

## **COMPOSITION PROFILE SUPERVISORY BOARD OF ABN AMRO BANK N.V.**

This profile has been drawn up pursuant to section 4 of the Rules of Procedure.

### **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 and activities of the Company and it should match consistently with the Company's individual risk profile and business model.
- 1.2 The profile for the Supervisory Board is based on the following composition principles:
  - the Supervisory Board has such number of members as is sufficient for the proper performance of its duties as well as those of its committees, when installed;
  - the Supervisory Board should have a sufficient level of independent members;
  - the Diversity Policy for Management Bodies should be complied with;
  - the Supervisory Board should always consist of suitable individuals.
- 1.3 From the collective composition profile of the Supervisory Board, position profiles for the individual members are derived which will be used in the recruitment and selection process of new members.
- 1.4 The composition profile is adopted by 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 section 11.10.3 of the Rules of Procedure.
- 1.5 In so far as its actual composition differs from the profile, the Supervisory Board will account for this in its report included in the management report and will also indicate within what period it expects to be able to comply with the profile.
- 1.6 Terms capitalised in these rules have the meaning given to them in Annex 1 to the Rules of Procedure.

### **2. SIZE**

- 2.1 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 expertise, background, competence 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.
- 2.2 In order to reflect this, as well as in order to ensure continuity, the Supervisory Board shall have at least seven members.

### **3. DIVERSITY**

- 3.1 The composition of the Supervisory Board should mirror the communities in which it operates and as such foster a variety of views and experiences and facilitate independent opinions and sound decision-making within the Supervisory Board. As such there should be a right balance in gender, age, experience and international and cultural background and geographical provenance.
- 3.2 In addition, account should be taken 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.
- 3.3 Furthermore in the selection the Company strives to have at least 30% of the seats held by women and at least 30% of the seats by men.

#### 4. **SUITABILITY**

4.1 The Supervisory Board as well as its individual members should at all times be suitable, in order for the Company and its group to function well.

4.2 In order for an individual member of the Supervisory Board to be suitable the following notions should be met:

- Sufficient time commitment
- Adequate knowledge, skills and experience
- Reputation, honesty and integrity
- Independence of mind

4.3 All members should have sufficient time to perform their position in the Supervisory Board. The expected time expenditure for an individual member will be on average at least [100 days per year for the chairman and 50/70 days per year for other members], considering that one working day consists of at least 8 hours. Members should not only have sufficient time during normal periods but also in case of increased activity, when a higher level of time commitment may be required.

4.4 Members of the Supervisory Board must have adequate knowledge, skills and experience to fulfil their functions. Members of the Supervisory Board should have an up-to-date understanding of the business of the Company and its risks, at a level commensurate with their responsibilities. This includes an appropriate understanding of those areas for which an individual member is not directly responsible but is collectively accountable together with the other members of the Supervisory Board.

4.5 Members of the Supervisory Board should have a clear understanding of the institution's governance arrangements, their respective role and responsibilities and the group structure and any possible conflicts of interest that may arise therefrom. Members of the Supervisory Board should be able to contribute to the implementation of an appropriate culture, core values and behaviour within the Supervisory Board and the Company.

4.6 The level of knowledge, skills and experience required depends on the main characteristics of the specific position within the Supervisory Board.

4.7 Knowledge, experience or understanding of the following matters should be covered within the collective Supervisory Board:

- strategic management (including strategy development, implementation and adjustment)
- management, organisation and communication
- 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, financial markets and capital markets and financial models
- impact of technologies, both current and emerging, on consumers, businesses and business models

- 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
- financial accounting and reporting
- IT and cyber security
- audit
- balanced and consistent decision-making, with a central role for the interests of customers and other Stakeholders in the Group

4.8 Each member of the Supervisory Board should have the following skills, 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 Company
- ability to maintain an open relationship and constructive dialogue with the Executive Board, the Executive Committee, the Employee Council and other stakeholders
- ability to support and advise the Executive Board and the Executive Committee
- 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

- 4.9 Each individual member of the Supervisory Board is expected to have at least three years of recent relevant practical experience at high level managerial positions (including theoretical experience in banking). Practical experience gained in the public or academic sector could also be relevant depending on the position held.. The Chairman is expected to have at least ten years of recent relevant practical experience. This should include a significant proportion of senior level managerial positions and significant theoretical experience in banking or a similar relevant field.
- 4.10 Members of the Supervisory Board must at all times be of sufficiently good repute to ensure the sound and prudent fulfilling of their position. They should uphold high standards of integrity and honesty.
- 4.11 Members of the Supervisory Board must engage actively in their duties and should be able to make their own sound, objective and independent decisions and judgments when performing their functions and responsibilities. In order to be able to make sound, objective and independent decisions and judgments, the member must be able to act with 'independence of mind'. This is a pattern of behaviour, shown in particular during discussions and decision-making within the Executive Committee, and is required for each member of the Supervisory Board
- 4.12 In addition to the aforementioned suitability notions, each member of the Supervisory Board shall at all time meet the limitation rules on ancillary positions following from CRD IV.