



## **Position Profile Member of the Supervisory Board**

### **General**

ABN AMRO is a full-service bank with a primary focus on the Netherlands and selective operations internationally. The bank serves retail, private, commercial, corporate and institutional banking clients. ABN AMRO has been listed on the stock exchange since 20 November 2015. The government currently holds a 56,3% stake in ABN AMRO but will gradually reduce its shareholding in the coming years.

ABN AMRO has a two-tier governance model, consisting of a Supervisory Board and an Executive Board. As such, ABN AMRO ensures effective risk control, meets all relevant legislation and regulations, and provides full transparency to all relevant stakeholders and market parties.

The statutory Executive Board consists of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Risk Officer (CRO) and Chief Innovation and Technology Officer (CI&TO). In addition, ABN AMRO Bank N.V. has an Executive Committee. The Executive Committee is chaired by the CEO and consists of the four statutory Executive Board members and five non-statutory senior executives, including four business line roles (Retail Banking, Commercial Banking, Corporate & Institutional Banking and Private Banking) and one role with bank-wide responsibilities (Transformation & HR). The new management structure is thus designed to create an enhanced focus on the bank's business activities at a senior executive level.

At the general meeting of 30 May 2017, the term of Ms Annemieke Roobeek was extended until such time that a new member of the Supervisory Board shall be appointed. Ms Roobeek was appointed to the Supervisory Board in 2010 pursuant to the enhanced recommendation right (versterkt aanbevelingsrecht) of the Employee Council. As agreed with the Employee Council, Ms Frederieke Leeftang will be attributed the latter capacity with effect from the appointment of a successor to Ms Annemieke Roobeek. The Supervisory Board has commenced the search process to utilise the prospective vacant seat of Ms Roobeek to nominate a new member with senior executive banking and/or financial experience.

As a result of the foregoing, there will be an open position in the Supervisory Board for a new member with said experience. Preferably, the candidate has, amongst other things:

- relevant experience as a senior executive with a reputable bank in or outside the Netherlands;
- international experience;
- governance knowledge and experience with relevant laws and regulations.

This will ensure that the collective profile of the Supervisory Board, and sufficient banking knowledge within the Supervisory Board, remains safeguarded. The Supervisory Board has started the search process for the new member.

This position profile is supplementary to the collective profile of the ABN AMRO Supervisory Board.

**Focus and duties**

The Supervisory Board supervises the Executive Board and the general course of events in the Company and the business connected with it, and assists the Executive Board by providing advice. The Supervisory Board also supervises compliance with the provisions of laws and regulations, articles of association and the rules of procedure of the Supervisory Board and the Executive Board.

**Time commitment**

The new member of the Supervisory Board is expected to commit sufficient time to performing his or her functions.

**Required competencies, knowledge and experience**

In addition to the competencies as referred to in article 3.3. of the collective profile, the candidate is required to have senior executive banking and/or financial experience .

## Appendix I

### COLLECTIVE PROFILE OF THE SUPERVISORY BOARD As set out in Annex 4 to the Rules of Procedure of the Supervisory Board

*This profile has been drawn up pursuant to Article 4 of the Rules of Procedure of the Supervisory Board.*

#### 1 GENERAL

- 1.1 The basic principle underlying the drawing-up of the Supervisory Board's profile is that account should be taken of the nature, scope and complexity of the undertaking and activities and the desired suitability, experience and independence of its members. The profile also deals with aspects of diversity, including gender and age, relevant to the undertaking in the composition of the Supervisory Board. The Supervisory Board discusses the profile in the General Meeting and with the Employee Council, for the first time when the profile is adopted and thereafter whenever it is changed, without prejudice to the annual evaluation referred to in paragraph 10.3.2 of the Rules of Procedure of the Supervisory Board.
- 1.2 In so far as its actual composition differs from the profile, the Supervisory Board will account for this in its report included in the annual report and will also indicate within what period it expects to be able to comply with the profile.
- 1.3 The composition of the Supervisory Board will be such that it is capable of complying with its obligations to the Group, taking account of the efforts to achieve complementarity, collegial decision-making and an optimal blend of experience, expertise, diversity 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 the Group operates, in keeping with the suitability criteria included in this Annex.
- 1.4 To be able to carry out its duties properly, the Supervisory Board as a whole and each of its individual members should fulfil the suitability criteria.
- 1.5 Terms capitalised in these rules have the meaning given to them in Annex 1 to the Rules of Procedure of the Supervisory Board.

#### 2 COMPOSITION AND DIVERSITY

- 2.1 The composition of the Supervisory Board should take account of:
  - the aim of having both members who hold one executive position in or outside trade and industry and members who no longer hold executive positions or who hold non-executive positions;
  - the aim of striking a good balance between age, gender and cultural background of the individual members.

#### 3 SUITABILITY

- 3.1 The Supervisory Board should fulfil the suitability criteria as a collective, as referred to in the Suitability Policy Rule 2012 (Beleidsregel Geschiktheid 2012), and each member of the Supervisory Board should have the specific suitability (in terms of knowledge, skills and professional conduct) which is necessary to fulfil his/her role in the Supervisory Board. These suitability requirements should be complied with at all times; to this end, each member of the Supervisory Board should participate in the induction programme and lifelong learning programme developed by the Group. In addition, each member of the Supervisory Board should continue to develop his/her individual expertise.
- 3.2 In view of the wide variety of subjects with which the Group must deal in conducting its business, the Supervisory Board should have collective knowledge and/or experience and/or understanding of the following matters:
  - strategic management (including strategy development, implementation and adjustment)
  - management, organisation and communication
    - o knowledge and experience of change management, process management, management of corporate culture and conduct, labour relations, HR management, corporate governance, legal issues and international issues and an international orientation
  - compliance with and maintenance of generally accepted social, ethical and professional standards
  - products, services and markets in which the Group operates

- including relevant laws and regulations, financial aspects, product and service development, banking knowledge and the national and international banking sector
- controlled and sound business operations
  - accounting organisation and internal control
  - internal business operations
  - risk management
  - cost management
  - safeguarding suitability and professional skills within the Group
  - sustainability and corporate social responsibility
  - diligent treatment of customers
  - remuneration policy and pay structures within large (financial services) undertakings
  - compliance
  - outsourcing
- Balanced and consistent decision-making, with a central role for the interests of customers and other Stakeholders in the Group

3.3 Each member of the Supervisory Board should have the following qualities, orientation or competencies:

- ability to take a helicopter view and show good judgement, including weighing information and possible courses of action in order to reach a logical conclusion and studying, recognising and understanding essential elements and issues;
- sensitivity to surroundings, including focus on (international) financial services and ability to pick up signals from within the organisation and society;
- ability to convey the core values of the Group and the Business Principles;
- ability to maintain an open relationship and constructive dialogue with the Managing Board
- ability to support and advise the Managing Board
- stewardship skills (awareness of the bank's long-term interests)
- risk awareness
- critical faculties
- independence and impartiality
- where necessary, ability to be assertive and confrontational
- steadfastness, through the adoption of a constructive but critical attitude
- contemplative and reflective
- resolute
- good communication skills