

**Position Profile**  
**Member of the Supervisory Board with banking experience**

**1. General**

ABN AMRO, ranks among the three largest banks in the Netherlands and serves both retail and business clients. The bank is active internationally in private banking and corporate banking.

ABN AMRO has a two-tier governance model, consisting of a Supervisory Board and a Managing Board. The Supervisory Board supervises the Managing 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. ABN AMRO has been listed on the stock exchange since 20 November 2015. The government will remain a shareholder of ABN AMRO for some time and will gradually reduce its shareholding in the coming years.

In accordance with the prevailing resignation schedule of the Supervisory Board, the current mandate of the Chairman, Mr Van Slingelandt, ends at the general meeting of shareholders to be held on 18 May 2016. Mr Van Slingelandt has indicated earlier that he will not apply for reappointment. The Supervisory Board intends to appoint a new Chair of the Supervisory Board of ABN AMRO, as successor to Mr Van Slingelandt. The appointment of the contemplated candidate is currently under review by the European Central Bank.

In light hereof, the Supervisory Board has decided to search a candidate with broad banking expertise to succeed Mr Van Slingelandt, in his capacity as member of the Supervisory Board. This will ensure that the collective profile of the Supervisory Board, and sufficient banking knowledge within the Supervisory Board, remains safeguarded.

This position profile is supplementary to the collective profile of the ABN AMRO Supervisory Board, as attached hereto in **Appendix I**.

**2. Focus and duties**

In addition to the contribution to the collective knowledge and/or experience and/or understanding of the matters as referred to in article 3.2. of the collective profile (see Appendix I), the candidate is required to focus on the duties and responsibilities of the Risk and Capital Committee and the Audit Committee. The duties and responsibilities of both committees are further explained below:

*Risk & Capital Committee:*

The Risk & Capital Committee is responsible for supervising (and advising the complete Supervisory Board) with respect to, amongst other things, (i) risk management and risk control (including pricing policies), (ii) compliance, (iii) the allocation of capital and liquidity, (iv) the bank's risk appetite, (v) compliance with applicable laws and regulations (including codes of conduct and internal procedures), (vi) risk awareness within the bank, (vii) sound remuneration policies and practices in light of risk, capital, liquidity and expected earnings, (viii) proposing corrective and/or disciplinary measures against members of the Managing Board in the event of breach of applicable laws and regulations, and (ix) periodic review of the Group's actual risk profile.

*Audit Committee:*

The Audit Committee is tasked with the direct supervision of all matters relating to financial reporting and controlling. In doing so, it is responsible for supervising (and advising the complete Supervisory Board) with respect to, amongst other things, (i) the assessment of the principles of valuation and determination of results for the financial statements, (ii) internal control and financial reporting functions, (iii) internal and external audit, (iv) risk assessment of issues that could impact the financial reporting, (v) compliance with applicable laws and regulations, (vi) mediation between internal or external auditors and/or management, and (vii) reporting to the Supervisory Board on related issues.

**3. Expected time expenditure**

The expected time expenditure on average is 53 working days on a yearly basis, whereby one working day consists of 8 hours per day.

**4. Required competencies, knowledge and experience**

In addition to the competencies as referred to in article 3.3. of the collective profile (see Appendix I), the candidate is required to have thorough banking knowledge and extensive experience as a banker as explained under 1. above.

## Appendix 1

### COLLECTIVE PROFILE OF THE SUPERVISORY BOARD

#### Annex 4 to the Rules of Procedure of the Supervisory Board

This profile has been drawn up pursuant to Article 4 of the Rules of Procedure of the Supervisory Board.

#### 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, scope and complexity of the undertaking and activities and the desired suitability, experience and independence of its members. The profile also deals with aspects of diversity, including gender and age, relevant to the undertaking in the composition of 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 paragraph 10.3.2 of the Rules of Procedure of the Supervisory Board.
- 1.2. In so far as its actual composition differs from the profile, the Supervisory Board will account for this in its report included in the annual report and will also indicate within what period it expects to be able to comply with the profile.
- 1.3. 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 experience, expertise, diversity 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, in keeping with the suitability criteria included in this Annex.
- 1.4. To be able to carry out its duties properly, the Supervisory Board as a whole and each of its individual members should fulfil the suitability criteria.
- 1.5. Terms capitalised in these rules have the meaning given to them in Annex 1 to the Rules of Procedure of the Supervisory Board.

#### 2. COMPOSITION AND DIVERSITY

- 2.1. The composition of the Supervisory Board should take account 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;
  - the aim of striking a good balance between age, gender and cultural background of the individual members.

#### 3. SUITABILITY

- 3.1. The Supervisory Board should fulfil the suitability criteria as a collective, as referred to in the Suitability Policy Rule 2012 (*Beleidsregel Geschiktheid 2012*), and each member of the Supervisory Board should have the specific suitability (in terms of knowledge, skills and professional conduct) which is necessary to fulfil his/her role in the Supervisory Board. These suitability requirements should be complied with at all times; to this end, each member of the Supervisory Board should participate in the induction programme and lifelong learning programme developed by the Group. In addition, each member of the Supervisory Board should continue to develop his/her individual expertise.

3.2. In view of the wide variety of subjects with which the Group must deal in conducting its business, the Supervisory Board should have collective knowledge and/or experience and/or understanding of the following matters:

- 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
- 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
- balanced and consistent decision-making, with a central role for the interests of customers and other Stakeholders in the Group

3.3. Each member of the Supervisory Board should have the following 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 Group and the Business Principles;
- ability to maintain an open relationship and constructive dialogue with the Managing Board
- ability to support and advise the Managing Board
- 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