

Board profile

Stichting Administratiekantoor Continuïteit ABN AMRO Group

Composition and diversity

- 1.1 The Board ('Board') of Stichting Administratiekantoor Continuïteit ABN AMRO Group ('the Foundation') comprises at least 3 members. Only natural persons may be members of the Board.
- 1.2 The composition of the Board must be such that the Board is always able to perform the tasks and responsibilities stated in the Articles of the Foundation and the applicable Trust Conditions. Account must be taken in this respect of the aim to ensure complementarity, collegial decision-making and an optimal combination of experience, expertise, diversity and independence among the Board members, as well as familiarity with the sector, markets and societal environment in which ABN AMRO Group N.V. ('the Company') operates, all in line with the specific requirements of this outline profile.
- 1.3 The composition of the Board of the Trust Office must be such that (i) the Board at least complies with the criteria for independence as referred to in Article 118a of Book 2 of the Dutch Civil Code and (ii) the Foundation qualifies as a legal person independent of the Company within the meaning of Section 5:71(1)(d) of the Dutch Financial Supervision Act [Wet op het financieel toezicht] and, if applicable, any order in council enacted pursuant to Section 5:71(2) of the Financial Supervision Act.
- 1.4 Each board member must be independent. A board member is not independent if he/she or his/her spouse, registered or life partner, foster child of blood or other relative up to twice removed:
 - a. is a managing or supervisory director of the Company or a company belonging to a group affiliated to the Company;
 - b. is a natural person employed by the Company or a company belonging to a group affiliated to the Company;
 - c. is a former managing or supervisory director or employee of the Company or a company belonging to a group affiliated to the Company, with this provision applying only in the first five (5) years after the person ceases being a managing or supervisory director or employee;
 - d. is a designated adviser of the Company or a company belonging to a group affiliated to the Company, including the accountant as referred to in Article 393 of Book 2 of the Dutch Civil Code or a member of the organisation as defined in that Article, or the civil-law notary or lawyer of the Company or a company belonging to a group affiliated to the Company;
 - e. is a former designated adviser of the Company or a company belonging to a group affiliated to the Company, as referred to under c, with this provision applying only in the first three (3) years after the person ceases being an adviser;
 - f. is a managing director or natural person employed by any bank with which the Company or a company belonging to a group affiliated to the Company has a lasting and significant relationship;
 - g. owns a package of shares or depositary receipts amounting (in total) to ten (10) per cent or more of the issued capital of the Company, whether on his/her own or with one or more

other natural or legal persons working with the board member under an explicit or tacit, oral or written agreement;

- h. is a managing or supervisory director or other form of representative of a legal person other than the Foundation that owns ten (10) per cent or more of the issued capital of the Company;
 - i. has temporarily acted, during the previous twelve (12) months, as a managing director of the Company or of a company belonging to a group affiliated to the Company in the absence or inability to act of managing directors of that company.
- 1.5 Only persons whose integrity is regarded by the authorised supervisory body as being beyond doubt may become a board member.

Expertise

- 2.1 Each board member must have the specific expertise required for performance of his/her role on the Board. These requirements for expertise must be complied with at all times.
- 2.2 Taking account of the tasks entrusted to the Foundation, the Board as a whole must have at least sufficient:
 - a. legal expertise, including in the field of company law, and insight into Dutch corporate practice, specifically with regard to large and listed companies;
 - b. insight into national and international banking and the relevant supervisory framework;
 - c. societal commitment and sensitivity;
 - d. expertise in issuing voting advice.
- 2.3 In addition to the requirements for expertise to be met by the Board as a whole and as referred to in Article 2.2, each board member must also individually have the following characteristics and competencies:
 - a. the ability to maintain an open, transparent relationship and a constructive dialogue, both with the Company and the various stakeholders, while also remaining independent;
 - b. awareness of and the ability to assess quickly and effectively the long-term well-being and continuity of the Company;
 - c. sensitivity to relationships in and signals from society;
 - d. the ability to provide constructive criticism;
 - e. strong analytical skills;
 - f. perseverance, thoroughness and decisiveness;
 - g. strong communication skills.