

Minutes
Extraordinary General Meeting
ABN AMRO Bank N.V.

Thursday 29 June
2023

Minutes of the Extraordinary General Meeting

ABN AMRO Bank N.V.

ABN AMRO Head Office, Gustav Mahlerlaan 10, Amsterdam

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

Thursday 29 June 2023, start at 12.30 p.m.

Agenda

1. Opening and announcements

2. Appointment of a new member to the Supervisory Board

Appointment of Femke de Vries as a member of the Supervisory Board:

(a) Announcement to the General Meeting of the proposed appointment to the Supervisory Board (**discussion item**)

(b) Explanation and motivation by Femke de Vries (**discussion item**)

(c) Appointment of Femke de Vries as a member of the Supervisory Board (**voting item**)

3. Closing

Those present:

The Supervisory Board:

Mr De Swaan (Chair of the Supervisory Board, Chair of the Selection and Appointments Committee and Chair of this Extraordinary General Meeting).

The Executive Board:

Mr Swaak (Chair of the Executive Board)

The new member to be appointed to the Supervisory Board:

Ms De Vries

The meeting secretary:

Ms Dorsman

The shareholders and depositary receipt holders:

2809 shareholders and depositary receipt holders, jointly representing 81.52% of the issued capital of ABN AMRO Bank N.V., were present or represented at the meeting.

1. Opening and announcements

Chair

Good afternoon to all those present and especially of course to the shareholders and depositary receipt holders. I hereby open this meeting and welcome you to this Extraordinary General Meeting of Shareholders. On behalf of the Supervisory Board, I myself am in attendance, Tom de Swaan, Chair of the Supervisory Board, here to my right is Robert Swaak, Chief Executive Officer and the secretary is, as usual, Hanneke Dorsman, General Counsel and Company Secretary of ABN AMRO. And Femke de Vries, whom today is ultimately all about, is in attendance so that she may be introduced. As usual, I would like to draw your attention to some procedural matters. This meeting is a physical meeting. In other words, shareholders and depositary receipt holders may only participate in person. Naturally there was the option to exercise voting rights electronically or in writing. As you can hear, the meeting is being conducted in Dutch, and as usual it is being broadcast in the form of a webcast, in Dutch with a simultaneous translation into English. An audio recording will be made of the entire meeting for the purpose of drawing up the minutes. The minutes of this meeting will be posted on the ABN AMRO website no later than 27 September 2023 and will be available for comment for a period of three months. They will then be adopted in accordance with the articles of association, and signed by Ms Dorsman and myself. I note that the shareholders and depositary receipt holders have been given notice of the meeting in accordance with the statutory requirements and the articles of association, that the meeting can therefore pass valid resolutions, and that no resolutions have been proposed for this meeting by the shareholders or depositary receipt holders. We now turn as usual to a brief explanation of the meeting procedure. You have seen the agenda. There is one voting item and all shareholders and depositary receipt holders who have registered may ask questions during item 2 about the proposed appointment of Ms De Vries. I should mention that we did not receive any questions in advance. I now close item 1 on the agenda and move to item 2, the proposed appointment of Ms Femke de Vries as a member of the Supervisory Board.

2. Appointment of a new member to the Supervisory Board

Appointment of Femke de Vries as a member of the Supervisory Board:

(a) Announcement to the General Meeting of the proposed appointment to the Supervisory Board (discussion item)

(b) Explanation and motivation by Femke de Vries (discussion item)

(c) Appointment of Femke de Vries as a member of the Supervisory Board

Chair

The Supervisory Board has decided to nominate Femke de Vries as a member of the Supervisory Board. She has been nominated on the basis of her knowledge of and experience in the financial sector, in both an academic and a practical sense. She has demonstrable experience with and knowledge of not only the risk and compliance field, but also of culture, governance and sustainability. She has held various positions for more than fifteen years at the Dutch central bank (DNB) and the Dutch Authority for the Financial Markets (AFM), in which she has supervised various aspects of financial services. She was also the independent chair of the “Climate Commitment of the Dutch Financial Sector” initiative. Ms De Vries holds two university degrees, both of which she completed with distinction: Policy and Governance in International Organisations at the University of Groningen and Dutch Law at Erasmus University Rotterdam. She obtained her doctorate in 2005 for research into the use of administrative fines under the Dutch Customs Act. She fulfils the requirements in the profile of the Supervisory Board. For more information, please see Femke de Vries’s CV in the meeting documents for this Extraordinary General Meeting. If the outcome of the vote is positive, her appointment will become effective as of the end of this Extraordinary General Meeting, for a four-year term ending at the close of the annual General Meeting of ABN AMRO in 2027. Femke de Vries wishes to explain verbally her motivation for the appointment as a member of the Supervisory Board and I therefore give her the floor. Femke.

Ms De Vries

Thank you, Mr Chairman. Good afternoon. My name is Femke de Vries and I shall be happy to explain my candidacy and the motivation behind it, and also to tell you something about my background. I grew up in the north of the country, in the province of Drenthe, and after secondary school I studied Policy and Governance in International Organisations in Groningen and Grenoble, followed by Dutch Law at Erasmus University Rotterdam – the chair already mentioned this. I also obtained my doctorate at the Faculty of Law in Rotterdam, while working at the Ministry of Finance and the Dutch Tax and Customs Authority. I currently live near Utrecht with my husband, two daughters and one son. From a professional point of view, I think it is worth stating that I have worked in financial supervision for a long time; I have held various management roles at the Dutch central

bank (DNB), both in supervision and in staff positions. For instance, I was head of the compliance department and various departments in the legal affairs division. Among other things, I was divisional director of pension fund supervision and divisional director of the “Supervision Expertise Centre horizontal division” as it was called, which was set up after the financial crisis and in fact supervised all aspects of the financial sector, not only banking but also insurers and pension funds. After that, I spent some time as director and secretary and was responsible for the management of all internal operations, as well as for DNB’s internal risk management. After the crisis, I was responsible within DNB for redesigning supervision based on the lessons learned from that crisis, and among other things this supervision has led to more consideration being given to decision-making and behavioural patterns in organisations. The idea behind this is that by better understanding behaviour in organisations, we can recognise future problems earlier and take action sooner. In 2015, after over twelve years at DNB, I moved to the board of the Dutch Authority for the Financial Markets. Within the board, I was responsible for what is known as retail supervision, which means I was responsible for the supervision of the way in which financial institutions deal with clients in the broadest sense in the course of providing their services, as well as in areas such as product development. In that role, I talked with a great many financial institutions about what products and what services are in the interests of clients. Since 2018, I have worked as an adviser on behaviour, culture and risk management, and over the past five years I have advised many organisations, primarily in the financial sector, but also in other sectors, in the Netherlands and abroad, about how they can strengthen their risk management by gaining a better understanding of what causes behaviour in their organisation. The philosophy behind this is that setting up a good process does not guarantee a good outcome, and that in every organisation there are different fundamental causes of behaviour, which it is important to understand so that they can be managed effectively. I have also advised many executive and supervisory boards on their effectiveness and on strengthening decision-making. As regards my academic career, it may also be of interest to mention that I have been a professor by special appointment in Supervision at the University of Groningen since 2015. I teach on the Master’s degree there and publish regularly on supervision, and I also supervise doctoral students. Since 2021, I have also been a member of the Supervisory Board at BNG Bank and until today I was, as the chair has already mentioned, independent chair of the Climate Commitment of the Financial Sector. This is an initiative taken in 2019 by the Dutch financial sector in order to contribute to the objectives of the Paris Agreement and the Dutch Climate Agreement. Over the past few years, I have had various dealings with ABN AMRO and I have come to know the bank as a highly professional organisation with people who want to make a contribution to society, which is what I find particularly attractive about the bank. The bank’s purpose of “banking for better for generations to come” is inspirational to me and many other people here. As a member of the Supervisory Board, I will be pleased to contribute to that in the years to come, and I hope specifically to be able to contribute on the Board to the sustainability goals that the bank has set. There is no doubt that the financial sector has a huge role to fulfil in the energy transition and in this regard the bank has already drawn up an ambitious climate plan to be carried out over the

next few years. Of course, the continuing changes in society will also place demands on the bank's capacity for change in the years to come, and I look forward to putting my expertise in the field of behaviour and effective organisational change to good use as a member of ABN AMRO's Supervisory Board. Mr Chairman, I will leave it at that, and I am of course open to questions.

Chair

Thank you, Femke. You now have the opportunity to put questions to Ms De Vries. Are there any questions? Mr Spanjer has a question.

Mr Spanjer

Yes, Mr Chairman, otherwise the minutes would be so short, as the late Freddy Heineken once said. Ms De Vries, you are also on the board at Bank Nederlandse Gemeenten. Does that not cause a problem, as Bank Nederlandse Gemeenten is also a financial institution? This is a financial institution. Only, this is a listed financial institution, which has different governance to Bank Nederlandse Gemeenten. As I understand it, you are the chair of the Supervisory Board at Bank Nederlandse Gemeenten. Is there a conflict of interest there, or how will you manage it?

Ms De Vries

Thank you for your question. I'm not actually the chair of the Supervisory Board there, but I am a board member. An assessment of potential conflicts of interest has been carried out, and this assessment determined that there are no conflicts of interest. If any should unexpectedly arise in the future, it has been agreed that I would not participate in the decision-making on the specific topic where there might be a conflict of interest.

Mr Spanjer

At which bank? Here at this bank or at the other bank?

Ms De Vries

At both.

Chair

Perhaps I could just add, Mr Spanjer, that the Supervisory Board has naturally looked at this point very seriously to determine whether there was a permanent conflict of interest that would make this impossible. We are of the opinion that this is not the case. BNG provides loans to the public sector and that is definitely not one of ABN AMRO's core activities. Moreover, this stance is shared by the supervisors, who did not object to Ms De Vries retaining her Supervisory Board position at BNG. But we are obviously very keen to prevent any conflict of interest from existing. If one ever arises, we will take action immediately. Are there any more questions? I conclude that there are no questions. Thank you, Femke. As you will understand, because it's why you are here, this agenda item is a voting item. The opportunity for those attending this meeting to vote will close in a few

moments. For your information, ABN AMRO's issued capital consists of eight hundred and sixty-five million five hundred and seventy-five thousand three hundred and seventy-nine (865,575,379) ordinary shares, of which four hundred and thirty-three million six hundred and fifty-three thousand three hundred and one (433.653.301) are depositary receipts for ordinary shares. At this meeting, two thousand eight hundred and nine shareholders and depositary receipt holders are present in person or by proxy representing seven hundred and five million six hundred thousand two hundred and five (705,600,205) votes, which amounts to eighty-one point five two per cent (81.52%) of the total votes. The total number of shares and voting rights on the registration date changed before the registration date, as ABN AMRO has bought back some of the shares and depositary receipts in its own capital under the share buy-back programme. The shareholders and depositary receipt holders were informed of the total number of shares and voting rights on the registration date through the ABN AMRO website and the corporate broking portal. Before the meeting, the shareholders and the depositary receipt holders had the opportunity to exercise their voting rights by e-voting. These votes are included with the electronic votes cast at this meeting and reflected in the results of the vote at the end of it. I can now announce the result of the vote, which I shall do not in figures but in percentages. Ninety-nine point eight per cent (99.8%) of those entitled to vote voted for and nought point two per cent (0.2%) voted against. I hereby conclude that the agenda item is adopted and warmly welcome Femke to our Supervisory Board as a new supervisory director. We are delighted to have you join us and really look forward to working with you. Ladies and gentlemen, I now come to item 3 on the agenda, which is the closing of the meeting.

3. Closing

Chair

I will now close this meeting and thank everyone for their attendance and contribution. The meeting is closed. Thank you.