

ABN AMRO

Position profile Member of the Supervisory Board

To further strengthen its Supervisory Board, ABN AMRO is looking to attract a new Supervisory Board Member who will be nominated on behalf of the Works Council.

1. Duties of the Supervisory Board

The Supervisory Board supervises the policy of 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. In addition, the Supervisory Board supervises, advises, challenges and supports the Executive Board and the Executive Committee in the exercise of its powers and duties, taking into account the dynamics and the relationship between the Executive Board and the Executive Committee and its members and while preserving the respective statutory tasks and responsibilities in compliance with applicable law and regulations, including Dutch law, articles of association and the applicable rules of procedure.

The Supervisory Board also supervises compliance with the provisions of applicable law and regulations, including Dutch law, articles of association, and the applicable rules of procedure.

2. Committee Membership

The new Member will join the Remuneration, Selection & Nomination Committee and possibly the Audit Committee. The new member will also be a representative from the Supervisory Board towards the Works Council. For a full description of all responsibilities and requirements of ABN AMRO's Supervisory Board in general, please view the Supervisory Board Rules of Procedure charter.

3. Experience

The composition of ABN AMRO's Supervisory Board will change significantly in 2019: three members will leave in 2019 and two new members are already nominated to be appointed at the AGM. The third new Supervisory Board Member is expected to further complement the amended Supervisory Board in terms of professional experience, competencies as well as personal style.

Essentially, the role is about bringing a broad perspective, i.e. a good understanding of the evolving social and environmental context in which ABN AMRO operates. Given the wish to realize a balanced and diverse Supervisory Board, the Bank now wants to hire a new Member, ideally female, who:

- Has excellent societal antennas and understands developments and their impact on the Bank's activities. She brings a clear and
- balanced outside-in perspective to the debate in the Supervisory Board.
- Has a good understanding of the relevant regulatory framework and supports the Bank's agenda with regards to compliance and risk management matters.
- Has an eye for the larger demographical and technological trends that influence strategy and innovation.
- Ideally brings experience and affinity with change management to the table.
- Has a proven track record of complex stakeholder management.
- Has well-grounded experience and affinity with a two-tier corporate governance culture and practices.
- Understands the challenges of operating in different cross-cultural and regulatory settings.
- Has a good understanding of the meaning and importance of the human factor in organizations.

- Brings broad and deep executive experience at preferably senior management or C-level, ideally gained in both the public- and
 - private sector.
 - Preferably brings (former) experience as a Supervisory Board Member.
- Although a legal background is welcome, this is not a requirement.

4. Personality & personal characteristics

In addition to experience and expertise, the right personality and mind set are key:

- Undisputed integrity and personal authority.
- Highest professional and ethical standards and strong commitment.
- Is able to establish a good working relationship with the Employee Council and contributes to a strategic and effective discussion between the Employees Council, the Executive and the Supervisory Board (de ‘Gouden Driehoek’).
- Authentic and independent thinker who is able and willing to act as countervailing voice.
- Empathetic and binding; able to establish close and trusted personal relationships for a common cause.
- Strong societal awareness (involved member of society).
- A team player with strong listening skills, willing to support and contribute to the overall Board effectiveness.
- Affinity with ABN AMRO’s purpose and strategy. Candidates should be able to support the Bank’s ongoing transformation in the field of innovation, culture and agility.
- Affinity with ABN AMRO’s vision on sustainability. Candidates must understand the challenges of keeping the right balance between commercial interests and the sustainability agenda and is able to provide advice on these matters.
- Promotor of diversity (in every aspect) throughout the organisation.

5. Competences

In addition hereto as well as to the competencies as referred to in article 3.3. of the collective profile (see Appendix I), the candidate furthermore should have the following competences:

- **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.
- **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.
- **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.
- **Strategic Orientation:** Candidates should be able to raise relevant strategic issues (such as macro-economic and political trends), and able to use such knowledge for advising on overall asset distribution



or on individual investment opportunities. 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.