

DRAFT DE BRAUW
UNOFFICIAL TRANSLATION
DEED OF AMENDMENT ARTICLES OF ASSOCIATION
ABN AMRO GROUP N.V.

On the [●] of [●] two thousand and [●] appears before me, [●], notaris (civil-law notary) practising in Amsterdam:

[●].

The person appearing declares that on the twenty-ninth day of May two thousand and eighteen the general meeting of **ABN AMRO Group N.V.**, a limited liability company, with corporate seat in Amsterdam, the Netherlands and address at: 1082 PP Amsterdam, the Netherlands, Gustav Mahlerlaan 10, HQ 1210, number Trade Register number: 34370515, on the proposal of the managing board, which proposal was approved by the supervisory board, resolved to amend the articles of association of the company, as well as to authorize the person appearing to execute this deed.

Pursuant to those resolutions the person appearing declares that [he] [she] amends the company's articles of association as follows:

Article 3.1.1. will be amended and shall read as follows:

- 3.1.1. The authorised capital of the company amounts to two billion four hundred million euro (EUR 2,400,000,000) and is divided into:
- a. two billion two hundred million (2,200,000,000) ordinary shares, each with a nominal value of one euro (EUR 1), and
 - b. two hundred million (200,000,000) ordinary shares B, each with a nominal value of one euro (EUR 1).

Finally the person appearing declares that at the time of execution of this deed, the issued share capital of the company amounts to [●] euro (EUR [●]).

A document in evidence of the resolutions, including the authorization to the person appearing to execute this deed, referred to in the head of this deed, is (in copy) attached to this deed.

In witness whereof the original of this deed which will be retained by me, notaris, is executed in Amsterdam, on the date first mentioned in the head of this deed.

Having conveyed the substance of the deed and given an explanation thereto and following the statement of the person appearing that she has taken note of the contents of the deed and agrees with the partial reading thereof, this deed is signed, immediately after reading those parts of the deed which the law requires to be read, by the person appearing, who is known to me, notaris, and by me.