

RULES OF PROCEDURE OF THE SELECTION & NOMINATION 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 SELECTION & NOMINATION COMMITTEE

- 2.1 The Selection & Nomination Committee advises the Supervisory Board on its duties in relation to selection, nomination, talent management and the effectiveness of the Group's governance arrangements and prepares the decisions of the Supervisory Board on such matters.
- 2.2 In connection with the foregoing, the duties of the Selection & Nomination Committee shall more specifically include assisting in and making of recommendations to the Supervisory Board regarding:

Selection, appointment procedures and succession plans

- 2.2.1 drawing-up selection criteria and appointment procedures for members of the Supervisory Board and Executive Board, including ascertaining the spread of knowledge, skills, diversity and experience in the Executive Board and Supervisory Board and assessing how much time should be devoted to the function, and the supervision of comparable criteria and procedures for senior management, the latter as set by the Executive Board;
- 2.2.2 preparing the selection and appointment or reappointment of members of the Executive Board and Supervisory Board in cooperation with human resources (including actively identifying and recommending candidates, preparing a description of the roles of and capabilities for a particular appointment, evaluating the adequate balance of knowledge, skills and experience, assessing the time commitment expected and considering the objectives of the suitability policy and diversity & inclusion policy);
- 2.2.3 making proposals for appointments and reappointments of members of the Executive Board and Supervisory Board;
- 2.2.4 drawing-up a succession plan for the members of the Executive Board and members of the Supervisory Board, and the supervision of the policy of comparable succession plans for senior management, the latter as set by the Executive Board;
- 2.2.5 ensuring that the individual and collective suitability assessments of the members of the Executive Board and Supervisory Board are carried out before they are appointed. The Selection & Nomination Committee may liaise with other committees (e.g. risk & capital committee and audit committee) and internal functions (e.g. human resources, legal or control functions). The Supervisory Board is responsible for determining the final suitability assessments;

- 2.2.7 giving advise to the Supervisory Board on:
- i. the number of Executive Board members to be appointed;
 - ii. the appointment of a member of the Executive Board as vice-chair of the Executive Board;
 - iii. the appointment, suspension or dismissal of Executive Board members;
 - iv. the division of duties within the Executive Board.

Assessments on structure, size, composition, functioning and talent management

- 2.2.8 periodically assessing the structure, size and composition of the Executive Board and the Supervisory Board and its committees and the diversity within it and making a proposal for a composition profile of the Executive Board and Supervisory Board, including the targets for gender diversity and, insofar applicable, the policies to meet those targets;
- 2.2.9 periodically assessing the functioning of individual members of the Executive Board and members of the Supervisory Board and reporting on this to the Supervisory Board;
- 2.2.10 preparing (a) the annual (re)assessment of the individual and collective suitability of members of the Executive Board and the Supervisory Board and reporting the results to the Executive Board, and (b) the periodic (at least annual) review of the size, structure and composition of the Supervisory Board and Executive Board, making recommendations on the required size, structure and composition thereof and making a proposal for collective and individual profiles of the Supervisory Board;
- 2.2.11 reviewing annually the knowledge, skills, experience and functioning of (i) the Executive Board (including its individual members) and (ii) the Supervisory Board (including its individual members) and reporting on this to the Supervisory Board;
- 2.2.12 monitoring the effectiveness of the Company's suitability policy and diversity & inclusion policy, review its design and implementation and make recommendations on changes, where appropriate or required;
- 2.2.13 ensuring that the decision-making of the Executive Board and Supervisory Board is not dominated by any one individual or small group of people in a manner that harms the Group;
- 2.2.14 supervising the talent management policy of the Executive Board within the organisation;
- 2.2.15 supervising the management development programme for Extended Leadership Team members; and
- 2.2.16 periodically assess the mechanisms and systems adopted to ensure that the system of selection and nomination and maintaining a sustainable pool of talent is consistent with and promotes sound and effective risk management.
- 2.3 The Selection & Nomination Committee safeguards that sufficient record is kept of the considerations and process of preparing the selection and appointment or reappointment of members of the Executive Board and Supervisory Board (including identifying and recommending candidates), as further described in section 2.2.2.
- 2.4 The Selection & Nomination Committee may enlist the services of an internal or external adviser for the performance of its duties. If necessary, the secretary obtains the required expert advice at the request of the chair. The Group provides the requisite financial resources, as determined by the Selection & Nomination Committee, to pay the invoices of the advisers it has engaged.

- 2.5 The Selection & Nomination Committee is responsible for ensuring good cooperation, where relevant, with the director of human resources as well as with other departments of the Group, including the communication department. The Selection & Nomination Committee has access to all necessary information to perform its duties.

3 COMPOSITION, EXPERTISE AND INDEPENDENCE OF THE SELECTION & NOMINATION COMMITTEE

- 3.1 The Selection & Nomination Committee consists of at least three (3) members of the Supervisory Board. 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 selection at the highest management levels of large companies, as well as appropriate expertise concerning the selection process and suitability requirements.
- 3.4 The Selection & Nomination Committee will include no more than one member of the Supervisory Board who is on the managing board of a Dutch listed company.

4 CHAIR

- 4.1 The Supervisory Board appoints one of the independent members of the Selection & Nomination Committee as chair.
- 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 requires otherwise.
- 4.3 The role of chair of the Selection & Nomination Committee may not be held by the chair of one of the other Committees or a former member of the Executive Board or by a member of the Supervisory Board who is on the managing board of a Dutch listed company.
- 4.4 The chair is in any event responsible for the proper functioning of the Selection & Nomination Committee. He/she acts as spokesperson of the Selection & Nomination Committee and is the principal point of contact for the Supervisory Board.

5 MEETINGS

- 5.1 The Selection & Nomination Committee meets at least twice each year. Extra meetings will be held as often as the chair, one or more of the other members or the chair of the Supervisory Board 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 Selection & Nomination Committee is assisted by a secretary to be designated by the chair.
- 5.6 The Selection & Nomination Committee shall decide who shall be invited to attend its meetings. The Selection & Nomination Committee may invite other members of the Supervisory Board, and, to discuss specific subjects for which they are responsible, the CEO, Executive Board members 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 Selection & Nomination Committee have a standing invitation to attend the meetings of the Selection & Nomination 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 Selection & Nomination 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 Selection & Nomination Committee.
- 5.10 Resolutions may also be adopted other than at meetings if all members of the Selection & Nomination Committee have been informed of the proposal requiring a resolution of the Selection & Nomination 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 Selection & Nomination Committee to form a majority have declared in writing (including by e-mail) that they are in favour of the proposal.

6 INFORMATION

- 6.1 The Selection & Nomination Committee and the 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 Selection & Nomination Committee are confidential.
- 7.2 Any communications to third parties must be made by or in consultation with the chair of the Selection & Nomination Committee.