from 15 August 2025 up to 4 September 2025, 17:30 CET. Every shareholder and depositary receipt holder who wishes to attend and/or exercise its voting rights at the Extraordinary General Meeting is required to register with ABN AMRO (Corporate Broking & Issuer Services) at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through its intermediary, and choose one of the following options for attendance and/or voting:

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

By no later than 5 September 2025, 12:30 CET, the intermediary in whose records the depositary receipt holders are registered must supply ABN AMRO (Corporate Broking & Issuer Services) with a statement via [www.abnamro.com/intermediary](http://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 Extraordinary General Meeting registered in the name of the holder in the intermediary's records at the Record Date. In addition, it is requested that the intermediary includes 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 receipt holders who are entitled to attend the Extraordinary General Meeting and have registered correctly and on time will receive a registration certificate that also serves as an admission ticket to the Extraordinary General Meeting.

To ensure smooth registration of the votes cast during the Extraordinary General Meeting, attendees who wish to vote during the Extraordinary General Meeting are requested to register for the Extraordinary General Meeting no later than 14:00 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 Extraordinary 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 Extraordinary 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 and that you have installed the most recent version of your internet browser and operating system on your smartphone or tablet.

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 do not need to inform us of your car's registration number beforehand.

### **Voting instructions via electronic or written proxy (option 2)**

Any person who is entitled to vote at the Extraordinary General Meeting and has been duly registered in good time may submit his or her electronic voting instruction or voting form via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via <http://www.abnamro.com/general> to the civil-law notary (Niels

Wolswijk or a deputy of Bart Jan Kuck of Zuidbroek Notarissen) or STAK AAB from 14 August 2025 until 17:30 CET on 4 September 2025, to vote on their behalf. The written voting form needs to be received at the return address specified on the form no later than 4 September 2025, 17:30 CET, together with a confirmation from 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 4 September 2025, 17:30 CET.

### **Questions before and during the Extraordinary General Meeting**

It is requested that shareholders and depositary receipt holders who wish to ask questions about items on the agenda submit their questions one week prior to the Extraordinary General Meeting where possible, and in any case no later than three business days prior to the Extraordinary General Meeting. These questions can be sent by email to: [generalmeeting@nl.abnamro.com](mailto:generalmeeting@nl.abnamro.com). ABN AMRO will answer these questions - thematic or clustered - during the Extraordinary General Meeting, in addition to questions received from the audience. For the avoidance of doubt, this option is solely available for shareholders and depositary receipt holders who are registered as such after all book-entry settlements of the Record Date have been processed on the Record Date.

### **Miscellaneous**

#### **Issued share capital and number of votes**

On the day of the convocation of the Extraordinary General Meeting, the total issued share capital of ABN AMRO amounts to 833,048,566 ordinary shares, of which 833,048,566 ordinary shares with voting rights.

#### **Webcast**

The entire Extraordinary General Meeting can be followed live in Dutch and in English via video webcast at [www.abnamro.com/generalmeeting](http://www.abnamro.com/generalmeeting). A recording of the Extraordinary General Meeting will be available for viewing afterwards.

#### **Language**

Please note that a Dutch translation of this convening notice is also made available. In case of a conflict between this English version and its Dutch translation, the English version prevails.

## Contact details

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