

# Convocation

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, 29 June 2023 at 12:15 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 Extraordinary General Meeting in person or you can exercise your voting rights by providing an electronic proxy or a proxy in writing. For further information and instructions please refer to the section 'Additional information' on page 8. This Extraordinary General Meeting will be held in person. This is a different format compared to previous general meetings that were held in a hybrid manner, with the option to also attend the meeting virtually. During this Extraordinary General Meeting, it is not possible to attend the meeting virtually.

Shareholders and depositary receipt holders are invited to the Extraordinary General Meeting to vote on the appointment of Femke de Vries, 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) and a recording will be available for viewing after the meeting. The meeting documents are available on this website as well.

18 May 2023

# Agenda

## 1. OPENING

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

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

- (a) Announcement to the General Meeting of the Supervisory Board's nomination for appointment (**discussion item**)
- (b) Explanation and motivation by Femke de Vries (**discussion item**)
- (c) Appointment of Femke de Vries 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) Announcement to the General Meeting of the Supervisory Board's nomination for appointment (discussion item)**

The Supervisory Board notified in the general meeting of shareholders of 19 April 2023 (the General Meeting) that there was a vacancy on the Supervisory Board with specific expertise on the themes culture, governance, sustainability, climate & environmental risks and large transformations.

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

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

The Supervisory Board decided to nominate Femke de Vries (born on 20 September 1972 in Wormer, the Netherlands; Dutch nationality) for appointment as a member of the Supervisory Board. It is proposed that the appointment will be in force after the closure of this Extraordinary General Meeting; the term of appointment will end at the closure of the annual general meeting in 2027.

Femke de Vries meets the profile requirements of the Supervisory Board and is nominated for appointment particularly in view of her significant relevant knowledge and experience in the financial sector, both in science and practice. She has proven experience and knowledge in the risk and compliance domain, as well as culture, governance and sustainability. Over 15 years she has held various senior roles at the Dutch Central Bank (DNB) and the Dutch Authority for Financial Markets (AFM), supervising all areas of the financial services spectrum. She has also obtained experience as independent chair of the initiative "Climate Commitment Financial Services Sector".

Femke de Vries completed two university studies, both of which she completed cum laude: policy and governance in international organisations at the University of Groningen and Dutch Law at Erasmus University Rotterdam. In 2005, she obtained her doctorate for research on the use of administrative sanctioning instruments in the Dutch Customs Act (*Douanewet*).

De Vries began her career at the Dutch tax authorities, the Ministry of Finance and the Ministry of Justice. From 2003, she joined DNB, initially as supervisor and then as divisional director of Supervision Expertise Centres. From 2015, she was secretary-director and responsible for monitoring DNB's internal governance and culture change. On 1 October 2015, she was appointed as board member of the AFM by the Minister of Finance on the recommendation of the AFM's supervisory board, where she served until January 2018. From 1 January 2018, she joined strategic and organisational consultancy firm &samhoud, where she advised various financial institutions in the field of risk management and behaviour and was managing partner until December 2022.

Next to her consulting activities, Femke de Vries is an extraordinary professor at the University of Groningen in the field of supervision. Further Femke is a member of the BNG Bank N.V.'s Supervisory Board since April 2021.

Femke de Vries fulfils the provisions relating to the limitation on the number of supervisory directorships, as provided by Dutch law. After the appointment of Femke de Vries, 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 be met.

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

- Holding of shares and depositary receipts in ABN AMRO (date 18 May 2023): Femke de Vries has no shares or depositary receipts for shares in the share capital of ABN AMRO.
- Remuneration: Femke de Vries will as member of the Supervisory Board, 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](http://www.abnamro.com/remuneration).
- Independence: Femke de Vries is independent as required by best practice provision 2.1.8 of the Dutch Corporate Governance Code 2022.
- Other current positions:
  - Board member private consultancy firm Ms De Vries.
  - Member of the Supervisory Board of BNG Bank N.V.
  - Extraordinary professor University of Groningen.
  - Independent Chair of the initiative "Climate Commitment Financial Services Sector". She will cease her activities as independent chair of the initiative "Climate Commitment Financial Services Sector" before accepting her position with ABN AMRO.
  - Chair of the advisory board of the Authority for Nuclear Safety and Radiation Protection.
  - Member of the advisory board on the risk analysis methodology to the Human Environment and Transport Inspectorate.
  - Regular author of expert contribution Dutch financial daily gazette (*Financieele Dagblad*).

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 approval of the European Central Bank for the appointment has been obtained.

For more information, please refer to Femke de Vries' résumé which is included among the meeting documents for this Extraordinary General Meeting.

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

Under this agenda item, Femke de Vries will briefly introduce herself to the Extraordinary General Meeting before the voting on her appointment takes place.

**(c) Appointment of Femke de Vries 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 Femke de Vries 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 annual general meeting of ABN AMRO in 2027.

**Agenda item 3**

**Closing**

# Additional information

## Meeting documents

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

- this convening notice for the Extraordinary General Meeting, including agenda and explanatory notes;
- the collective profile of the Supervisory Board as well as the individual profile for the proposed appointment;
- the résumé of Femke de Vries;
- 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 on one or more items at the Extraordinary General Meeting.

## Record date

The record date for this Extraordinary General Meeting is **1 June 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 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*).

Shareholders and depository receipt holders can register for the Extraordinary General Meeting.

## Registration for attendance

Registration is open from 2 June 2023 up to and including 22 June 2023, 17:30 (CET). Every shareholder and depositary receipt holder who wishes to attend and/or exercise his or her voting rights at the Extraordinary General Meeting is required to register with ABN AMRO (Corporate Broking & Issuer Services) at [www.abnamro.com/evoting](https://www.abnamro.com/evoting) or through its intermediary, and choose one of the following options for attendance and/or voting:

1. in person at ABN AMRO's head office (Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands);
2. by giving voting instructions via electronic or written proxy.

On 23 June 2023 at 17:30 CET at the latest, the intermediary in whose records the depositary receipts holders are registered must provide ABN AMRO (Corporate Broking & Issuer Services) with a statement via [www.abnamro.com/intermediary](https://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, 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 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 12:00 (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 and the instruction to 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.

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 provided with a free exit ticket. You need not notify 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 time may submit his or her electronic voting instruction or voting form via [www.abnamro.com/evoting](https://www.abnamro.com/evoting) or via [www.abnamro.com/generalmeeting](https://www.abnamro.com/generalmeeting) to the civil-law notary (Bart Jan Kuck of Zuidbroek Notarissen or his deputy) or STAK AAB from 2 June 2023 up to and

including 22 June 2023, 17:30 to vote on his or her behalf. The voting form needs to be received at the latest by 22 June 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 22 June 2023, 17:30 (CET).

### **Questions before and during the Extraordinary 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 Extraordinary General Meeting where possible, but no later than three days prior to the Extraordinary General Meeting. These questions can be sent to by email to: [generalmeeting@nl.abnamro.com](mailto:generalmeeting@nl.abnamro.com). ABN AMRO will answer these questions during the Extraordinary General Meeting, in addition to any questions received from the floor.

### **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 **XX** ordinary shares, of which **XX** ordinary shares with voting rights.

### **Webcast**

The entire Extraordinary General Meeting can be followed live in Dutch and in English via video webcast on 29 June 2023 at [www.abnamro.com/generalmeeting](http://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.

## Contact details

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