Convening notice

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

Convening notice for the 2026 Annual General Meeting of ABN AMRO Bank N.V.

Attendance

ABN AMRO Bank N.V. (**ABN AMRO**) invites its shareholders and depositary receipt holders for its annual general meeting (**General Meeting**), to be held on Wednesday 22 April 2026 at 14:00 CET at ABN AMRO's head office, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

This 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 meeting, or you can exercise your voting rights by providing an electronic or written proxy with voting instructions in advance.

Should you wish to ask questions on any agenda item, these can be submitted in advance. ABN AMRO will address these questions, including any follow-up questions raised at the General Meeting. If you have registered to attend and vote during the meeting, you can also ask questions during the meeting. For further information and instructions please refer to 'Additional information' on page 16.

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

Agenda

1. OPENING AND ANNOUNCEMENTS

2. ANNUAL REPORT AND CORPORATE GOVERNANCE

(a) Report of the Executive Board for 2025 (**discussion item**)
(b) Report of the Supervisory Board for 2025 (**discussion item**)
(c) Presentation of the Employee Council (**discussion item**)
(d) Corporate Governance (**discussion item**)
(e) Remuneration Report for 2025 (**advisory voting item**)
(f) External auditor's presentation and Q&A (**discussion item**)
(g) Adoption of the audited 2025 Annual Financial Statements (**voting item**)

3. RESERVATION AND DIVIDEND POLICY, DIVIDEND PROPOSAL

(a) Reservation and dividend policy (**discussion item**)
(b) Dividend proposal (**voting item**)

4. DISCHARGE

(a) Discharge of each member of the Executive Board in office during the financial year 2025 for the performance of his or her duties during 2025 (**voting item**)
(b) Discharge of each member of the Supervisory Board in office during the financial year 2025 for the performance of his or her duties during 2025 (**voting item**)

5. REPORT ON THE FUNCTIONING OF THE EXTERNAL AUDITOR

Report on the functioning of the external auditor (**discussion item**)

6. COMPOSITION OF THE SUPERVISORY BOARD

(a) Notification of vacancies on the Supervisory Board (**discussion item**)
(b) Opportunity for the General Meeting to make recommendations, with due regard to the profiles (**discussion item**)
(c) Opportunity for the Employee Council to explain its position statements (**discussion item**)
(d) Reappointment of Sarah Russell as member of the Supervisory Board (**voting item**)
(e) Appointment of Jean-Pierre Mustier as member of the Supervisory Board (**voting item**)

7. COMPOSITION OF THE EXECUTIVE BOARD

(a) Notification of the intended reappointment of Dan Dorner as member of the Executive Board with the title Chief Commercial Officer Corporate Banking (**discussion item**)
(b) Notification of the intended reappointment of Choy van der Hooft-Cheong as member of the Executive Board with the title Chief Commercial Officer Wealth Management (**discussion item**)
(c) Notification of the intended reappointment of Annerie Vreugdenhil as member of the Executive Board with the title Chief Commercial Officer Personal & Business Banking (**discussion item**)

8. CROSS-BORDER MERGER ABN AMRO AND HAUCK AUFHÄUSER LAMPE PRIVATBANK AG

Adopting a resolution in accordance with Article 2:333K paragraph 12 of the Dutch Civil Code to apply the reference provisions of Article 1:31 paragraphs 2 and 3 of the Dutch Law on the role of employees within European legal entities (*Wet rol werknemers bij Europese rechtspersonen*) instead of initiating negotiations with a special negotiating body (**voting item**)

9. ISSUANCE OF NEW SHARES BY ABN AMRO AND ACQUISITION OF (DEPOSITARY RECEIPTS FOR) SHARES BY ABN AMRO

(a) Authorisation to issue shares and/or grant rights to subscribe for shares (**voting item**)

(b) Authorisation to limit or exclude pre-emptive rights (**voting item**)

(c) Authorisation to acquire (depositary receipts for) shares in ABN AMRO's own capital (**voting item**)

10. CANCELLATION OF (DEPOSITARY RECEIPTS FOR) SHARES IN THE ISSUED SHARE CAPITAL OF ABN AMRO (voting item)

11. ANY OTHER BUSINESS AND CLOSING

Explanatory notes to the agenda

Agenda item 2

Annual report and corporate governance

Agenda item 2(a)
Report of the Executive Board for 2025 (discussion item)
Please refer to the 2025 Annual Report of ABN AMRO for the financial year ending on 31 December 2025 (**2025 Annual Report**).

Agenda item 2(b)
Report of the Supervisory Board for 2025 (discussion item)
Please refer to the 'Report of the Supervisory Board' included on pages 176 to 186 of the 2025 Annual Report.

Agenda item 2(c)
Presentation of the Employee Council (discussion item)
In accordance with the covenant between the Employee Council and ABN AMRO the Chair of the Employee Council is given the opportunity to address the General Meeting and provide a position statement on the state of affairs at ABN AMRO.

Agenda item 2(d)
Corporate Governance (discussion item)
Please refer to the 'Leadership & governance' section as included on pages 162 to 214 of the 2025 Annual Report. Furthermore, the application of the 2025 Corporate Governance Code will be discussed.

Agenda item 2(e)
Remuneration report for 2025 (advisory voting item)
The remuneration report for 2025 will be discussed and submitted to the General Meeting for an advisory vote. Reference is made to the remuneration report 2025 on the corporate website www.abnamro.com/remuneration, which is also included in the 2025 Annual Report from page 191 through 206. ABN AMRO will explain in its 2025 remuneration report how it has acted on the advice of the General Meeting.

The advice of the General Meeting is non-binding.

Agenda item 2(f)
External auditor's presentation and Q&A (discussion item)
As ABN AMRO's external auditor for the annual financial statements as included on pages 489 through 503 of the 2025 Annual Report (**2025 Annual Financial Statements**), Ernst & Young Accountants B.V.

will present the highlights and key issues that follow from their audit and will answer questions of the General Meeting relating to the audit.

Agenda item 2(g)
Adoption of the audited 2025 Annual Financial Statements (voting item)
It is proposed that the audited 2025 Annual Financial Statements will be adopted.

Agenda item 3

Reservation and dividend policy; dividend proposal

Please refer to pages 124 through 131 of the 2025 Annual Report.

Agenda item 3(a)
Reservation and dividend policy (discussion item)
In the dividend policy and capital framework, ABN AMRO's dividend pay-out ratio is set at 50% of reported net profit attributable to shareholders and depositary receipt holders, after deduction of AT1 coupon payments and minority interests. ABN AMRO has adopted Basel IV as the primary capital metric with a fully loaded Basel IV CET1 capital target of 13.5% by year-end 2026.

Agenda item 3(b)
Dividend proposal (voting item)
In line with its capital framework, ABN AMRO proposes a final cash dividend of EUR 0,75 per share.

Agenda item 4

Discharge

Agenda item 4(a)
Discharge of each member of the Executive Board in office during the financial year 2025 for the performance of his or her duties during 2025 (voting item)
It is proposed to grant discharge to each member of the Executive Board (including those members of the Executive Board who were in office for part of the financial year) in respect of the performance of their duties in the financial year ending on 31 December 2025 to the extent apparent from the 2025 Annual Report, including the 2025 Annual Financial Statements, from other disclosures, and from statements made during the General Meeting.

Agenda item 4(b)
Discharge of each member of the Supervisory Board in office during the financial year 2025 for the performance of his or her duties during 2025 (voting item)
It is proposed to grant discharge to each member of the Supervisory Board (including those members of the Supervisory Board who were in office for part of the financial year) in respect of the performance of their duties in the financial year ending on 31 December 2025 to the extent apparent from the 2025 Annual Report, including the 2025 Annual Financial Statements, from other disclosures, and from statements made during the General Meeting.

Agenda item 5

Report on the functioning of the external auditor (discussion item)

In accordance with article 9.2.4 of the articles of association of ABN AMRO (the **Articles of Association**) the Supervisory Board will present to the General Meeting the main conclusions from the annual assessment of the functioning of the external auditor.

Agenda item 6

Composition of the Supervisory Board

Agenda item 6(a)

Notification of vacancies on the Supervisory Board (discussion item)

The General Meeting is notified of two vacancies on the Supervisory Board.

The current term of appointment of Tom de Swaan will expire at the close of the General Meeting and he has indicated not to be available for reappointment. On 29 January 2026 the bank announced in a press release that the Supervisory Board will appoint Michiel Lap as Chair of the Supervisory Board with effect from the closure of the General Meeting. Michiel Lap will succeed Tom de Swaan, who will retire as Chair after almost eight years. As current Vice-Chair and a Supervisory Board member since 2019, Michiel Lap has developed extensive knowledge of ABN AMRO and of what is needed from the Supervisory Board to successfully fulfill its role as a strong and constructive counterpart to the ABN AMRO Executive Board. His appointment will provide continuity and stability within the Supervisory Board, ensuring effective governance as we move forward in this crucial phase of ABN AMRO's new strategic direction. The ECB has approved the proposed appointment of Michiel Lap as Chair of the Supervisory Board.

With the expiration of the term of Tom de Swaan and the appointment of Michiel Lap as Chair of the Supervisory Board upon the closure of this General Meeting, a vacancy simultaneously arises for a member of the Supervisory Board. Consequently, and as part of timely succession planning, the Selection & Nomination Committee commenced the search and selection procedure for the vacancy. The individual profile for the vacancy was aimed at identifying a senior executive with extensive experience in the financial services and banking sector, preferably with expertise in retail, corporate banking, and wealth management. The profile further emphasises strong knowledge of regulatory frameworks, risk management, governance, and strategic leadership, as well as experience in digital transformation, innovation, and technology; competencies that are increasingly important to ABN AMRO's strategic priorities and sustainable long-term value creation. The recruitment and selection process resulted in the nomination of Jean-Pierre Mustier as member of the Supervisory Board.

The second vacancy that arises is due to the expiration of the term of appointment of Sarah Russell at the close of the General Meeting. Sarah Russell is eligible for reappointment, and she has indicated her willingness to extend her term, for a period of four years. The Supervisory Board therefore proposes to reappoint Sarah Russell as member of the Supervisory Board.

After the reappointment of Sarah Russell and appointment of Jean-Pierre Mustier, 57% of the seats on the Supervisory Board will be occupied by women and 43% by men. The gender diversity target to have at least one third of the seats in the Supervisory Board occupied by the underrepresented gender will remain amply achieved.

Agenda item 6(b)

Opportunity for the General Meeting to make recommendations, with due regard to the profiles (discussion item)

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

The collective profile of the Supervisory Board as well as the individual profiles for the vacancies are included in the meeting documents for the General Meeting.

Agenda item 6(c)

Opportunity for the Employee Council to explain its position statements (discussion item)

In accordance with articles 2:158(4) and 2:144a of the Dutch Civil Code, the Supervisory Board requested the Employee Council to state its position on the proposed nomination of Sarah Russell for reappointment and on the proposed nomination of Jean-Pierre Mustier for appointment by the General Meeting as member of the Supervisory Board. The Employee Council's positive position on the nominations is included in the meeting documents for the General Meeting.

Agenda item 6(d)

Reappointment of Sarah Russell as member of the Supervisory Board (voting item)

Agenda item 6(d) will not be put to a vote if the General Meeting invokes its right of recommendation for the vacancy.

In accordance with articles 7.6.3 and 7.6.5 of the Articles of Association, the Supervisory Board proposes to reappoint Sarah Russell (born on 17 June 1962 in Melbourne, Australia; Australian nationality) as a member of the Supervisory Board. It is proposed that the appointment will take effect upon the closure of this General Meeting; the term of appointment will end at the closure of ABN AMRO's general meeting in 2030.

Sarah Russell is nominated for reappointment based on her good performance. She is a highly qualified professional and has extensive knowledge and experience in various managerial positions in financial services, accounting, asset management and risk management. She brings extensive experience as a financial executive through her long successful career and very relevant experience as a member of the Supervisory Board.

Further information on the proposed reappointment

- First appointment on the Supervisory Board: 20 April 2022
- Holding of shares and depositary receipts in ABN AMRO (date 11 March 2026): Sarah Russell holds no shares or depositary receipts for shares in the share capital of ABN AMRO.
- Remuneration: Sarah Russell will as member of the Supervisory Board, Chair of the Audit Committee, member of the Risk & Capital Committee and member of the Selection & Nomination Committee 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 www.abnamro.com/remuneration.

- Independence: Sarah Russell is independent in the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- Other positions:
  - Member and vice-chair of the Supervisory Board of The Currency Exchange Fund N.V.
  - Member and vice-chair of the Supervisory Board of APG Groep N.V.
  - Member and vice-chair of the Supervisory Board of APG Asset Management N.V.
  - Chair of the Supervisory Board of ABN AMRO Clearing Bank N.V.

For more information, please refer to Sarah Russell's resume which is included in the meeting documents for this General Meeting.

Agenda item 6(e)
Appointment of Jean-Pierre Mustier as member of the Supervisory Board (voting item)

Agenda item 6(e) will not be put to a vote if the General Meeting invokes its right of recommendation for the vacancy.

In accordance with articles 7.6.3 and 7.6.5 of the Articles of Association, the Supervisory Board proposes to appoint Jean-Pierre Mustier (born on 18 January 1961, Chamalières, France; French nationality) for appointment as a member of ABN AMRO's Supervisory Board. It is proposed that the appointment will take effect upon the closure of this General Meeting; the term of appointment will end at the closure of ABN AMRO's General Meeting in 2030.

The nomination of Jean-Pierre Mustier follows a thorough recruitment and selection process initiated by the Selection & Nomination Committee of the Supervisory Board. Following extensive searches and reviews of candidates, Jean-Pierre Mustier emerged as the preferred candidate. Jean-Pierre Mustier's profile aligns exceptionally well with the requirements of the vacancy and the collective expertise of the Supervisory Board. Jean-Pierre Mustier is nominated for appointment in view of his deep expertise in banking, regulatory frameworks, risk management, governance, and digital transformation.

Jean-Pierre Mustier is an experienced senior executive with a distinguished career in the financial services industry. His previous roles include CEO of UniCredit S.p.A., President of the European Banking Federation, and senior positions at Société Générale, including Head of Corporate & Investment Banking and Head of Asset Management, Private Banking, and Securities Services. Jean-Pierre Mustier also serves as Chair of the Supervisory Board of Aareal Bank AG and member of the Supervisory Board of Deutsche Börse AG, where he contributes to governance, compliance, and strategic oversight.

Throughout his career, Jean-Pierre Mustier has demonstrated strong leadership, strategic insight, and the ability to navigate complex challenges. His expertise in digital transformation, innovation, and technology-driven governance is particularly valuable given ABN AMRO's ongoing focus on adapting to technological disruption while ensuring compliance and risk mitigation.

Jean-Pierre Mustier's experience in sustainable finance and ESG integration further aligns with ABN AMRO's commitment to sustainable long-term value creation. His ability to foster collaboration with regulators and policymakers, demonstrated during his tenure as President of the European Banking Federation, underscores his capability to contribute meaningfully to the Supervisory Board's responsibilities.

Further information on the proposed appointment

- Holding of shares and depositary receipts in ABN AMRO (date 11 March 2026): Jean-Pierre Mustier has no shares or depositary receipts for shares in the share capital of ABN AMRO.
- Remuneration: Jean-Pierre Mustier will as a member of the Supervisory Board receive 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 www.abnamro.com/remuneration.
- Independence: Jean-Pierre Mustier is independent in the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- Other positions:
  - Member of the Supervisory Board of Deutsche Börse AG
  - Chair of the Supervisory Board of Aareal Bank AG
  - Member of the Supervisory Board at Unigestion Holding SA
  - Member of the Advisory Board at Revaia
  - Member of the Advisory Board of Banking Circle Group

For more information, please refer to Jean-Pierre Mustier's resume which is included in the meeting documents for this General Meeting.

[The proposed appointment is subject to the approval of the European Central Bank (**ECB**)./ The ECB has approved the proposed appointment.]

Agenda item 7

Composition of the Executive Board

Agenda item 7(a)

Notification of the intended reappointment of Dan Dorner as member of the Executive Board with the title Chief Commercial Officer Corporate Banking (discussion item)

Dan Dorner was firstly appointed as Chief Commercial Officer Corporate Banking of the Executive Board at the extraordinary general meeting of shareholders held in November 2021. In accordance with the resignation schedule of the Executive Board, Dan Dorner's current mandate expires at the end of the General Meeting. The Supervisory Board intends to reappoint Dan Dorner as Chief Commercial Officer Corporate Banking and member of the Executive Board effective as of 22 April 2026.

Dan Dorner has demonstrated strong leadership and consistent performance in his role as Chief Commercial Officer Corporate Banking. His broad experience across multiple senior positions within ABN AMRO, including responsibilities in corporate banking, restructuring, and international portfolio management, positions him well to continue contributing effectively to the Executive Board. These qualities, combined with his proven ability to navigate complex strategic challenges, support the proposal for his reappointment. For more information, please refer to the resume of Dan Dorner which is included as a meeting document for this General Meeting.

Dan Dorner will be reappointed for a period of four years. In accordance with article 7.2.2 of the Articles of Association, the term of reappointment of Dan Dorner ends at the close of ABN AMRO's annual general meeting in 2030.

The remuneration of Dan Dorner will not change as a result of his reappointment and is in conformity with the remuneration policy for the Executive Board as adopted by the General Meeting.

Agenda item 7(b)
Notification of the intended reappointment of Choy van der Hooft-Cheong as member of the Executive Board with the title Chief Commercial Officer Wealth Management (discussion item)

Choy van der Hooft-Cheong was firstly appointed as Chief Commercial Officer Wealth Management of the Executive Board at the extraordinary general meeting of shareholders held in November 2021. In accordance with the resignation schedule of the Executive Board, Choy van der Hooft-Cheong's current mandate expires at the end of the General Meeting. The Supervisory Board intends to reappoint Choy van der Hooft-Cheong as Chief Commercial Officer Wealth Management and member of the Executive Board effective as of 22 April 2026.

Choy van der Hooft-Cheong has displayed strong leadership and a consistent ability to achieve meaningful results throughout her term as Chief Commercial Officer Wealth Management. This supports the proposal for her reappointment. For more information, please refer to the resume of Choy van der Hooft-Cheong which is included as a meeting document for this General Meeting.

Choy van der Hooft-Cheong will be reappointed for a period of four years. In accordance with article 7.2.2 of the Articles of Association, the term of reappointment of Choy van der Hooft-Cheong ends at the close of ABN AMRO's annual general meeting in 2030.

The remuneration of Choy van der Hooft-Cheong will not change as a result of her reappointment and is in conformity with the remuneration policy for the Executive Board as adopted by the General Meeting.

Agenda item 7(c)
Notification of the intended reappointment of Annerie Vreugdenhil as member of the Executive Board with the title Chief Commercial Officer Personal & Business Banking (discussion item)

Annerie Vreugdenhil was firstly appointed as Chief Commercial Officer Personal & Business Banking of the Executive Board at the extraordinary general meeting of shareholders held in November 2021. In accordance with the resignation schedule of the Executive Board, Annerie Vreugdenhil's current mandate expires at the end of the General Meeting. The Supervisory Board intends to reappoint Annerie Vreugdenhil as Chief Commercial Officer Personal & Business Banking and member of the Executive Board effective as of 22 April 2026.

Annerie Vreugdenhil's reappointment is supported by her contributions toward ABN AMRO's strategic objectives and her ability to effectively manage complex portfolios. Following the departure of the Chief Operating Officer (COO) as per 1 January 2026 and the redistribution of the COO's portfolio among remaining Executive Board members, Annerie Vreugdenhil's responsibilities expanded to include the Detecting Financial Crime (DFC) department and Customer Data Solutions. Her experience in areas such as Anti-Money Laundering (AML), Counter-Terrorism Financing (CTF) and transaction monitoring provides a strong foundation for overseeing this important function. These skills, combined with her proven track record, makes her well equipped to make a meaningful contribution, while also offering insight and perspective that can further strengthen the organisation.

For more information, please refer to the resume of Annerie Vreugdenhil which is included as a meeting document for this General Meeting.

Annerie Vreugdenhil will be reappointed for a period of four years. In accordance with article 7.2.2 of the Articles of Association, the term of reappointment of Annerie Vreugdenhil ends at the close of ABN AMRO's annual general meeting in 2030.

The remuneration of Annerie Vreugdenhil will not change as a result of her reappointment and is in conformity with the remuneration policy for the Executive Board as adopted by the General Meeting.

ABN AMRO's diversity & inclusion (**D&I**) objectives were considered in the preparation of the reappointments mentioned under 7a – 7c above, which objectives contain targets on gender diversity and other D&I aspects of relevance to ABN AMRO with regard to the composition of the Executive Board.

The Employee Council has advised positively on the above mentioned reappointments. The ECB has approved the above mentioned reappointments.

The Supervisory Board hereby notifies the General Meeting of the intended reappointments mentioned under 7a – 7c above in accordance with article 2:162 of the Dutch Civil Code.

Agenda item 8

Cross-border merger ABN AMRO and Hauck Aufhäuser Lampe Privatbank AG

Adopting a resolution in accordance with Article 2:333K paragraph 12 of the Dutch Civil Code to apply the reference provisions of Article 1:31 paragraphs 2 and 3 of the Dutch Law on the role of employees within European legal entities (*Wet rol werknemers bij Europese rechtspersonen*) instead of initiating negotiations with a special negotiating body (voting item)

Following the acquisition of Hauck Aufhäuser Lampe Privatbank AG (**HAL**), ABN AMRO intends to merge HAL, and subsequently its wholly owned subsidiary Lampe Asset Management GmbH (**LAM**), into ABN AMRO (allocating the business to the Frankfurt Branch). This is a key step to ensure an efficient integration of HAL's business activities and employees into ABN AMRO and the ABN AMRO group. It will create the number three bank in Wealth Management in Germany and substantially increases ABN AMRO's geographical footprint in Germany. Germany is the second-largest market for ABN AMRO.

ABN AMRO holds the entire issued and outstanding share capital of HAL. Therefore, no shares will be granted to shareholders of HAL in the Merger (as defined below). It is intended that this merger will take place by means of a cross-border merger of HAL, as entity ceasing to exist, and ABN AMRO, as remaining company (the **HAL Merger**). In accordance with article 2:331 of the Dutch Civil Code, the Executive Board of ABN AMRO intends to take the decision to merge. The HAL Merger as such will therefore not be voted on at this General Meeting. The intended HAL Merger is subject to the approval of the ECB. The same applies to the cross-border merger of LAM and ABN AMRO (the **LAM Merger**, together with the HAL Merger, the **Merger** or **Mergers**).

The General Meeting is requested to resolve not to initiate negotiations on arrangements for employee participation in connection with either the Mergers. This agenda item is intended to clarify and continue the current situation with regard to employee participation of ABN AMRO after completion of the Mergers and includes the proposal to apply the so-called reference rules *(referentievoorschriften)*, instead of starting negotiations with a special negotiating body of employee representatives, to establish a new co-determination at the level of ABN AMRO.

ABN AMRO applies the so-called large company regime *(structuurregime)*, whereby the central works council *(centrale ondernemingsraad)* has a general recommendation right for all members of the Supervisory Board and an enhanced recommendation right for 1/3rd of the members of the Supervisory Board. In addition, the central works council has the right to speak with regard to the appointment or dismissal of members of the Executive Board or the Supervisory Board.

Within HAL and LAM German employee participation rights exist, providing for the right for employee representatives to appoint 1/3rd of the members of the supervisory board of HAL. As a result of the Mergers, the supervisory board of HAL will cease to exist and as a result the employees of HAL (and LAM) will no longer appoint its members.

Continuation of the current co-determination rights at the level of ABN AMRO by applying the reference rules *(referentievoorschriften)* puts the employees employed in Germany in the same position as the employees of the French and Belgian offices of ABN AMRO. Similar decisions were taken in the context of the cross-border merger in Belgium (following the acquisition of Societe Generale), in Germany (the branchification of Bethmann Bank) and in France (the branchification of Neuflize).

Agenda item 9

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

Under Dutch law, the General Meeting can authorise the Executive Board to issue shares and grant rights to subscribe for shares, exclude pre-emptive rights and acquire (depositary receipts for) shares in the share capital of ABN AMRO.

Agenda item 9(a)
Authorisation to issue shares and/or grant rights to subscribe for shares (voting item)

It is proposed that the General Meeting authorises the Executive Board for a period of 18 months as from the date of the General Meeting, subject to the approval of the Supervisory Board, (i) to issue ordinary shares (excluding, for the avoidance of doubt, ordinary shares B) and (ii) to grant rights to subscribe for such ordinary shares up to a maximum of 10% of ABN AMRO's issued share capital as at the date of the General Meeting, provided that such authorisation will not be used for issuances or grants related to a stock dividend or in connection with management or employee incentive plans (the **Issue Authorisation**).

Agenda item 9(b)
Authorisation to limit or exclude pre-emptive rights (voting item)

It is proposed that the General Meeting authorises the Executive Board for a period of 18 months from the date of the General Meeting, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive rights accruing to shareholders in connection with issuances or grants pursuant to the Issue Authorisation.

Agenda item 9(c)

Authorisation to acquire (depositary receipts for) shares in ABN AMRO's own capital (voting item)

It is proposed that the General Meeting authorises the Executive Board, for a period of 18 months from the date of the General Meeting, to acquire, subject to the approval of the Supervisory Board, fully paid up ordinary shares in its share capital (excluding, for the avoidance of doubt, ordinary shares B) or depositary receipts, on the stock exchange or through other means (including but not limited to derivatives, private, over-the-counter, or block trades or otherwise). The purchase price per share or depositary receipt shall at least equal the nominal value of the ordinary shares and shall not exceed 110% of the highest price at which the depositary receipts traded on Euronext Amsterdam on the preceding trading day or on the trading day of the relevant transaction. The total number of shares or depositary receipts that can be held by or pledged to ABN AMRO, including its subsidiaries, is limited to 10% of the issued share capital of ABN AMRO as at the date of the General Meeting. If granted, this authorisation replaces the authorisation granted by the general meeting on 23 April 2025.

Agenda item 10

Cancellation of (depositary receipts for) shares in the issued share capital of ABN AMRO (voting item)

It is proposed that the General Meeting resolves, at the proposal of the Executive Board, subject to the approval of the Supervisory Board, as well as the approval of the ECB and other relevant regulators, to cancel all or part of the fully paid up ordinary shares in ABN AMRO's share capital (excluding, for the avoidance of doubt, ordinary shares B), held by ABN AMRO, or for which ABN AMRO holds the depositary receipts, as a result of acquisitions on the stock exchange or by other means under the authority provided to the Executive Board under agenda item 9(c) (the **Treasury Shares**).

The cancellation of all or part of the Treasury Shares is proposed in order to provide flexibility and efficiency in managing excess capital, including a restructuring or decrease of capital following the return of capital to its shareholders and holders of depositary receipts, as long as ABN AMRO meets and continues to meet both current and foreseeable future regulatory requirements in relation to its capital.

The cancellation of Treasury Shares will be limited to a maximum of 10% of the total issued share capital of ABN AMRO as at the date of the General Meeting. The cancellation of (all or some of) the Treasury Shares can be executed in one or more tranches. The number of Treasury Shares to be cancelled (whether or not in a tranche) will be determined by the Executive Board, after having obtained the approval of the Supervisory Board, as well as the ECB and other relevant regulators.

The Executive Board is authorised to decide not to execute the cancellation of any or part of the Treasury Shares in accordance with this resolution of the General Meeting.

Agenda item 11

Any other business and closing

Additional information

Meeting documents

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

1. this convening notice for the General Meeting, including agenda and explanatory notes;
2. the 2025 Annual Report (including the 2025 Annual Financial Statements);
3. the 2025 Remuneration Report;
4. the collective profile of the Supervisory Board;
5. the individual profile for the proposed reappointment of Sarah Russell;
6. the individual profile for the proposed appointment of Jean-Pierre Mustier;
7. the position statement of the Employee Council for the proposed reappointment of Sarah Russell;
8. the position statement of the Employee Council for the proposed appointment of Jean-Pierre Mustier;
9. the resume of Sarah Russell;
10. the resume of Jean-Pierre Mustier;
11. the resume of Dan Dorner;
12. the resume of Choy van der Hooft-Cheong;
13. the resume of Annerie Vreugdenhil.

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.

Depositary 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 depositary receipt holders receive a voting proxy for the General Meeting. Depositary receipt holders may exercise the voting right as they see fit. STAK AAB is not liable for how a depositary receipt holder votes or for the consequences thereof. Nor is STAK AAB responsible for voting in accordance with a voting instruction. Depositary receipt holders do not have to apply for a voting proxy from STAK AAB. By registering for the General Meeting depositary 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 General Meeting.

Record date

The record date for this General Meeting is **25 March 2026** (**Record Date**). Every person who has been registered as a shareholder or depositary receipt holder after all book-entry settlements of the Record Date have been processed, is entitled to vote at and/or attend the General Meeting upon registration as further described below.

The registers showing those entitled to shares or to depositary 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 depositary receipts: the records of the intermediary as defined in the Dutch Securities (Bank Giro Transactions) Act *(Wet Giraal Effectenverkeer).*

Shareholders and depositary receipt holders can register for the General Meeting.

Registration for attendance

Registration is open from 26 March 2026 up to 15 April 2026, 17:30 CET. Every shareholder and depositary receipt holder who wishes to attend and/or exercise their voting rights at the General Meeting is required to register with ABN AMRO (Corporate Broking & Issuer Services) at www.abnamro.com/evoting or through their 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 16 April 2026, 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. 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 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 General Meeting and have registered correctly and on time will receive a registration certificate that also serves as an admission ticket to the General Meeting.

To ensure smooth registration of the votes cast during the General Meeting, attendees who wish to vote during the General Meeting are requested to register for the General Meeting no later than 13:45 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 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 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 General Meeting and has been duly registered in good time may submit their electronic voting instruction or voting form via www.abnamro.com/evoting or via http://www.abnamro.com/general to the civil-law notary (Bart Jan Kuck of Zuidbroek Notarissen or his deputy) or STAK AAB from 26 March 2026 until 15 April 2026, 17:30 CET, to vote on their behalf. The voting form needs to be received at the return address specified on the form no later than 15 April 2026, 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 15 April 2026, 17:30 CET.

Questions before and during the 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 General Meeting where possible, and in any case no later than three business days prior to the General Meeting. These questions can be sent by email to: generalmeeting@nl.abnamro.com. ABN AMRO will answer these questions - thematic or clustered - during the 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 General Meeting, the total issued share capital of ABN AMRO amounts to 823,201,264 ordinary shares, of which 823,201,264 ordinary shares with voting rights.

Webcast

The entire General Meeting can be followed live in Dutch and in English via video webcast on 22 April 2026 at www.abnamro.com/generalmeeting.

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

ABN AMRO Bank N.V.

Gustav Mahlerlaan 10
1082 PP Amsterdam

P.O. Box 283
1000 EA AMSTERDAM

Corporate Broking & Issuer Services
HQ 7212
Gustav Mahlerlaan 10
1082 PP Amsterdam

P.O. Box 283
1000 EA AMSTERDAM

generalmeeting@nl.abnamro.com