

Position Profile Member and Chairman 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.

The **key responsibilities of the Chairman of the Supervisory Board** can be grouped into six areas:

- **Effective leadership of the Board:** the Supervisory Chair's role is to improve and maximize the governance process. He or she promotes an open dialogue between the Executive Board, Executive Committee and Supervisory Board and makes sure that the Supervisory Board and its Committees function properly.
- **Act as a sounding board for the CEO:** be a natural source of strategic counsel for the CEO, in good times as well as in crisis, while respecting executive responsibility and share strategic insights from a wider portfolio of networks. In addition, he or she brings deep knowledge on actual banking issues and is able to listen, advise and convince on complex matters in the rapidly changing banking landscape.
- **Regular and on-going communication:** ensures proper contact with internal (e.g. Executive Board, Executive Committee, Employee Council) & external stakeholders and shareholders (e.g. orderly and efficient General Meeting).
- **CEO succession planning:** playing a leading role in CEO succession planning and appointing the "right" CEO is the key job of the Chair.
- **Supervisory Board and Executive Board evaluation and development:** arranges for appraisals of the members of the Executive Board and Supervisory Board and ensures and stimulates their development.
- **Decision making:** Ensures there is sufficient time for deliberation and decision-making by the Supervisory Board. Presides over meetings of the Supervisory Board, ensuring members receive all information necessary and the agenda is set.

Experience and personality

The new Chairman of the Supervisory Board (SB) of ABN AMRO:

- Has broad and deep senior executive experience (C-level, Chairman);
- Has broad and deep knowledge of the highly regulated banking industry, preferably both Dutch retail and corporate banking;
- Has undisputed integrity and is able to establish close and trusted personal relationships for a common cause, a professional, empathetic chairman and team leader with a strong societal awareness, presence and orientation;
- Has experience with complex stakeholder management with governmental and for the banking sector relevant regulatory stakeholders, shareholders, and internal stakeholders such as the Staff Council;

- Has affinity with the crucial role of ICT and digitalization;
- Has well-grounded experience and affinity with, and is sufficiently engaged in the Dutch corporate governance culture and practices;
- Understands the challenges of operating in different cross-cultural and regulatory settings and the required (international) governance models;
- Is an experienced leader of complex organizations, with a proven track record of strategic vision, business improvement, cultural change management, talent identification and people development;
- Has proven experience in agenda setting, efficient preparation and effective conduct of meetings and time management; and
- Combines involvement and distance as a basis for independent, reflective, knowledgeable and stimulating supervision that contributes in particular to a performance culture and leadership development.

Profile

- **Collaboration and influencing:** Candidates must be able to promote collaboration in the boardroom and beyond. They will be capable of actively encouraging discussion amongst the other Supervisory Board members and also with management, demonstrating openness to be challenged on assumptions, beliefs or viewpoints, and a willingness to re-examine them in order to reach new conclusions. Candidates must be able to participate in robust, rigorous debate in a constructive and open way and then work to arrive at new solutions. Whilst clearly being able to formulate their own opinions, they must also be consensus-orientated.
- **Results Orientation:** Candidates should be able to demonstrate an interest in improving long-term shareholder value. He or she should be capable of challenging the Executive Board, Executive Committee or other Supervisory Board Members' thinking on current strategy or practice for potential longer-term results. Further, candidates should be able to draw on real life examples from experience in a way that illustrates possible directions. Supervisory Board Members should be focused on ensuring that ABN AMRO performs to the highest levels of shareholders' expectations.
- **Strategic Orientation:** Candidates can oversee a high level of complexity and can influence the shaping of the corporate strategy through active contribution and leadership. The Chairman will assist in the strategy implementation through advice and counsel and can, because of his or her experience in the financial sector and inclination, think differently on critical issues so as to add value in almost all strategic discussions. In addition, they must be able to provide a critical view on possible risks to the business as well as to think differently on critical issues so as to add value in strategic discussions.
- **Board integrity and independence:** Candidates must possess good understanding of best practice in corporate governance. They should be able to demonstrate that they can have the courage to take a stand. They must be able to act in line with their own beliefs, values or ethics and prepared to argue strongly if challenged. In that context, they will demonstrate the courage to challenge others' assumptions or viewpoints as necessary for the good of the organisation.