

Convening notice

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

Convening notice for an Extraordinary General Meeting of ABN AMRO Bank N.V.

To the shareholders and holders of depositary receipts for shares in the capital of ABN AMRO Bank N.V.

ABN AMRO Bank N.V. (**ABN AMRO**) invites its shareholders and depositary receipt holders for its extraordinary general meeting to be held on **17 February 2022 at 12:00 hours (CET)** at the head office of ABN AMRO Bank at Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (the **Extraordinary General Meeting**).

ABN AMRO hereby convenes a fully virtual Extraordinary General Meeting in accordance with the temporary law regarding Covid-19. This means that no visitors, shareholders or depositary receipt holders can attend the Extraordinary General Meeting in person but can only participate virtually. Shareholders and depositary receipt holders have the opportunity to ask questions (i) prior to the meeting by submitting questions up to 72 hours before the meeting and (ii) during the meeting (for more information, see chapter "Additional information").

The temporary law relating to Covid-19 currently allows the meeting to be held entirely virtually. It is expected that this will still be possible on the day of the Extraordinary General Meeting. Only in the event that the temporary law with regard to Covid-19 no longer allows fully virtual meetings on the day of the General Meeting, ABN AMRO will notify the shareholders and depositary receipts holders as soon as possible via its website that the General Meeting will be held in hybrid form instead of entirely virtually. If the relevant legislation has been extended to at least the day of the Extraordinary General Meeting, ABN AMRO will also state this on its website.

The General Meeting can be followed live on a video webcast at www.abnamro.com/generalmeeting. The meeting documents are available on this website as well.

Agenda	3
---------------	----------

Explanatory notes to the agenda items	4
--	----------

Additional information	5
-------------------------------	----------

Agenda

1. OPENING AND ANNOUNCEMENTS

2. COMPOSITION OF THE EXECUTIVE BOARD

Introduction of Annerie Vreugdenhil as a proposed member of the Executive Board with the title Chief Commercial Officer Personal & Business Banking (**CCO Personal & Business Banking**) (discussion item)

3. CLOSE OF THE MEETING

Explanatory notes

Agenda item 1

Opening and announcements

Agenda item 2

Introduction of Annerie Vreugdenhil as a proposed member of the Executive Board (CCO Personal & Business Banking)

On 18 November 2021, the Supervisory Board announced its intention to appoint Annerie Vreugdenhil as a new member of the Executive Board and as Chief Commercial Officer Personal & Business Banking.

The proposed appointment is subject to the approval of the European Central Bank (**ECB**). Once the ECB's approval for the appointment has been obtained, the Supervisory Board will appoint Annerie Vreugdenhil as soon as possible after this meeting for a period of four (4) years. In accordance with Article 7.2.2 of the Articles of Association, Annerie Vreugdenhil's term of appointment will expire at the end of the Annual General Meeting in 2026.

Annerie Vreugdenhil (1963, nationality: Dutch) is a highly experienced banker with a strong client focus. She is also capable of taking activities to a next level in a changing environment. She has a proven track record in various management roles that in nature range from very strategic to highly operational and innovative. Therein she has obtained a deep understanding of and insight in banking and the workings of financial markets. She can be characterised as an empathic leader with a clear vision.

For more information, please refer to Annerie Vreugdenhil's resume, which has been included as a meeting document for this meeting. The key elements of Annerie Vreugdenhil's service agreement have been published on the ABN AMRO website (www.abnamro.com/remuneration).

The Employees Council has advised positively on the proposed appointment of Annerie Vreugdenhil. The Supervisory Board hereby notifies the Extraordinary General Meeting of the intended appointment of Annerie Vreugdenhil in accordance with article 2:162 of the DCC.

Agenda item 3

Close of the Extraordinary General Meeting

Additional information

Meeting documents

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

1. this convening notice for this meeting, including the agenda and explanatory notes;
2. the resume of Annerie Vreugdenhil;
3. the main elements of the service agreement with Annerie Vreugdenhil;
4. ABN AMRO's terms for a virtual general meeting, which apply in the event of a completely virtual general meeting;
5. ABN AMRO's terms for a hybrid general meeting, which apply in the event of a hybrid general meeting.

As of the date of this convening notice, these documents are available on our website. If you would like to receive a copy by email, please send an email to: generalmeeting@nl.abnamro.com. A copy of these documents can also be obtained (free of charge) at our office (see address below),

Registration

Any person who, on 20 January 2022 at 17:30 hours (CET), after all book-entry settlements of that day (the **Registration Date**) have been processed, has been registered in accordance with the procedure described below in one of the registers designated for this purpose by the Executive Board and who has applied in the manner described below to attend the Extraordinary General Meeting, is entitled to attend the meeting.

The registers showing those entitled to shares or to depositary receipts on the Registration Date are:

- 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*).

Registration for admission

Shareholders or depositary receipt holders who wish to attend the meeting (through virtual attendance or represented by a third party) are required to notify ABN AMRO (Corporate Broking & Issuer Services) at www.abnamro.com/evoting or through their intermediary in the manner described below.

Registration can take place from 21 January 2022 up to and including 10 February 2022, at 17:30 hours (CET). A shareholder or depositary receipt holder who wishes to attend the meeting is also requested to provide their valid email address, securities account number and mobile phone number for authentication purposes. Each person is requested to provide all necessary information.

On 11 February 2022 at 13:30 hours (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 at www.abnamro.com/intermediary to the effect that the number of depositary receipts that have been registered for exercise of the rights of attendance of the Extraordinary General Meeting in accordance with the above are listed in the name of the holder in its records on the Registration Date. In addition, the intermediary is requested to include the full address details of the relevant ultimate beneficial owner in order to enable ABN AMRO (Corporate Broking & Issuer Services) to efficiently verify their interest on the Registration Date.

Proof of registration and identification

The requirements for the identification of the shareholders and depositary receipt holders who attend the Extraordinary General Meeting are explained below at A. (virtual attendance) and B. (attendance by proxy).

Attendance of the virtual meeting

Shareholders and depositary receipt holders can attend the Extraordinary General Meeting in one of the following two ways:

- A. virtual attendance;
- B. attendance by proxy.

Shareholders and depositary receipt holders who wish to attend the Extraordinary General Meeting virtually through the online platform can log in at www.abnamro.com/evoting using their user account and password. Further instructions for logging in and creating a new user account and password can be found at www.abnamro.com/evoting. As usual, the meeting will be broadcast via webcast at www.abnamro.com/shareholdermeeting.

A. Virtual attendance

ABN AMRO only offers its shareholders and depositary receipt holders the possibility to attend the Extraordinary General Meeting virtually via the online platform. Shareholders and depositary receipt holders can login at www.abnamro.com/evoting with their user account and password or they can create their own user account and password via the same link. Further instructions for logging in or creating a new user account and password can be found at www.abnamro.com/evoting. As usual, the meeting can be followed via webcast at www.abnamro.com/generalmeeting.

Shareholders and holders of depositary receipts can follow the meeting on their smartphone, tablet, laptop or PC, and ask questions electronically via the online platform at www.abnamro.com/evoting. This applies only to the extent that the intermediary of the shareholder or depositary receipt holder enables online participation.

Shareholders and depositary receipt holders who have applied to attend the Extraordinary General Meeting virtually will receive a confirmation e-mail containing a unique link. This unique link will allow them to login to the online platform of the Extraordinary General Meeting through a two-step verification process (with SMS verification). Shareholders and depositary receipt holders can log in on the online platform from 17 February 2022 at 10:30 hours (CET) until the start of the Extraordinary General Meeting at 12:00 hours (CET). Shareholders or holders of depositary receipts who have not logged in via the online platform before the start of the Extraordinary General Meeting will not be able to ask questions and will only be able to follow the meeting via the webcast.

ABN AMRO's terms and conditions for a virtual general meeting apply to shareholders and depositary receipt holders who wish to participate in the Extraordinary General Meeting via the online platform. These conditions and an overview of the devices compatible for access to the online platform of the Extraordinary General Meeting are available at www.abnamro.com/generalmeeting. To ensure that your device is compatible, we recommend that you verify this before deciding whether you intend to attend the Extraordinary General Meeting virtually. It is also recommended that you log in to the online platform at least 15 minutes before the scheduled starting time of the Extraordinary General Meeting. 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 hybrid general meetings).

B. Attendance by proxy

A shareholder or Depositary Receipt holder, who wishes to authorise a third party, to attend the Extraordinary General Meeting on his or her behalf, shall state that party's details in the abovementioned registration using the form available via www.abnamro.com/shareholdermeeting. The authorised third party is required to bring the signed proof of registration as admission ticket to the Extraordinary General Meeting.

Questions for the Extraordinary General Meeting

All shareholders and depositary receipt holders who are registered may submit questions in advance of the meeting by sending an e-mail to generalmeeting@nl.abnamro.com no later than 14 February 2022, 12:00 hours (CET).

Shareholders and depositary receipt holders who have submitted questions electronically by said date and wish to ask follow-up questions live during the General Meeting can send a request thereto no later than 14 February 2022, 12:00 hours (CET) to the following address: generalmeeting@nl.abnamro.com. These participants will receive a link for a live connection and the moderator will give them the opportunity to ask follow up questions on that same topic, unless this is not reasonably possible. The chairman of the General Meeting may at his sole discretion amend this procedure on behalf of an orderly meeting.

All shareholders and depositary receipt holders who are registered and attend the Extraordinary General Meeting virtually via the online platform at www.abnamro.com/evoting will have the opportunity to ask questions about items on the agenda via the live chat during the Extraordinary General Meeting.

The chairman of the Extraordinary General Meeting is responsible for the orderly and efficient conduct of the meeting. To ensure such order, he may amongst others limit the number of questions at the meeting.

For more information, please refer to ABN AMRO's terms, manual and FAQs for a general meeting. These documents can be consulted at www.abnamro.com/generalmeeting, or can be obtained from Investor Relations at generalmeeting@nl.abnamro.com.

Hybrid Meeting

Only in case the temporary law with regard to Covid-19 no longer allows fully virtual meetings on the day of the Extraordinary General Meeting, ABN AMRO hereby convenes the Extraordinary General Meeting in hybrid form. This means that in that case, and only in that case, the shareholders and holders of depositary receipts will also have the opportunity to attend the Extraordinary General Meeting in person at the head office of ABN AMRO (Gustav Mahlerlaan 10, 1082 PP Amsterdam). Attending the meeting from one's own home or office with a smartphone, laptop, computer or tablet will remain possible without prejudice. ABN

AMRO will notify the shareholders and depositary receipt holders via www.abnamro.com/generalmeeting if the Extraordinary General Meeting will be held in a hybrid form. ABN AMRO's conditions for a hybrid general meeting apply to such a meeting.

ABN AMRO's terms for a hybrid general meeting apply in the event of such a meeting. ABN AMRO stresses the importance of the health guidelines drawn up by the Dutch government to minimise the spread of Covid-19. Therefore, ABN AMRO strongly urges shareholders and depositary receipt holders not to attend the General Meeting in person also in such case.

The provisions above relating to the 'Registration date' will apply without prejudice in the event that the General Meeting is held in hybrid form. The provisions above under 'Registration' and 'Attendance of the virtual meeting' will apply without prejudice to the right of shareholders and holders of depositary receipts to attend the General Meeting in person. Anyone who wishes to be physically present at the General Meeting should, in addition to registering for the meeting as described above, send an email to corporate.secretariat@nl.abnamro.com. This email can be sent until 12 February 2022 at 17:30 hours (CET) at the latest.

Miscellaneous

Issued share capital and number of votes

At the date of the Convening Notice for the Extraordinary General Meeting, the total capital issued by ABN AMRO consists of 940,000,001 ordinary shares, and as many voting rights.

Webcast

The Extraordinary General Meeting can be followed live in Dutch and in English via video webcast on 17 February 2022 at www.abnamro.com/generalmeeting.

Contact details

ABN AMRO Bank N.V.

Gustav Mahlerlaan 10
1082 PP Amsterdam
generalmeeting@nl.abnamro.com

PO. Box 283
1000 EA AMSTERDAM

Corporate Broking & Issuer Services
HQ 7212
Gustav Mahlerlaan 10
1082 PP Amsterdam
corporate.broking@nl.abnamro.com or
ava@nl.abnamro.com

Postbus 283
1000 EA AMSTERDAM