

**Position profile
Member of the Supervisory
Board with wholesale
experience**

1. General

ABN AMRO is a full-service bank with a primary focus on the Netherlands and selective operations internationally. The bank serves retail, private, commercial, corporate and institutional banking clients. ABN AMRO has been listed on the stock exchange since 20 November 2015. The government is a depository receipt holder of ABN AMRO through the intermediary entity NLFI. It is expected that NLFI will gradually reduce its stake in the coming years.

ABN AMRO has a two-tier governance model, consisting of a Supervisory Board and an Executive Board. ABN AMRO ensures effective risk control, meets all relevant legislation and regulations, and provides full transparency to all relevant stakeholders and market parties.

The statutory Executive Board consists of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Risk Officer (CRO) and the Chief Information & Technology Officer (CI&TO). In addition, ABN AMRO Bank N.V. has an Executive Committee consisting of the members of the Executive Board and five senior executives, of which four roles for the four business lines (Retail Banking, Commercial Banking, Corporate & Institutional Banking and Private Banking) and one role with bank wide responsibilities (Transformation & HR). The new management structure is thus designed to create an enhanced focus on the bank's business activities at a senior executive level.

In order to further strengthen its wholesale knowledge, the Supervisory Board is looking for a seasoned financial services expert with broad and deep knowledge of the highly regulated banking industry, in particular leading wholesale banking activities (either investment including extensive cross border M&A experience or broad corporate banking) and with broad and deep senior executive experience (including senior management, C-level, member Supervisory Board).

Given the current composition of the Supervisory Board, if candidates are of equal preference, preference is to be given to a woman.

This position profile is supplementary to the collective profile of the ABN AMRO Supervisory Board.

2. Focus and duties

The Supervisory Board supervises the Executive Board and the general course of events in ABN AMRO 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, articles of association and the applicable rules of procedure.

For a full description of responsibilities and requirements of the Supervisory Board, reference is made to the Supervisory Board Rules of Procedure.

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 Audit Committee and the Remuneration, Selection & Nomination Committee. The duties and responsibilities of these committees are further explained below:

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) in respect of, 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.

Remuneration, Selection & Nomination Committee

The Remuneration, Selection & Nomination Committee is responsible for supervising (and advising the complete Supervisory Board) with regard to, amongst other things, (i) remuneration policies and execution thereof for members of the Executive Board, the Supervisory Board and selected members of senior management, (ii) the selection, appointments and reappointments regarding the Supervisory Board and the Executive Board, (iii) succession plans of the Supervisory Board and the Executive Board, (iv) the knowledge, skills, experience, performance, size, composition and profile of both boards, (v) the performance of the members of both boards, and (vi) reporting on the execution of the remuneration policies through a remuneration report.

3. Expected time expenditure

The expected time expenditure on average is 55 working days on a yearly basis, whereby one working day consists of 8 hours per day.

4. Required knowledge, experience and competences

In respect of composition the Supervisory Board aims to have 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, as well to strike a good balance between age, gender and cultural background of the individual members.

Experience / expertise

The candidate should not only be a seasoned financial services expert with broad and deep senior executive experience and broad and deep knowledge of the highly regulated banking industry, in particular leading wholesale banking activities (either investment including extensive cross border M&A experience or broad corporate banking). The candidate should furthermore:

- have experience in or affinity with the crucial role of ICT and digitalization;
- understand the challenges of operating in different cross-cultural and regulatory settings and the required (international) governance models;

- have well-grounded experience and affinity with, and is sufficiently engaged in, the Dutch corporate governance culture and practices;
- have a proven track record of complex stakeholder management with, among others, governmental and for the banking sector relevant regulatory stakeholders; and
- have affinity with the Dutch cultural setting; however, ABN AMRO is open to recruit professionals from any nationality.

Personality

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

- undisputed integrity;
- highest professional and ethical standards and strong commitment;
- empathetic and able to establish close and trusted personal relationships for a common cause; and
- strong societal awareness (active member of society).

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:

- **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.
- **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.