

Annual General Meeting ABN AMRO Bank N.V.

23 April 2025



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Opening and announcements

Agenda

1. Opening and announcements
2. Integrated annual report and corporate governance (voting item)
3. Reservation- and dividend policy, dividend proposal (voting item)
4. Discharge (voting item)
5. Report on the functioning of the external auditor and appointment of the external auditor for the sustainability statement (voting item)
6. Composition and collective profile of the Supervisory Board (voting item)
7. Composition of the Executive Board (discussion item)
8. Issuance of new shares by ABN AMRO and acquisition of (depository receipts for) shares by ABN AMRO (voting item)
9. Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO (voting item)
10. Any other business and closing

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Integrated annual report and corporate governance

2(a) Report of the Executive Board for 2024

Key developments 2024

The world around us

- Evolving geopolitical tensions influencing global markets
- Persistent inflationary pressures affecting economic stability
- Regulatory changes, including in response to climate change and sustainability
- Rising focus on digital security and data privacy

Results

- Good financial results
 - Growth in mortgage portfolio
 - Improved net interest income
 - Fee growth above ambition
 - Strict cost discipline
 - Solid credit quality
 - Strong capital position
 - Successful year on strategy execution
-

Good results for 2024

Development key financials

EUR bn	2024	2023
<i>Net interest income</i>	6.5	6.3
<i>Net fee and commission income</i>	1.9	1.8
Operating income	8.9	8.6
Operating expenses ¹⁾	5.5	5.2
Profit	2.4	2.7

Development key financial targets

	2024	2023	Targets 2026
Return on equity	10.1%	12.2%	9-10%
Cost income ratio	61.7%	60.7%	c.60%
Basel IV CET1 ratio	c.14%	c.15%	13.5%
Dividend pay-out	1.35 p.s.	1.51 p.s.	50%

1) Underlying operating expenses of EUR 5.3bn for 2024

Successful year on strategy execution



Customer experience

A personal bank in the digital age, for the resourceful and ambitious

- Acquisition of Hauck Aufhäuser Lampe (HAL) will create a leading private bank in Germany
- ‘Help with Banking’ advisers doubled to 200, supporting clients in day-to-day banking
- Successfully launched our new brand promise ‘For every new beginning’
- Improved Net Promotor Scores for all client units



Sustainability

Distinctive expertise in supporting clients’ transition to sustainability

- Additional targets for passenger cars, upstream and midstream oil & gas portfolios
- Implementation CSRD and ESRS including Double Materiality Assessment
- Sustainability efforts rewarded with return to S&P Global Dow Jones Sustainability Index Europe



Future proof bank

Enhance client service, compliance and efficiency

- Leading Dutch bank in cyber resilience, externally and independently assessed by cyber rating agencies
- Digital leader in the banking sector in the Netherlands, whereby we excel in digital product experience, digital marketing and digital customer contact ¹⁾
- First GenAI solutions for clients: Tikkie chatbot and ICS voicebot

Our purpose - Banking for better, for generations to come

1) Independent annual study by global management and technology consultancy BearingPoint

Progress on strategic targets

Customer experience (NPS) ¹⁾	2024	2023	Targets (2024)
Personal Banking	-8	-17	-14
Business Banking	-43	-46	-39
Wealth Management	25	12	13
Corporate Banking	15	0	8
Sustainability	2024	2023	Targets (2024)
Sustainability (acceleration) assets ²⁾	37%	34%	36%

1) Net Promotor Score: A measurement of customer satisfaction, based on how likely clients are to recommend the bank

2) ABN AMRO's internally defined metric to measure progress on sustainability as part of the value-creating topic of Responsible Investment & Financing. For the definition and methodology, please refer to the Definitions section in our IAR2024

Closing remarks CEO



2(b) Report of the Supervisory Board for 2024

2b. Report of the Supervisory Board for 2024



Please refer to the report of the Supervisory Board included on pages 176 through 186 of the Integrated Annual Report 2024.

2(c) Presentation of the Employees Council

2c. Presentation of the Employees Council

Ms Arlene Bosman

Chair Employees Council

ABN AMRO Bank N.V.

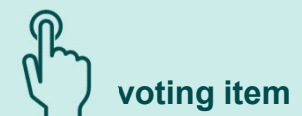


2(d) Corporate Governance

2d. Corporate Governance

Please refer to the Leadership & Governance section as included on pages 162 through 214 of the Integrated Annual Report 2024.

2(e) Remuneration Report for 2024



2e. Remuneration Report for 2024

- Participants can vote virtually throughout the meeting.
- The result of the vote will be announced at the end of the meeting.



2(f) External auditor's presentation and Q&A



ABN AMRO Bank N.V.
Audit Financial Statements 2024

Presentation for Annual General Meeting
23 April 2025



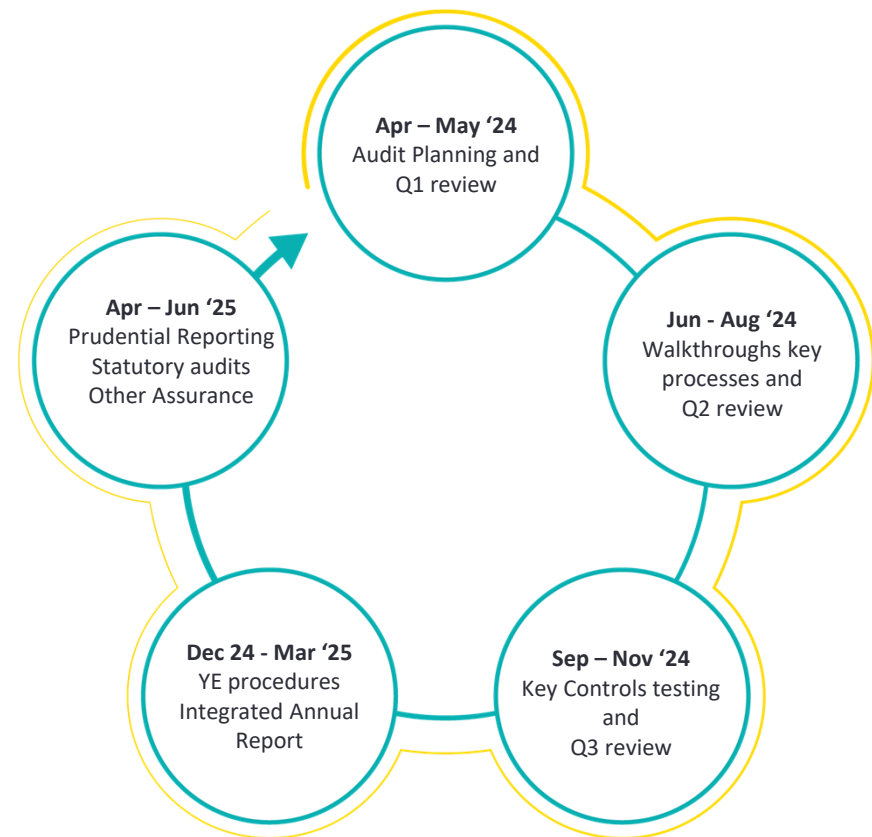
The better the question. The better the answer.
The better the world works.



**Shape the future
with confidence**

Scope and Timing

- ▶ **Integrated Annual Report:**
 - ▶ Annual Financial Statements
 - ▶ Executive Board Report
 - ▶ Sustainability Statements
 - ▶ Other information
- ▶ Quarterly reviews
- ▶ Prudential reporting (COREP/FINREP)
- ▶ Statutory audit subsidiaries
- ▶ Other assurance (related) engagements



Audit approach

Attention areas 2024

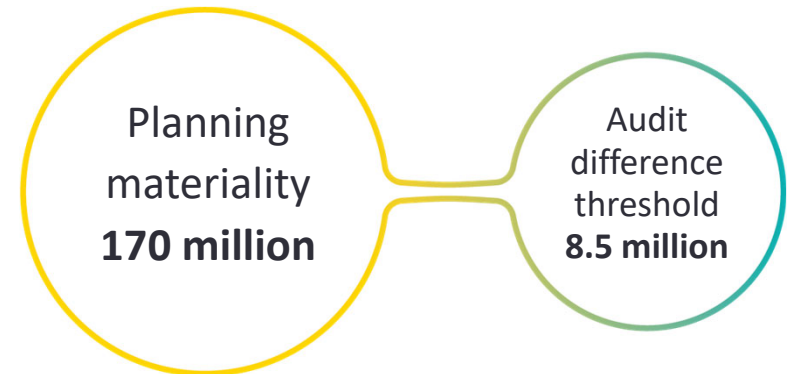
- ▶ Progress in the strategy execution of ABN AMRO
- ▶ External developments
- ▶ Regulatory remediation and legal developments
- ▶ IT environment and cyber crime
- ▶ Sustainability reporting

Key audit matters

- ▶ Estimation uncertainty:
 - ▶ Impairment allowances for loans and advances to customers
 - ▶ Provisions for compensation schemes, legal claims and compliance matters and contingent liabilities
- ▶ Reliability and continuity of IT environment

Materiality

- ▶ Basis for banking industry is the level of equity
- ▶ Benchmark is set at 0.7%, same as previous year
- ▶ Tolerable error: EUR 85 million



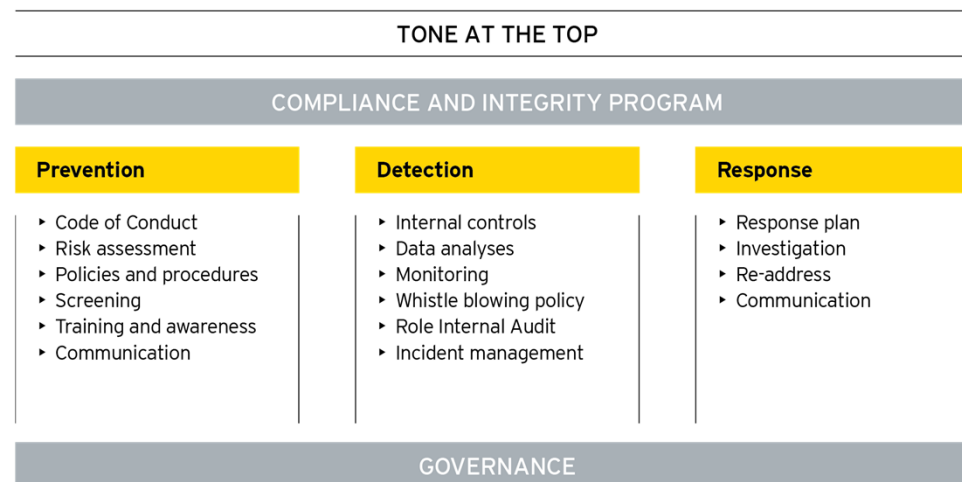
Risk of fraud and non-compliance

Risk of fraud

- ▶ Assessment of ABN AMRO’s overall risk framework for fraud, bribery and corruption
- ▶ Frequent meetings with compliance, legal, security affairs, operational risk and internal audit functions of ABN AMRO
- ▶ Test of design of (fraud) incident identification and remediation procedures
- ▶ Review accounting estimates for management bias/override and run data analytic procedures on manual journal entries and procurement process
- ▶ Involvement from own forensic specialists

Risk of non-compliance with law and regulations

- ▶ Review of ABN AMRO’s SIRA documents
- ▶ Focus on regulatory inspections and investigations and follow up on remediation/recovery programs
- ▶ Test of design on anti-money laundering (KYC, TM) and sanction processes
- ▶ Review of whistle blower reports, reports from risk and compliance departments and correspondence with regulators
- ▶ Involvement from own legal specialists



Sustainability Information

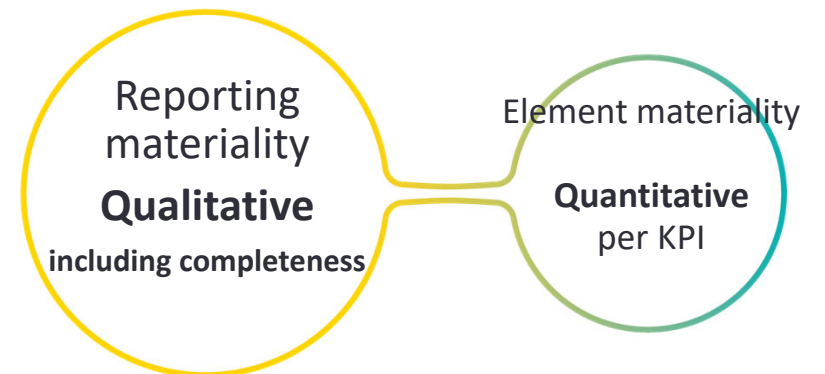
Two limited assurance reports:

1. Sustainability Statement (**CSRD**) in the Integrated Annual Report (IAR), prepared in accordance with the European Sustainability Reporting Standard as adopted by the European Commission (**including EU Taxonomy**)
2. Specific topics as included in the chapter 'Strategy, value creation & performance', prepared under the principles of the **Integrated Reporting <IR> framework**

Attention areas 2024

- ▶ Double Materiality Assessment
- ▶ Estimations & uncertainties in metrics & targets
- ▶ Climate strategy and transition plans
- ▶ Climate & Environmental Risks
- ▶ EU Taxonomy reporting
- ▶ CSRD and <IR> framework compliance incl. balanced reporting

Materiality – 2 levels:



Conclusion and other remarks

Conclusion

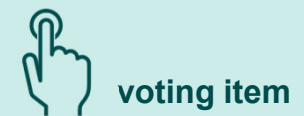
- ▶ Unqualified audit opinion 2024 on the Annual Financial Statements
- ▶ Limited assurance conclusions:
 - ▶ Sustainability Statement: unqualified conclusion with 2 standard emphasis of matter sections:
 - ▶ Uncertainties related to estimations (e.g. financed emissions, climate targets etc)
 - ▶ DMA process considering key judgments and thresholds applied
 - ▶ <IR> framework: unqualified conclusion
- ▶ Other information included in the integrated annual report
 - ▶ Complies with the law, corporate governance code and is consistent with the financial statements

Other remarks

- ▶ Communication: Management letter on internal control observations; quarterly reporting and long form report; independence communication
- ▶ Prudential reporting, statutory audit subsidiaries and other assurance (related) engagements
- ▶ Transparent communication and good cooperation

2(g)

Adoption of the audited 2024
Annual Financial Statements

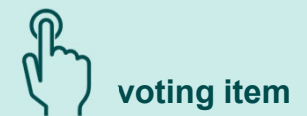


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Reservation- and dividend policy, dividend proposal

3(a) Reservation- and dividend policy

3(b) Dividend proposal



3b. Dividend proposal

It is proposed to adopt a dividend of EUR 1.35 per share over the financial year 2024, which implies a final dividend of EUR 0.75 per share.



4 Discharge

4(a)

Discharge of each member of the Executive Board in office during the financial year 2024 for the performance of his or her duties during 2024



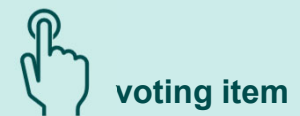
voting item



ABN·AMRO

4(b)

Discharge of each member of the Supervisory Board in office during the financial year 2024 for the performance of his or her duties during 2024



5

Report on the functioning of the external auditor and appointment of the external auditor for the sustainability statement

5(a) Report on the functioning of the external auditor

AGM 2025: Evaluation of the performance of the external auditor

Approach

On an annual basis the performance of the external auditor is evaluated by the Supervisory Board of ABN AMRO. The evaluation includes an internal survey. The survey had a good response rate of 52 participants, including various Supervisory Board and Executive Board members as well as relevant senior executives in Finance, Risk and Internal Audit and across the Business lines. The survey provides a good indication of management's assessment.

Outcome 2024 evaluation

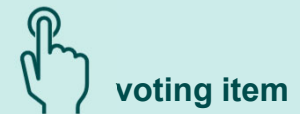
The overall score is almost equal to last year's evaluation and represents a Satisfactory score.

The survey resulted in a score of 3.7, compared to 3.8 in 2023 (on a 5-point scale).

- As in previous years, strong results are noted amongst respondents around independence and objectivity, knowledge and competence. Also, financial reporting risks and audit procedures to identify significant risks of material misstatement continue to score satisfactory.
- Compared to last year, the exchange of information in the execution of the audit was perceived more efficient and effective. Also, improvements are observed in the area of non-financial information, such as strategic developments, culture and behaviour, governance and sustainability.
- Opportunity to improve in terms of effectiveness, efficiency and the relevance of information exchange are observed regarding:
 - the quality of the management letter and the timely discussion of findings, and the translation of observations into concrete actions; and visibility of innovation in the audit approach.
- All other topics mentioned in the survey resulted in a score around the average survey score of 3.7.

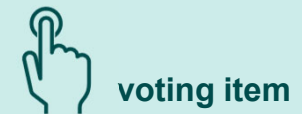
5(b)

Appointment of EY as the auditor to assure
ABN AMRO's sustainability reporting for
the financial year 2025



5(c)

Appointment of PWC as the auditor to
assure ABN AMRO's sustainability
reporting for the financial years 2026,
2027 and 2028



6

Composition and collective profile of the Supervisory Board

6(a) Collective profile Supervisory Board

6(b)

Notification of the vacancy on the
Supervisory Board

6(c)

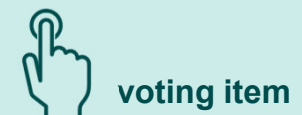
Opportunity for the General Meeting to
make recommendations,
with due regard to the profile

6(d)

Opportunity for the Employees Council to explain the position statement

6(e)

Re-appointment of Mariken Tannemaat as
a member of the Supervisory Board



6(e) Re-appointment of Mariken Tannemaat as a member of the Supervisory Board

The Supervisory Board has nominated Mariken Tannemaat for re-appointment as a member of the Supervisory Board. Mariken Tannemaat was first appointed to the Supervisory Board on 15 December 2020.

The Supervisory Board proposes to the General Meeting to re-appoint Mariken Tannemaat as a member of the Supervisory Board, for a period of 4 years, effective as of the close of the General Meeting and ending at the close of ABN AMRO's annual general meeting in 2029, in accordance with the Articles of Association.



7

Composition of the Executive Board

7

Notification of the intended appointment of Marguerite Bérard as member of the Executive Board with the title Chief Executive Officer (CEO)

7 Introduction of Marguerite Bérard as a member of the Executive Board with the title Chief Executive Officer (CEO)

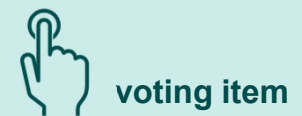


Ms Marguerite Bérard
New member of the
Executive Board and CEO
ABN AMRO Bank N.V.

8

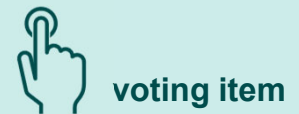
Issuance of new shares by ABN AMRO
and acquisition of (depository receipts
for) shares by ABN AMRO

8(a) Authorisation to issue shares and/or grant rights to subscribe for shares



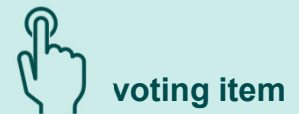
8(b)

Authorisation to limit or exclude pre-emptive rights



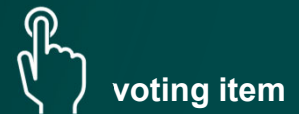
8(c)

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



9

Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO



voting item



10

Any other business and closing

Voting Results

	For	%	Against	%	Abstain
2.(e) Remuneration Report for 2024	625,267,278	99.73%	1,668,362	0.27%	36,824,133
2.(g) Adoption of the audited 2024 Annual Financial Statements	663,244,082	100.00%	818	0.00%	514,868
3.(b) Dividend proposal	663,702,338	100.00%	500	0.00%	56,935
4.(a) Discharge of each member of the Executive Board in office during the financial year 2024 for the performance of his or her duties during 2024	623,208,105	99.65%	2,218,931	0.35%	38,332,737

Voting Results

	For	%	Against	%	Abstain
4.(b) Discharge of each member of the Supervisory Board in office during the financial year 2024 for the performance of his or her duties during 2024	623,207,823	99.65%	2,218,931	0.35%	38,333,019
5.(b) Appointment of Ernst & Young Accountants LLP as the auditor to assure ABN AMRO's sustainability reporting for the financial year 2025	663,227,255	100.00%	26,169	0.00%	504,349
5.(c) Appointment of PricewaterhouseCoopers Accountants N.V. as the auditor to assure ABN AMRO's sustainability reporting for the financial years 2026, 2027 and 2028	663,664,779	100.00%	26,410	0.00%	68,584
6.(e) Re-appointment of Mariken Tannemaat as a member of the Supervisory Board	662,645,546	99.96%	268,855	0.04%	845,372

Voting Results

	For	%	Against	%	Abstain
8.(a) Authorisation to issue shares and/or grant rights to subscribe for shares	663,411,587	99.96%	290,646	0.04%	57,540
8.(b) Authorisation to limit or exclude pre-emptive rights	625,609,377	94.26%	38,090,766	5.74%	59,630
8.(c) Authorisation to acquire (depository receipts for) shares in ABN AMRO's own capital	663,406,057	99.98%	140,106	0.02%	213,610
9 Cancellation of (depository receipts for) shares in the issued share capital of ABN AMRO	662,287,129	99.99%	54,645	0.01%	1,417,889