

RULES OF PROCEDURE OF THE SUPERVISORY SUSTAINABILITY COMMITTEE

These rules have been adopted pursuant to section 7.3 of the rules of procedure (**Rules of Procedure**) of the supervisory board (**Supervisory Board**) of ABN AMRO Bank N.V. (the **Company**).

1 DEFINITIONS AND INTERPRETATION

- 1.1 Terms capitalised in these rules have the meaning given to them in **Annex 1** to the Rules of Procedure.
- 1.2 Decisions on the interpretation of these rules are made by the Supervisory Board.

2 DUTIES OF THE SUPERVISORY SUSTAINABILITY COMMITTEE

- 2.1 Without prejudice to the provisions of the Rules of Procedure, the Supervisory Sustainability Committee advises the Supervisory Board on matters within its area of responsibility and prepares the decisions of the Supervisory Board on such matters.
- 2.2 In connection with the foregoing, the duties of the Supervisory Sustainability Committee shall more specifically include assisting the Supervisory Board in its oversight, support and challenging role and making of recommendations to the Supervisory Board regarding:
 - 2.2.1 the sustainability aspects in the Group's strategy and policies¹, including a focus on sustainable long term value creation and related (business) opportunities;
 - 2.2.2 the double materiality assessment: ABN AMRO's positive or negative impact on people and the environment (=inside-out perspective), but also how these matters impact ABN AMRO (=outside-in perspective). These include, but are not limited to, sustainability opportunities, positive sustainability impacts and adverse sustainability impacts related to sustainability matters (as illustrated in the annex to these rules of procedure (Annex 1));
 - 2.2.3 the Group's climate strategy and related climate action plan;
 - 2.2.4 the oversight, support and challenging of actions being taken by the Executive Board to run the Group as a sustainable business, capable of generating sustainable long-term value for its stakeholders, including the effective and timely execution of environmental, social and governance related plans and undertaking of risk mitigating measures;
 - 2.2.5 the formulation of the corporate culture and values and their execution in the organisation, including the strategy and policies on responsible business conduct;
 - 2.2.6 sustainability KPI's;
 - 2.2.7 due diligence obligations with respect to the Group's own operations and value chains;
 - 2.2.8 the Group's strategy on relations with stakeholders on environmental, social and governance matters, including the impact on the relationship with customers;
 - 2.2.9 sustainability-related developments also considering international guidelines and principles and market developments;

¹ Please see annex 1 for a non-exhaustive overview of Environmental, Social and Governance topics.

- 2.2.10 the positioning of the Group with respect to national and international best practices in the field of environmental, social and governance.
- 2.3 The Supervisory Sustainability Committee is responsible for ensuring good cooperation, where relevant, with the Chief Sustainability Officer as well as with other departments of the Group, including the Sustainability Centre of Excellence. The Supervisory Sustainability Committee has access to all necessary information to perform its duties.
- 2.4 The Supervisory Sustainability Committee and the other committees of the Supervisory Board, in particular the Risk & Capital Committee and Audit Committee, coordinate their activities and work together regularly and – if required – on an ad hoc basis to ensure the necessary exchange of information to capture and assess all relevant risks for the performance of their tasks. The Supervisory Sustainability Committee shall inter alia liaise with the other committees of the Supervisory Board as follows:
- 2.4.1 with the Remuneration Committee in its review of the alignment of the Group's remuneration policies with the sustainability related elements in the Group's strategy and the sustainability KPIs;
- 2.4.2 with the Risk & Capital Committee in its supervision and evaluation of (i) the alignment of the risk appetite and limits of the Group with the sustainability related elements in the Group's strategy and (ii) the Group's non-financial risks;
- 2.4.3 with the Selection & Nomination Committee, in its supervision and evaluation of the knowledge and experience in the field of sustainability; and
- 2.4.4 with the Audit Committee, in its supervision and evaluation of the process of preparing and presenting sustainability information and the double materiality assessment, in accordance with the applicable regulations and leading international standards in the field of sustainability.
- 2.5 The Supervisory Sustainability Committee may enlist the services of any internal or external adviser for the performance of its duties. If necessary, the secretary of the Supervisory Sustainability Committee obtains the required expert advice at the request of the Supervisory Sustainability Committee's chair. The Group provides the requisite financial resources, as determined by the Supervisory Sustainability Committee, to pay the invoices of the advisers it has engaged.

3 COMPOSITION, EXPERTISE AND INDEPENDENCE OF THE SUPERVISORY SUSTAINABILITY COMMITTEE

- 3.1 The Supervisory Sustainability Committee consists of at least three (3) members of the Supervisory Board. Preferably, the Supervisory Sustainability Committee consists of at least one member of all other SB committees. The appointment of the members takes immediate effect. The members are appointed until further notice.
- 3.2 More than half of the members must be independent within the meaning of section 4.6 of the Rules of Procedure.
- 3.3 Together the members must have sufficient knowledge, skills and management expertise in the field of Environmental, Social and Governance.

- 3.4 Each member must have sufficient knowledge to be able to form a balanced and independent opinion on the sustainability matters relevant to the Group.

4 CHAIR

- 4.1 The Supervisory Board appoints one of the independent members of the Supervisory Sustainability Committee as chair. The chair has primary responsibility for the proper functioning of the Supervisory Sustainability Committee. He/she acts as spokesperson of the Supervisory Sustainability Committee and is the principal point of contact for the Supervisory Board.
- 4.2 If the chair is absent, the relevant meeting makes its own arrangements for the chairing of the meeting. The meeting will comply with the provision of section 4.3, except in cases where taking all relevant circumstances into account, the proper and efficient functioning of the meeting require otherwise.
- 4.3 The Supervisory Sustainability Committee may not be chaired by the chair of the Supervisory Board, the chair of one of the other Committees or a former member of the Executive Board.

5 MEETINGS

- 5.1 The Supervisory Sustainability Committee meets at least four (4) times each year. Extra meetings will be held as often as the chair of the Supervisory Sustainability Committee, any of the other members of the Supervisory Sustainability Committee deems necessary.
- 5.2 The meetings may be held and may make recommendations to the Supervisory Board only if at least two members are present. Recommendations to the Supervisory Board are based on a majority of votes. If there is a tied vote, the chair has the casting vote.
- 5.3 As a rule, the meetings are held at the offices of the Company, but they may also be held elsewhere.
- 5.4 Meetings may also be held by telephone or videoconferencing or by comparable means of communication, provided that all participants can hear each other simultaneously.
- 5.5 The Supervisory Sustainability Committee is assisted by a secretary to be designated by the chair.
- 5.6 The Supervisory Sustainability Committee shall decide who shall be invited to attend its meetings. The Supervisory Sustainability Committee may invite other members of the Supervisory Board, and, to discuss specific subjects for which they are responsible, any Executive Board member and any other staff member who can contribute to the discussion.
- 5.7 The chair and every other member of the Supervisory Board who is not a member of the Supervisory Sustainability Committee have a standing invitation to attend the meetings of the Supervisory Sustainability Committee.
- 5.8 In so far as practically feasible, the notice calling the meeting and the agenda of the items to be discussed will be sent to each member of the Supervisory Sustainability Committee eight (8) days prior to the meeting.

5.9 Minutes are taken of the meeting. As a rule, these will be adopted at the next meeting or at least within six (6) weeks after the meeting took place. After each meeting the Supervisory Board receives a report on the deliberations and main findings of the Supervisory Sustainability Committee. In addition, the Supervisory Sustainability Committee may request attention for specific sustainability matters in the plenary meeting of the Supervisory Board.

5.10 Resolutions may also be adopted other than at meetings if all members of the Supervisory Sustainability Committee have been informed of the proposal requiring a resolution of the Supervisory Sustainability Committee and, in so far as reasonably possible, have been able to express their opinion on this matter, and if a sufficient number of members of the Supervisory Sustainability Committee to form a majority have declared in writing (including by email) that they are in favour of the proposal.

6 INFORMATION

The Supervisory Sustainability Committee and its individual members may request the Executive Board and the external auditor to provide them with all information they require for the proper performance of their duties. The requested information must be made available as soon as possible.

7 CONFIDENTIALITY

7.1 The meetings of the Supervisory Sustainability Committee are confidential.

7.2 Any communications to third parties must be made by or in consultation with the chair of the Supervisory Sustainability Committee.

Annex 1 – Sustainability matters

Environmental

- Climate change
- Pollution
- Biodiversity and ecosystems
- Deforestation
- Greenhouse gas emissions
- Water and marine resources
- Resource use and circular economy
- Waste generation and reduction
- Climate & environmental risk management

Social

- Own workforce
- Workers in the value chain
- Diversity & inclusion
- Anti-discrimination
- Cultural heritage
- Affected communities (in the sense of the ESRS)
- Consumers and the end users
- Human rights and modern slavery
- Supply chains
- Financial health & inclusion
- Data privacy
- Culture change plan
- Duty of care

Governance

- Business conduct
- Board composition and independence
- (Board) remuneration
- Accountability
- Non-financial disclosures
- Stakeholder engagement
- Tax transparency
- Lobbying transparency
- Anti-bribery, corruption
- Data management