

Convocation

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

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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 shares in the capital of ABN AMRO Group (“**Depositary Receipts**”) for an extraordinary general meeting to be held on Thursday 12 July 2018 at 11.30 (CET) at the premises of ABN AMRO Group, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands (the “**Extraordinary General Meeting**”).

Shareholders and holders of Depositary Receipts are invited to the Extraordinary General Meeting to vote on the appointment of Tom de Swaan as member of the Supervisory Board of ABN AMRO Group. This is the sole voting item on the agenda of the Extraordinary General Meeting.

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Agenda

1. **Opening remarks and announcements**
2. **Appointment of a new member of the Supervisory Board**
 - (a) Verbal introduction and motivation by Tom de Swaan (**discussion item**); and
 - (b) Appointment of Tom de Swaan as member of the Supervisory Board (**voting item**).
3. **Any other business and conclusion**

Explanatory notes to the agenda items

Agenda item 2

Appointment of a new member of the Supervisory Board

On 5 February 2018 Ms Olga Zoutendijk announced her decision not to run for a second term as member of the Supervisory Board effective 1 July 2018 and to transfer her duties as Chairman of the Supervisory Board with immediate effect. Accordingly, there is a vacancy for this position.

The general meeting was notified of the aforementioned vacancy in the convocation for the annual general meeting of ABN AMRO Group that was held on 29 May 2018 and was invited to recommend candidates for nomination for the open position in the Supervisory Board.

The Supervisory Board invited the Employee Council to render its position statement in accordance with article 2:158 section 4 and article 2:144a Dutch Civil Code on the proposed nomination to the general meeting of Tom de Swaan for appointment as member of the ABN AMRO Supervisory Board for a term of four years. The positive position statement of the Employee Council on this nomination, as required by article 2:158 section 4 and article 2:144a Dutch Civil Code, is included in the meeting documents for the General Meeting.

The Supervisory Board has adopted a collective profile which aims to ensure that the Supervisory Board will at all times remain in a position to fulfil its duties and responsibilities, taking account of the efforts to achieve complementarity, collegial decision-

making and an optimal blend of expertise, background, competence and independence of its members, as well as familiarity with the socioeconomic and political culture and the social environment of the main markets in which ABN AMRO operates, in keeping with the suitability criteria included in Annex 3 to the Rules of Procedure of the Supervisory Board. The Supervisory Board also adopted an individual profile for the new member of the Supervisory Board. The collective profile of the Supervisory Board and the individual profile of the new member of the Supervisory Board are included in the meeting documents for the Extraordinary General Meeting.

Following the above, the Supervisory Board proposes to the general meeting, in accordance with article 7.6.3 of the articles of association of ABN AMRO Group, to appoint Tom de Swaan as member of the Supervisory Board, for a period effective as of the close of this Extraordinary General Meeting and which ends at the close of the first annual general meeting of ABN AMRO Group in 2022. The reasons for nominating Tom de Swaan are set out below at agenda item 2(b).

The appointment will be conditional upon a positive integrity and suitability screening of Tom de Swaan by the ECB and other relevant regulators.

Agenda item 2(a)

Verbal introduction and motivation by Tom de Swaan

Under this agenda item Tom de Swaan will briefly introduce himself to the Extraordinary General Meeting before the voting on his appointment takes place.

Agenda item 2(b)

(i) Announcement to the general meeting of the Supervisory Board's nomination of Tom de Swaan for appointment

The Supervisory Board has nominated Tom de Swaan as candidate for appointment to the Supervisory Board and intends to appoint him as Chairman of the Supervisory Board in accordance with section 6.1 of the Supervisory Board rules of procedure.

Tom de Swaan fits the profile for member and Chairman of the Supervisory Board with his extensive knowledge and experience as a senior executive and non-executive board member, both in the financial sector as well as elsewhere, both nationally and internationally. He has held senior positions with financial supervisory authorities such as De Nederlandsche Bank and financial services institutions such as the former ABN AMRO and Zurich Insurance Group. In addition, Tom de Swaan has developed a broad portfolio of corporate and not-for-profit activities, and has served on the boards of GlaxoSmithKline, DSM, Ahold, Van Lanschot and a variety of other boards in other sectors. On the not-for-profit side he is, among others, the Chair of the supervisory board of the Antoni van Leeuwenhoek Hospital/Netherlands Cancer Institute and of the board of the National Opera and Ballet Fund (*Nationale Opera & Ballet Fonds*). The variety of functions in the regulatory, financial, corporate and not-for-profit sectors shows his broad social orientation. With his extensive knowledge and experience he has the appropriate skills to maintain a good and constructive relationship with the Executive Board and Executive Committee, and all of ABN AMRO's stakeholders, including clients, employees, investors, shareholders, regulators and society at large.

Other positions

- Chairman, National Opera & Ballet Fund;
- Member of the Board, The Holland Festival;
- Chairman of the Board, Antoni van Leeuwenhoek Hospital/Netherlands Cancer Institute;
- Member of the board Premium Erasmianum;
- Member of the board Liszt piano competition.

For more information, we refer to the resume of Tom de Swaan, which is included as a meeting document for this Extraordinary General Meeting.

Tom de Swaan will receive the remuneration as Chairman of the Supervisory Board and member of the relevant Supervisory Board committee(s), as determined by the general meeting on 11 June 2010, provided that a maximum of two committee memberships will be remunerated. For more information on the remuneration of the Supervisory Board members, please refer to pages 171, 172 and 291 of the Annual Report 2017 of ABN AMRO Group.

Tom de Swaan complies with the provisions on the limitation of the number of directorships pursuant to the requirements of CRD IV as transposed into Dutch law.

Tom de Swaan holds no (depository receipts for) shares in the capital of ABN AMRO Group.

(ii) Proposal to the Extraordinary General Meeting to appoint Tom de Swaan as member of the Supervisory Board

Tom de Swaan is proposed to be appointed as member of the Supervisory Board. The appointment will be effective as of the close of this Extraordinary General Meeting and ends at the close of the first annual general meeting of ABN AMRO Group in 2022.

Additional information

I. Meeting documents

The following documents (all in relation to agenda item 2) are available through www.abnamro.com/shareholdermeeting:

- the convocation of the Extraordinary General Meeting, including the agenda with the explanatory notes;
- the individual profile for the vacancy in the Supervisory Board, and the collective profile of the Supervisory Board;
- the resume of Tom de Swaan; and
- the position statement of the Employee Council regarding the appointment of Tom de Swaan dated 13 April 2018.

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 and voting

A. Attendance of the Extraordinary General Meeting and voting

Record Date

Entitled to vote and/or to attend the Extraordinary General Meeting are all persons, who on 14 June 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 hereunder.

The registers showing those entitled to shares or 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;

- in relation to Depositary Receipts: the records of the intermediary under the Dutch Securities Giro Transfer Act (*Wet Giraal Effectenverkeer*).

Depositary Receipt holders and voting proxies

The board of STAK AAG reports that it has adopted a resolution providing voting proxies to all Depositary Receipt holders for the Extraordinary General Meeting. STAK AAG has informed ABN AMRO Group that in accordance with this voting proxy, a Depositary Receipt holder may exercise the voting right at the Extraordinary General Meeting for a number of shares equal to the number of Depositary Receipts held by the Depositary Receipt holder at the Record Date. The Depositary Receipt holder may exercise the voting right at his or her own discretion. STAK AAG is not liable for the voting behaviour of a Depositary Receipt holder or the consequences thereof. STAK AAG is also not liable for the casting of a vote in accordance with a voting instruction as explained under B below. Depositary Receipt holders do not have to apply for a voting proxy from STAK AAG. By virtue of registration for the Extraordinary General Meeting, Depositary Receipt holders are deemed to have acknowledged receipt and acceptance of the voting proxies. With due regard to the relevant statutory provisions, the STAK AAG articles of association and the STAK AAG trust conditions, STAK AAG may revoke and/or limit voting proxies at any time prior to the voting on one or more items at the Extraordinary General Meeting.

Registration for admission

Shareholders or Depositary Receipts holders who wish to attend and/or vote at the

Extraordinary General Meeting either in person or represented by a third party, are required to notify ABN AMRO Bank through <https://corporatebroking.abnamro.com/shareholder> or via their intermediary. Notification can take place as of 15 June 2018, until 5 July 2018 17:30 (CET). Each such person is requested to include all required details in order for ABN AMRO Bank to be able to, among other things, verify his or her voting and/or attendance rights in an efficient manner.

On 6 July 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 via <https://corporatebroking.abnamro.com/cbp/intermediary> that the number of Depositary Receipts that have been registered for attendance of and/or voting 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.

Attendance by third-parties

A shareholder or Depositary Receipt holder, who wishes to authorise STAK AAG, the notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or their deputy) or another 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/shareholdermeeting.

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.

B. Voting for persons not attending the Extraordinary General Meeting

Any person that has the right to attend the Extraordinary General Meeting and was duly and timely registered may submit his or her electronic voting instruction to STAK AAG or the notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or their deputy) to vote on his or her behalf via www.abnamro.com/shareholder from 15 June 2018 until 5 July 2018 17:30 (CET). Such person may also submit his or her voting instruction to STAK AAG, the notary (René Clumpkens or Jean Schoonbrood of Zuidbroek Notarissen or their deputy) or a third party, to vote on his or her behalf via the voting form available via www.abnamro.com/shareholdermeeting. Such voting form needs to be received prior to 5 July 2018 17:30 (CET) at the return-address mentioned on the form, together with a confirmation of the intermediary in relation to the number of Depositary Receipts held by such holder of Depositary Receipts at the Record Date.

Voting at the meeting with the voting app on your tablet or smartphone

ABN AMRO Group provides the possibility to vote on the various resolutions at the Extraordinary General Meeting with your own tablet or smartphone. In order to participate at the Extraordinary General Meeting, you will need to download the Lumi AGM App onto your tablet or smartphone. The voting app is available for Android and iOS operated devices only and can be downloaded from the Google Play Store or the Apple App Store by searching by app name "Lumi AGM". It is highly recommended that you download the Extraordinary General Meeting voting app in advance of the meeting day (<https://web.lumiagm.com>).

Once you have downloaded the Extraordinary General Meeting voting app, you will be asked

to enter a Meeting ID. The Meeting ID is for this Extraordinary General Meeting only. Furthermore, you will be prompted to enter your username and password. Your Meeting ID, username and password will be provided at the registration desk of the Extraordinary General Meeting. It is only possible to use the voting app when attending the Extraordinary General Meeting. Please make sure your smart phone or tablet is sufficiently charged. At the Extraordinary General Meeting, you will be able to use the ABN AMRO open Wifi network.

III. Miscellaneous

Arrival at location and registration

In order to facilitate a smooth registration of the votes submitted during the Extraordinary

General Meeting, attendees that wish to submit their votes at the Extraordinary General Meeting are requested to register themselves for the Extraordinary General Meeting no later than 11:15 (CET) at the registration desk. After 11:15 (CET) the registration desk will be closed.

If you arrive by car, ABN AMRO will provide you with a parking space if you are duly and timely registered. This can either be at ABN AMRO's head office, or a closely located parking facility. In the latter case, you will be provided an exit card free of charge.

Webcast

The Extraordinary General Meeting will be video webcasted live and in full on 12 July 2018 via

www.abnamro.com/shareholdermeeting.

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