

ABN AMRO Group

Notice

CONVENING THE ANNUAL GENERAL MEETING OF HOLDERS OF DEPOSITARY RECEIPTS OF STICHTING ADMINISTRATIEKANTOOR CONTINUÏTEIT ABN AMRO GROUP (hereinafter: 'STAK AAG')

Monday 8 April 2019 at 11:00 hours (CET), at the offices of ABN-AMRO, Gustav Mahlerlaan 10, 1082 PP Amsterdam

STAK AAG hereby invites holders (1) of depositary receipts of ABN AMRO Group N.V. to attend the annual meeting of holders of depositary receipts on 8 April 2019 (hereinafter: the 'Meeting'). The Meeting is scheduled to start at 11:00 hours (CET) and will be held at the offices of ABN-AMRO, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

The doors will be open for registration of the holders of depositary receipts with meeting rights as from 10:30 hours (CET). We kindly request you to bring a valid passport, identity card or driver's licence, as well as the registration certificate of your depositary receipts (see below).

The following persons are entitled to attend the Meeting:

Those who on 27 March 2019 at 17:30 uur (CET) are registered as holders of depositary receipts after processing all non-cash payment transactions of that day (hereinafter: the 'Registration Date') in the register of one of the intermediaries within the meaning of the 'Wet giraal effectenverkeer' (Securities - Bank Giro Transactions - Act) and who have furthermore informed STAK AAG of their wish to attend the Meeting (either in person or by proxy) before 5 April 2019 at 14:00 hours (CET). They may do so through the institution where the depositary receipts are being administered (hereinafter: the 'Intermediary'), or by way of the listing agent of STAK AAG: www.abnamro.com/shareholder.

On 5 April 2019 at 17:30 hours (CET) at the latest the Intermediary must have provided STAK AAG with a statement at www.abnamro.com/intermediary confirming that the number of depositary receipts in respect of shares entered in accordance with the above procedure are effectively listed in its records in the name of the holder of depositary receipts in question on the Registration Date. Anyone entitled to attend the Meeting will receive a registration certificate from his Intermediary, which certificate will also serve as an attendance card for the Meeting. The Meeting will be open to the press.

Language

Proceedings at the Meeting will be in Dutch. On request a simultaneous translation into English will be available (request by e-mail: corporate.broking@nl.abnamro.com)

General meeting of ABN AMRO Group N.V., to be held on 24 April 2019

All shareholders and holders of depositary receipts have been invited by ABN AMRO Group N.V. to attend the annual general meeting (hereinafter: 'Annual General Meeting'). The Annual General Meeting will be held on 24 April 2019 at 14:00 hours (CET), at the premises of ABN AMRO Group, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands. The notice convening this meeting was published at www.abnamro.com/nl/investor-relations/aandeelhouders/algemene-vergadering/index.html on 13 March 2019 and has also been attached to this notice as Annex II. Further information on the granting of voting proxies to all holders of depositary receipts by STAK AAG for the Annual General Meeting as well as on how to exercise these voting rights during the Annual General Meeting may be found in the notice convening the Annual General Meeting. If you are the holder of depositary receipts on the registration date of the Annual General Meeting, but are unable to attend the Annual General Meeting in person, we would like to draw your attention to the possibility to grant a voting proxy to STAK AAG or to a person to be designated by you. A further explanation may be found in the notice convening the General Meeting.

1) Including holders of a right of usufruct and holders of a right of pledge who were granted the right to vote upon the establishment of the right of pledge or the right of usufruct.

Agenda

1. Opening
2. Announcements
3. Report of activities STAK AAG, explanation and opportunity to exchange views on the following items:
 - a. Report of the board of STAK AAG 2018 as well as the report of activities as referred to in chapter 7 of the trust conditions of STAK AAG (Annex I and available at www.stakaag.org);
 - b. Annual accounts 2018 (Annex I and available at www.stakaag.org);
4. Agenda of and notice convening the annual general meeting of ABN AMRO Group N.V. of 24 April 2019 (hereinafter: General Meeting, Annex II)

In accordance with article 4.1.1 of the trust conditions (available at www.stakaag.org) the holders of depositary receipts will be provided with the opportunity to exchange their views on the items on the agenda of the General Meeting, on which occasion the board will, in accordance with its position on its duties, mainly confine itself to chairing the discussions and will refrain from adopting any position on the merits of the items to be discussed at the General Meeting.

5. Amendment Articles of Association and Trust Conditions *)
 - a. Amendment to the Articles of Association STAK AAG (voting item, Annex III)
 - b. Amendments to the Trust Conditions STAK AAG (voting item, Annex IV)

By means of these amendments the Articles of Association and the Trust Conditions are brought in line with ABN AMRO's intention to implement a simplification of its legal structure, involving a merger between ABN AMRO Group and ABN AMRO Bank in which ABN AMRO Bank will be the surviving party. This proposal has been put on the agenda of the General Meeting of Shareholders of ABN AMRO which will be held on 24 April 2019 (for further information, see the notice convening the General Meeting of Shareholders). The most important amendment concerns the name of the foundation: Stichting Administratiekantoor Continuïteit ABN AMRO Group (STAK AAG) becomes Stichting Administratiekantoor Continuïteit ABN AMRO Bank (STAK AAB). The reference to ABN AMRO Group will be replaced by ABN AMRO Bank in other places too. However, the object and the functioning of the foundation will not change, since no changes to the substance will be made. Accordingly, holders of depositary receipts will retain the same rights. This resolution may be passed by a majority of two thirds of the votes cast by the holders of depositary receipts.

**) In the event that the quorum required for the vote on item 5 of the agenda is not achieved, an extraordinary meeting of holders of depositary receipts will be held on Wednesday, 24 April 2019. It will be convened by 9 April 2019 at the latest.*

6. Any other business
7. Closure

The documents attached to this notice are separately available at the premises of STAK AAG.