

Convocation

Notice convening the **Extraordinary General Meeting** of
ABN AMRO Group N.V. on 28 February 2018

Notice convening the Extraordinary General Meeting of ABN AMRO Group N.V.

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

ABN AMRO Group N.V. (ABN AMRO Group) invites its shareholders and holders of depositary receipts for its extraordinary general meeting to be held on Wednesday 28 February 2018 at 14:00 (CET) at the premises of ABN AMRO, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (hereafter: the Extraordinary General Meeting).

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Agenda

- 1. Opening remarks and announcements**
- 2. Intention to appoint Mr Christian Bornfeld as member of the Executive Board (discussion item)**
 - (a) Verbal introduction and motivation by Mr Christian Bornfeld
 - (b) Notification of the intention of the Supervisory Board to appoint Mr Christian Bornfeld as member of the Executive Board
- 3. Any other business and conclusion**

Explanatory notes to the agenda items

Agenda item 2

Intention to appoint Mr Christian Bornfeld as member of the Executive Board

On 3 September 2017 the Supervisory Board issued a press release to announce its intention to appoint Mr Christian Bornfeld as member of the Executive Board and new Chief Innovation & Technology Officer (CI&TO).

Mr Christian Bornfeld was the Chief Operating Officer of Personal Banking at Nordea, responsible for IT, Operations, strategic programs and business risk implementation and support. His responsibilities at Nordea included a leading role in the digital transformation of Nordea through simplifying products, processes and IT platforms. He joined Nordea in 2013 as Head of IT for Retail Banking and subsequently also head of Digital Banking.

Previously, Mr Christian Bornfeld worked at Danske Bank for five years as Chief Information Officer of Corporate & Institutional Banking and Head of IT Strategy, Enterprise Architecture & Technology Innovation. Prior to joining Danske Bank, he worked at IBM for eight years in various technology leadership roles.

For more information reference is made to the resume of Mr Bornfeld which is available as a meeting document via:

www.abnamro.com/shareholdermeeting.

Furthermore, the Employee Council has given a positive advice in respect of the appointment of Mr Christian Bornfeld. The Supervisory Board will therefore appoint Mr Bornfeld as member of the Executive Board in accordance with clause 7.2.1 of the articles of association of ABN AMRO Group (the "Articles of Association"),

subject to confirmation of the approval of the appointment of Mr Christian Bornfeld by DNB/ECB. This confirmation is awaited.

The main elements of the contract with Mr Bornfeld have been published on ABN AMRO's website.

Agenda item 2(a)

Verbal introduction and motivation by Mr Christian Bornfeld

Under this agenda item Mr Christian Bornfeld will introduce himself to the Extraordinary General Meeting.

Agenda item 2(b)

Notification of the intention of the Supervisory Board to appoint Mr Christian Bornfeld as member of the Executive Board

In accordance with article 2:162 of the Dutch Civil Code, the Supervisory Board notifies the general meeting of ABN AMRO Group of the intended appointment of Mr Christian Bornfeld effective as per 1 March 2018.

Mr Christian Bornfeld will be appointed effective as per 1 March 2018 for a period of three years, subject to confirmation of the approval of the appointment of Mr Christian Bornfeld by DNB/ECB. In accordance with article 7.2.2 of the Articles of Association, the term of appointment of Mr Christian Bornfeld will expire upon the closing of the first annual general meeting of ABN AMRO Group that is held after this three year period.

Shares held in ABN AMRO Group

Mr Bornfeld holds no depositary receipts for shares, nor shares in the capital of ABN AMRO Group.

Additional information

I. Meeting documents

The following documents are available through www.abnamro.com/shareholdermeeting.

- the convocation of the Extraordinary General Meeting, including the agenda and explanatory notes; and
- The resume of Mr Christian Bornfeld (agenda item 2).

As of the date hereof, these documents are also available for inspection and can be obtained free of charge at our offices at the address indicated below.

II. Attendance

Attendance of the General Meeting

Record Date

Entitled to attend the Extraordinary General Meeting are all persons, who on 31 January 2018 at 17:30 (CET), after processing of all book entry settlements of that day, (the **Record Date**), are registered as such in one of the registers designated for this purpose by the Executive Board as set out below and who have applied for attendance to the Extraordinary General Meeting in the manner described under A. of this section II.

The registers showing those entitled to shares or depositary receipts for shares in the share capital of ABN AMRO Group (**Depositary Receipts**) on the Record Date are:

- in relation to registered ordinary shares in the capital of ABN AMRO Group: the relevant shareholders register kept by ABN AMRO Group; and
- in relation to Depositary Receipts: the records of the intermediary under the Dutch Securities Giro Transfer Act (*Wet Giraal Effectenverkeer*).

Registration for admission

Shareholders or Depositary Receipts holders who wish to attend the Extraordinary General Meeting either in person or represented by proxy, are required to notify ABN AMRO Bank N.V. through www.abnamro.com/shareholder or via their intermediary.

Notification can take place as of 1 February until 21 February 17:30 (CET). Each such person is requested to include all required details in order for ABN AMRO Bank N.V. to be able to, among other things, verify his or her attendance rights in an efficient manner.

On 22 February 2018 at 11:00 (CET) at the latest, the intermediary in whose accounting systems the holders of Depositary Receipts are registered must provide a statement to ABN AMRO Bank N.V. via <https://corporatebroking.abnamro.com/cbp/intermediary> that the number of Depositary Receipts that have been registered for attendance at the Extraordinary General Meeting in accordance with the above, are listed in the name of the holder in its accounting systems on the Record Date. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the holding on the Record Date in an efficient manner.

No Voting

The purpose of the Extraordinary General Meeting is solely to inform the general meeting of ABN AMRO Group about the proposed appointment of Mr. Christian Bornfeld. There will be no items that will be put to voting during the Extraordinary General Meeting.

Attendance by third-parties

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

Proof of registration and identification

Any person that has the right to attend the Extraordinary General Meeting and was duly and timely registered will receive a proof of registration which will also serve as an admission ticket for the Extraordinary General Meeting. Persons who have the right to attend the Extraordinary General Meeting (or their representatives) are required to identify themselves before they are admitted to the Extraordinary General Meeting. These persons are therefore requested to bring a valid identity document (passport, driving license or identity card) along with their proof of registration.

III. Miscellaneous**Arrival at location and registration**

In order to facilitate a smooth registration of the attendance at the Extraordinary General Meeting, attendees are requested to register themselves for the Extraordinary General Meeting no later than 13:45 (CET) at the registration desk. After 13:45 (CET) the registration desk will be closed.

Webcast

The Extraordinary General Meeting will be video webcasted live and in full on 28 February 2018 via www.abnamro.com/shareholdermeeting.

Contact details

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