

Category	Banking Code Principle	Comment
2. SUPERVISORY BOARD 2.1 Composition and expertise	2.1.1 The supervisory board shall be composed in such a way that it is able to perform its tasks properly. Complementarity, a collegial board, independence and diversity are preconditions for the supervisory board to perform its tasks properly.	<p>The composition of ABN AMRO's Supervisory Board is in keeping with the profile as included in the Rules of Procedure of the Supervisory Board, which is available on our website. The Rules of Procedure were changed in 2010 to accommodate the Banking Code, and include the recommendations of the Code.</p> <p>The Supervisory Board consists of eight independent members of different ages and backgrounds, and from different sectors of industry. At this point, the Supervisory Board is made up of six men and two women. The Board's diverse composition, its members' different walks of life and backgrounds are fertile ground for wide-ranging and constructive debate and for considered decision-making. Our website has the biographies of the individual Supervisory Board members.</p>
.	2.1.2 The supervisory board shall have a sufficient number of members to properly perform its function, including in its committees. The appropriate number of members depends on the nature, size and complexity of the bank.	ABN AMRO's Supervisory Board consists of eight members. Given its nature, size and complexity, ABN AMRO has a sufficient number of members to properly perform its duties, as well as those of its committees.
	2.1.3 The members of the supervisory board shall have thorough knowledge of the bank's functions in society and of the interests of all parties involved in the bank. The supervisory board shall carefully consider the interests of all parties involved in the bank, such as the bank's clients, its shareholders and its employees.	<p>The Supervisory Board's rules of procedure state that, in discharging its duties, the Supervisory Board will be guided by the interests of the bank and the business connected with it, and that, in so doing, it will make a balanced assessment of the relevant interests of all of the bank's stakeholders, including customers, employees and shareholders. The Rules of Procedure expressly stipulate that the Supervisory Board give due consideration to aspects of corporate social responsibility.</p> <p>Within their specialist field and area of expertise, the individual members of the Supervisory Board contribute a great deal of knowledge and experience. As their individual profiles reveal, our Supervisory Board members are aware of the social context in which the bank operates and of the interests of all of the bank's stakeholders, allowing them to strike a fair balance between all of these interests.</p>
2. SUPERVISORY	2.1.4 Each member of the supervisory board shall be capable of assessing the main aspects of the	ABN AMRO's Supervisory Board encompasses all the disciplines and skills

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BOARD 2.1 Composition and expertise <i>(continued)</i>	bank's overall policy in order to form a balanced and independent opinion about the basic risks involved. Each member of the supervisory board shall also possess the specific expertise needed to perform his or her role in the supervisory board. To this end, whenever a vacancy arises on the supervisory board, an individual profile shall be drawn up for the new member of the board.	<p>required to perform its duties. Independent members all have sufficient expertise and experience to assess the key tenets of the bank's financial policies in order to arrive at a balanced and independent opinion of the basic risks facing the bank as part of its overall policy. The profile mentioned under 2.1.1 sets out the requirements that Supervisory Board members are expected to meet.</p> <p>At the present time, the Supervisory Board has no vacancies. If a vacancy arises, it will be filled on the basis of an individual profile drawn up in accordance with the profile for the Supervisory Board at large.</p>
	2.1.5 As part of the process to fill the vacancy of chairman of the supervisory board, an individual profile shall be drawn up that also focuses on the bank's requirements in terms of expertise and experience in relation to the financial sector and familiarity with the socio-economic and political culture and the social environment of the bank's main markets.	<p>By virtue of his many years of experience in the financial and banking industry, the current chairman of ABN AMRO's Supervisory Board has the required expertise, financial industry experience, and awareness of the economic and political culture and social environment in which ABN AMRO operates.</p> <p>If the position of chairman of the Supervisory Board becomes available, ABN AMRO will draw up a profile that will include the requirements specified under this Banking Code Principle and that will assure that any candidate meets the specified criteria.</p>
	2.1.6 Each member of the supervisory board – the chairman in particular – shall be sufficiently available and contactable to properly perform his or her tasks in the supervisory board and the supervisory board's committees.	<p>The chairman and members of ABN AMRO's Supervisory Board have confirmed and demonstrated that they are sufficiently available and contactable to properly perform their duties in the Supervisory Board and the Supervisory Board committees on which they serve.</p>
2. SUPERVISORY BOARD 2.1 Composition	2.1.7 Each member of the supervisory board shall receive suitable compensation for the amount of time that he or she spends on supervisory board activities. This compensation shall not depend on	<p>The chairman and members of the ABN AMRO Supervisory Board are compensated in keeping with standard practice at comparable companies and with the amount</p>

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<i>and expertise (continued)</i>	the bank's results.	of time spent on supervisory board duties. Compensation is not performance-linked. The annual report lists in detail the compensation received by the supervisory board members.
2. SUPERVISORY BOARD <i>2.1 Composition and expertise (continued)</i>	<p>2.1.8 The chairman of the supervisory board shall organise a programme of lifelong learning, with the aim of maintaining the expertise of the supervisory board directors at the required standard and improving their expertise where necessary. The learning programme shall cover relevant developments at the bank and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, risk management, financial reporting and audits. Every member of the supervisory board shall take part in the programme and meet the requirements of lifelong learning.</p>	<p>ABN AMRO has a lifelong learning programme in place for its supervisory board members to keep their knowledge up to date, and where necessary helps to broaden and deepen their knowledge.</p> <p>The Lifelong Learning Programme covers all areas and trends relevant to the bank. Topics are typically inspired by current events.</p> <p>The Lifelong Learning Programme is organised for the Supervisory Board at large. To this effect, ABN AMRO has joined forces with a reputable financial training institute to put together a 2010/2011 programme covering the latest trends in governance and ethics, finance and risk.</p> <p>In addition, senior managers are invited to give presentations to supervisory board members about the latest developments in their particular business.</p> <p>Also, as part of their lifelong learning programme, supervisory board members will be making company visits once or twice a year, and they will seek information about specific topics from senior managers within the bank.</p> <p>ABN AMRO also has an induction programme to ensure that new members of the Supervisory Board gain sufficient knowledge of the organisation and have access to the right knowledge to participate in the lifelong learning programme.</p> <p>As part of the induction and training programme, supervisory board members are offered the opportunity to sign up for various workshops, which will typically be held by experts within ABN AMRO. With knowledge, background and experience different for each supervisory board member, they will be offered a training programme tailored to their needs.</p>

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	2.1.9 The assessment of the effectiveness of the lifelong learning referred to in principle 2.1.8 shall be part of the annual evaluation performed by the supervisory board.	ABN AMRO applies this principle.
	2.1.10 In addition to the supervisory board's annual self-evaluation, the functioning of the supervisory board shall be evaluated under independent supervision once every three years. The involvement of each member of the supervisory board, the culture within the supervisory board and the relationship between the supervisory board and the executive board shall be part of this evaluation.	ABN AMRO's Supervisory Board meets annually to conduct its self-assessment, appraise the workings of its committees and the performance of its individual members in the previous year. In addition to this annual internal evaluation process, the Supervisory Board receives external assessment guidance once every three years. Topics covered are part of the assessment and actual content of the lifelong learning programme.
2.2 Tasks and working methods	2.2.1 As part of its supervisory tasks, the supervisory board shall pay special attention to the bank's risk management. All discussions about risk management shall be prepared by a risk committee or a similar committee, which committee shall be appointed by the supervisory board from its ranks for this purpose.	All Supervisory Board meetings covering risk management are prepared by the Risk & Capital Committee, which the Supervisory Board has appointed from its ranks. The Committee particularly focuses on the effectiveness of the risk management framework and the enterprise risk management dashboard, which captures all risks relevant to the bank and the way these interconnect. In addition, the Risk & Capital Committee covers operational and credit risk management, and developments in the bank's capital position.
2. SUPERVISORY BOARD 2.2 Tasks and working methods (continued)	2.2.2 Both the risk committee and the audit committee shall be subject to specific requirements as regards competency and experience. For example, a number of members of the risk committee must have sound knowledge of the financial aspects of risk management or the experience needed to make a thorough assessment of risks. A number of members of the audit committee must have sound knowledge of financial reporting and internal control systems and audits or the experience needed to thoroughly supervise these areas.	Both the Risk & Capital Committee and the Audit Committee are governed by specific competence and experience requirements. These requirements are included in the Rules of Procedure of the Supervisory Board. Most members of the Risk & Capital Committee have sound knowledge and/or experience of the financial aspects of risk management in general – and pertaining to financial institutions in particular – to make a thorough assessment of the bank's risks, and also have relevant knowledge of financial reporting and compliance at regulated financial institutions. All members of the Audit Committee are well versed in financial reporting, internal control systems and audits and/or have the experience and specific knowledge of audits and annual financial reporting by banks provide sound supervision by the Audit Committee and Supervisory Board.
3. EXECUTIVE BOARD	3.1.1 The executive board shall be composed in such a way that it is able to perform its tasks	The Rules of Procedure of the Managing Board describe the requisite profile of the

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<p><i>3.1 Composition and expertise</i></p>	<p>properly. Complementarity, a collegial board and diversity are preconditions for the executive board to perform its tasks properly.</p>	<p>members of the board. The Rules of Procedure were changed in 2010 to accommodate the Banking Code, and include the recommendations of the Code. The Rules determine, for instance, that complementarity, a collegial board and diversity are key conditions informing the board's composition.</p> <p>ABN AMRO's Managing Board consists of seven members from different sectors of industry and with different knowledge and experience. At this point, the Managing Board is made up of six men and one woman. The Board's diverse composition, and its members' different walks of life and backgrounds are fertile ground for wide-ranging and constructive debate and considered decision-making. Biographies of the individual members of the Managing Board are available on our website.</p>
<p>3. EXECUTIVE BOARD <i>3.1 Composition and expertise (continued)</i></p>	<p>3.1.2 Each member of the executive board shall possess a thorough knowledge of the financial sector in general and the banking sector in particular. Each member of the executive board shall have thorough knowledge of the bank's functions in society and of the interests of all parties involved in the bank. In addition, each member of the executive board shall possess thorough knowledge so that he or she is able to assess and determine the main aspects of the bank's overall policy and then form a balanced and independent opinion about the risks involved.</p>	<p>The Rules of Procedure of the Managing Board include the criteria for the composition of the Managing Board. As the biographies of the individual members of the Managing Board on our website reveal, the Managing Board has been composed in keeping with these criteria.</p>
	<p>3.1.3 The chairman of the executive board shall organise a programme of lifelong learning, with the aim of maintaining the expertise of the executive board directors at the required standard and improving their expertise where necessary. The learning programme shall cover relevant developments at the bank and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, risk management, financial</p>	<p>ABN AMRO has a lifelong learning programme in place for its supervisory board members to keep their knowledge up to date, and where necessary helps to broaden and deepen their knowledge.</p> <p>The Lifelong Learning Programme covers all areas and trends relevant to the bank. Topics are typically inspired by current events.</p>

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	reporting and audits.	<p>The Lifelong Learning Programme is organised for the Managing Board at large. To this effect, ABN AMRO has joined forces with a reputable financial training institute to put together a 2010/2011 programme covering the latest trends in governance and ethics, finance and risk.</p> <p>Board members are also encouraged to take individual courses specific to their fields in order to keep their skills and competencies up-to-date in their area of responsibility and to broaden/deepen these where necessary.</p> <p>ABN AMRO also has an induction programme to ensure that new members of the Managing Board gain sufficient knowledge of the organisation and have access to the right knowledge to participate in the lifelong learning programme.</p>
3. EXECUTIVE BOARD 3.1 Composition and expertise (continued)	3.1.4 Every member of the executive board shall take part in the programme referred to in 3.1.3 and meet the requirements of lifelong learning. They have to satisfy this condition in order to sit on the executive board. The supervisory board shall ascertain whether the members of the executive board continue to fulfil the expertise requirements developed by De Nederlandsche Bank [the Dutch central bank].	ABN AMRO applies this principle. The Supervisory Board will include this in its annual assessment.
	3.1.5 Each year, the bank shall indicate in its annual report in what manner it implemented principles 3.1.3 and 3.1.4.	ABN AMRO applies this principle.
	3.1.6 Taking into account the risk appetite approved by the supervisory board, the executive board shall ensure a balanced assessment between the commercial interests of the bank and the risks to be taken.	Taking into account the risk appetite approved by the Supervisory Board, the ABN AMRO Managing Board will at all times ensure a balanced assessment between the commercial interest of the bank and the risks to be taken, as set out in its Rules of Procedure.
	3.1.7 Within the executive board one member shall be responsible for preparing the decision-making with regard to risk management. This member of the executive board shall be involved, in a timely manner, in the preparation of decisions that are of material significance for the bank as regards the risk profile, especially where these	The Managing Board of ABN AMRO has designated one of its members as Chief Risk Officer (CRO). The CRO is involved, in a timely manner, in the preparation of decisions of material significance to the bank's risk profile, especially if such decisions might entail a departure from the risk appetite as

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	<p>decisions may result in departure from the risk appetite approved by the supervisory board. Risk management shall also include a focus on the interests of financial stability and on the impact that systemic risk could have on the risk profile of the bank.</p>	<p>approved by the Supervisory Board. Risk management also includes a focus on financial stability and any potential impact of systemic risk on ABN AMRO's risk profile.</p>
	<p>3.1.8 The member of the executive board who is responsible for preparing the decision-making with regard to risk management may combine his or her function with other focus areas, on the condition that he or she does not bear any individual commercial responsibility for the commercial task areas and operates independently from those areas.</p>	<p>The Chief Risk Officer and member of the ABN AMRO Managing Board does not have any individual responsibility for the bank's commercial activities and operates independently from these areas.</p>
<p>3. EXECUTIVE BOARD 3.2 Tasks and working methods</p>	<p>3.2.1 In all of its actions, the bank's executive board shall ensure that it carefully considers the interests of all of the parties involved in the bank, such as the bank's clients, its shareholders and its employees. These considerations shall take into account the continuity of the bank, the environment in society in which the bank operates and legislation, regulations and codes that apply to the bank.</p>	<p>The Rules of Procedure state that, in discharging its duties, the Managing Board will be guided by the interests and the continuity of the bank and the business connected with it, and that, in so doing, it will make a balanced assessment of the relevant interests of all of the bank's stakeholders, including customers, shareholders and employees. The Managing Board will also give due consideration to the social environment in which ABN AMRO operates.</p>
	<p>3.2.2 Maintaining a continued focus on its clients' interests is a necessary precondition for the continuity of the bank. Without prejudice to the principle formulated in 3.2.1, the executive board shall ensure that the bank always treats its clients with due care. The executive board shall see to it that the duty of care for the client is embedded in the bank's culture.</p>	<p>Customer centricity in ABN AMRO's book, means to act in the interest of its customers. It does not always mean to do "exactly what the customer asks us to". ABN AMRO puts customers first by ensuring that:</p> <ol style="list-style-type: none"> 1. it employs professional and expert staff; 2. it is well aware of the customer's situation; 3. it knows its customers; 4. it provides relevant advice, services and products; 5. it operates transparently and communicates clearly. <p>ABN AMRO's culture programmes – in which "putting customers first" is a key feature – should help further embed customer centricity in the bank's culture. The theme will also come up in the annual performance</p>

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		assessment of the bank's employees.
3. EXECUTIVE BOARD 3.2 Tasks and working methods <i>(continued)</i>	3.2.3 The members of the executive board shall perform their tasks in a meticulous, expert and fair manner, taking into account the applicable laws, codes of conduct and regulations. Each member of the executive board shall sign a moral and ethical conduct declaration. A declaration has been included in the explanatory notes to this code. This declaration is a model declaration, which means that each bank can supplement it as it deems appropriate.	The Managing Board's rules of procedure state that board members will discharge their duties professionally and with due care and integrity, complying with applicable laws, regulations and codes. All members of the Managing Board have signed the moral and ethical conduct declaration as published on our website.
	3.2.4 The executive board shall ensure that the declaration referred to in principle 3.2.3 is translated into principles that form guidelines for the behaviour of all of the bank's employees. The content of these principles shall be expressly pointed out to every new employee of the bank when he or she joins the bank by inserting a reference to these principles in the new employee's contract of employment. Every new employee shall be required to comply with these principles.	The bank's core values – Trusted, Professional and Ambitious – will be translated into general principles of conduct for the bank's employees to abide by. Following 2010's merger, these guidelines are currently being fleshed out. Individual contracts of employment refer to the principles.

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4. RISK MANAGEMENT	4.1 The executive board – and primarily the chairman of the executive board – shall be responsible for adopting, implementing, monitoring and, where necessary, adjusting the bank’s overall risk policy. The executive board shall propose the risk appetite to the supervisory board for approval at least once a year. Any material changes to the risk appetite in the interim shall also require the supervisory board’s approval.	The Rules of Procedure specify that the Managing Board – and primarily its Chairman – will be responsible for adopting, implementing, monitoring and, where necessary, adjusting ABN AMRO’s overall risk policy as set internally. Pursuant to the Articles of Association of ABN AMRO and the Rules of Procedure governing the Supervisory Board as published on our website, the Managing Board will submit the risk appetite for approval to the Supervisory Board at least once a year, and will also seek the approval of the shareholder annually. In the event of any material changes being made to the risk appetite in the interim, these will also be submitted to the Supervisory Board for approval, as specified by the Rules of Procedures of the Supervisory Board.
	4.2 The supervisory board shall supervise the risk policy pursued by the executive board. As part of their supervision, the supervisory board shall discuss the bank’s risk profile and assess at a strategic level whether capital allocation and liquidity impact in the general sense are in line with the approved risk appetite. In the performance of this supervisory role, the supervisory board shall be advised by the risk committee formed from the ranks of the supervisory board for this purpose.	ABN AMRO’s Supervisory Board oversees the risk policy pursued by the Managing Board, discussing and reviewing ABN AMRO’s risk profile and evaluating at the strategic level whether the capital allocation and liquidity impact are generally in line with the approved risk appetite. In this role, the Supervisory Board is advised by the Risk & Capital Committee.
4. RISK MANAGEMENT (continued)	4.3 The supervisory board shall assess periodically at the strategic level whether the commercial activities in the general sense are appropriate in the context of the bank’s risk appetite. The	In keeping with its Rules of Procedure, the Supervisory Board will perform a review at the strategic level – periodically, but at least once a year – to ascertain whether the

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	executive board shall provide the supervisory board with the relevant information for this assessment in such a way that the supervisory board is able to form a sound opinion.	business activities in general are consistent with ABN AMRO's risk appetite.
	4.4 The executive board shall ensure that risk management is arranged adequately so that the executive board is aware in good time of any material risks run by the bank so that these risks can be managed properly. The executive board shall take any decisions that are of material significance for the risk profile, the capital allocation or the liquidity impact.	ABN AMRO's Managing Board will ensure that the risk management system is set up appropriately and in such a way that the Managing Board is aware in good time of any material risks that ABN AMRO is running, thus enabling those risks to be managed. The Managing Board will take the decisions that are of material significance to ABN AMRO's risk profile, its capital allocation and/or liquidity impact.
	4.5 Every bank shall have a <i>Product Approval Process</i> . The executive board shall organise the product approval process and shall be responsible for the process working properly. Products that go through the product approval process at the bank shall not be launched on the market or distributed without careful consideration of the risks by the bank's risk manager and a careful assessment of any other relevant factors, including the duty of care towards the client. Based on an annual risk analysis, the in-house auditor shall check whether the product approval process has been designed properly, is present and is working effectively and shall then inform the executive board and the relevant supervisory board committee (risk committee or similar committee) about the results.	In 2010, ABN AMRO set up a new product approval process that incorporates the requirements of the Banking Code. The process encompasses all relevant functions and departments, and the Managing Board is responsible for its proper operation. Products that go through the process will not be marketed or distributed without careful consideration of the risks by ABN AMRO's risk management functions and careful assessment of other relevant factors, including the duty of care towards customers. Based on an annual risk analysis, Group Audit will check whether the design, existence and operation of the process are effective, and reports its findings to the Managing Board, the Risk & Capital Committee and the Audit Committee.
5. AUDIT	5.1 The executive board shall ensure that a systematic audit is conducted of the management of the risks related to the bank's business activities.	The Rules of Procedure of the Managing Board state that the Managing Board will arrange for systematic checks on the control of the risks associated with ABN AMRO's business and other activities and for the existence of an internal risk management and control system tailored to the needs of the bank in such a way that the Managing Board is aware in good time of any material risks that ABN AMRO is running, thus enabling those risks to be managed. The Managing Board will discuss the internal risk management and control systems with the Supervisory Board, the Audit Committee and the Risk & Capital Committee.
5. AUDIT (continued)	5.2 Each bank shall have its own, internal auditor who shall occupy an independent position within the bank. The head of the internal audit team shall present a report to the chairman of the executive board and shall report to the chairman of the audit committee.	Group Audit enjoys an independent position within ABN AMRO. Its head reports directly to the chairman of the Managing Board and has a reporting line to the chairman of the Audit Committee. This arrangement is described in the Rules of Procedure of the

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		Managing Board and the Group Audit Charter, which was formally adopted by the Managing Board and the Audit Committee on 24 August 2010.
	5.3 The internal auditor shall have the task of assessing whether the internal control measures have been designed properly, are present and are working effectively. This assessment shall include the quality and effectiveness of the system of governance, risk management and the bank's control procedures. The internal auditor shall report the findings to the executive board and the audit committee.	Every quarter, Group Audit sends its Quarterly Control Opinion (QCO) to the Managing Board and the Audit Committee. This QCO sets out its findings on the quality and effectiveness of the operation of governance, risk management and control procedures within ABN AMRO. This procedure is formally set out in the Rules of Procedure of the Managing Board and in the Group Audit Charter.
	5.4 The internal auditor, the external auditor and the supervisory board's risk committee and/or audit committee shall consult periodically, including as regards the risk analysis and the audit plan of both the internal auditor and the external auditor.	Within ABN AMRO, the Audit Committee frequently meets to discuss the risk analysis/audit plan as well as the findings of both internal and external auditors (on the basis of the QCO). Both Group Audit and the external auditors report to the Audit Committee on a quarterly basis.
	5.5 As part of the general audit assignment for the financial statements, the external auditor shall produce a report for the executive board and the supervisory board which shall contain the external auditor's findings concerning the quality and effectiveness of the system of governance, risk management and the bank's control procedures.	ABN AMRO meets this Banking Code Principle in the shape of the quarterly external auditor reports that are submitted to the Managing Board and the Audit Committee. These reports capture the external auditors' findings on the quality and effectiveness of the operation of governance, risk management and control procedures within ABN AMRO. Please note that the external auditor reports cover the operation of governance in less depth, as ABN AMRO's internal audit devotes a great deal of attention to the subject in its reports.
5. AUDIT <i>(continued)</i>	5.6 The internal auditor shall take the initiative in arranging talks with De Nederlandsche Bank and the external auditor at least once a year to discuss each other's risk analysis and findings and each other's audit plan at an early stage.	Group Audit is in frequent touch with both the external auditors and De Nederlandsche Bank about the risk analysis, audit plan, progress in the audit plan and audit findings. In addition, the new-style TPO working group is fleshing out this principle.
6. REMUNERATION POLICY 6.1 Basis	6.1.2 The bank shall implement a meticulous, restrained and long-term remuneration policy that is in line with its strategy and risk appetite, objectives and values, taking into account the long-term	On 1 January 2010, a new remuneration policy came into effect for the members of ABN AMRO's Managing Board and Management Group. The new policy reflects

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	<p>interests of the bank, the relevant international context and wider societal acceptance. The supervisory board and the executive board shall take this basis into account when performing their tasks in relation to the remuneration policy.</p>	<p>the nature and set-up of the new bank and was approved by its shareholder. As noted below, the policy meets the requirements of the Banking Code.</p> <p>The relationship between remuneration and the bank's core values, risk profile and long-term strategy is evident from the performance criteria, the breakdown into long-term and short-term remuneration, and between the financial and non-financial objectives that have been defined. Members of the Managing Board are remunerated based on a 50/50 breakdown between financial and non-financial objectives. Managing Board members and executive directors are subject to the same general rule: no profit, no bonus. In addition, one-third of variable pay is driven by the bank's short-term performance and two-thirds by its performance in the longer term.</p> <p>Decision-making on variable pay will also take on board the relevant international context and public support. An effort will be made to link the remuneration policies of the Managing Board and the Management Group to the remuneration of employees governed by the Dutch CAO and of international staff.</p>
<p>6. REMUNERATION POLICY 6.2 Governance</p>	<p>6.2.1. The supervisory board shall be responsible for the implementation and evaluation of the remuneration policy adopted with regard to the members of the executive board. The supervisory board also approves the remuneration policy for the senior management and oversees its implementation by the executive board. Additionally, the supervisory board approves the principles of the remuneration policy for other bank employees. The bank's remuneration policy shall also</p>	<p>ABN AMRO's Supervisory Board put forward a remuneration policy for the Managing Board, which in 2010 was decided by the shareholder(s). Subject to this policy, the Supervisory Board decides the pay and other terms and conditions for every member of the Managing Board. The Supervisory Board has appointed a sub-committee in the shape of the Remuneration, Selection and Nomination Committee, which does the</p>

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	comprise the policy on awarding retention, exit and welcome packages.	preparatory work. The Supervisory Board in 2010 approved the remuneration of the members of the Management Group and oversees the policy's execution by the Managing Board. The principles of pay for other staff will also be approved by the Supervisory Board. Pursuant to the Rules of procedure of the Supervisory Board, the bank's remuneration policy also comprises retention, exit and welcome packages.
	6.2.2. The supervisory board shall annually discuss the highest variable incomes at the bank. The supervisory board shall ensure that the executive board assesses whether variable incomes are consistent with the remuneration policy adopted by the bank, and in particular whether they comply with the principles set out in this section. Furthermore, the supervisory board shall discuss material retention, exit and welcome packages, assess whether they are consistent with the remuneration policy adopted by the bank and ensure that these packages are not excessive.	ABN AMRO's Supervisory Board reviews the highest variable incomes at the bank. The Supervisory Board decides variable pay for the Managing Board in keeping with a test of pre-agreed, clearly defined and measurable performance criteria. The Supervisory Board will also see to it that the Managing Board only approve variable pay arrangements that fall within the bank's remuneration policies and particularly make sure that these arrangements meet the principles as set out in this section of the Banking Code. As stated in its Rules of Procedure, the Supervisory Board also discusses material retention, exit and welcome packages, and assesses whether these comply with the bank's policies and are not excessive.
6. REMUNERATION POLICY 6.3 <i>Remuneration of members of the executive board (continued)</i>	6.3.1 The total income of a member of the executive board shall be in reasonable proportion to the remuneration policy adopted by the bank. At the time when his or her total income is decided, it shall be slightly below the median level for comparable positions in the relevant markets both inside and outside the financial sector. The relevant international context shall be a major factor.	The remuneration package for the members of ABN AMRO's Managing Board and Management Group was set on the basis of an independent benchmark, with the remuneration packages currently pegged slightly short of the median. Remuneration will be periodically benchmarked for trends in relevant markets.
	6.3.2 In the event of dismissal, remuneration may not exceed one year's salary (the 'fixed' remuneration component). If the maximum of one year's salary would be manifestly unreasonable for an executive board member who is dismissed during his or her first term of office, such board member shall be eligible for severance pay not exceeding twice the annual salary.	If a member of ABN AMRO's Managing Board is let go, their severance pay may not exceed one year's salary. The current chairman of the bank is the only exception to this general rule: he will receive no severance pay.

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	6.3.3 When variable remuneration is awarded to the executive board, the long-term component shall be taken into account as well as profitability and/or continuity of the bank and a material part of the variable remuneration shall be conditional and shall not be paid until at least three years have passed.	Variable remuneration to a member of the Managing Board at ABN AMRO has a long-term component, with its award linked to profitability and/or continuity. A material proportion of variable pay is conditional, with two-thirds vesting four years after grant date or later.
	6.3.4 Shares granted to executive board members without financial consideration shall be retained for a period of at least five years or at least until the end of the employment, if this period is shorter. If options are granted, they shall, in any event, not be exercised in the first three years after the date on which they were awarded.	No equity awards are currently granted at ABN AMRO.
6.4 Variable remuneration	6.4.1 The allocation of variable remuneration shall be related to the bank's long-term objectives.	<p>The variable remuneration component for the members of the Managing Board and the Management Group is split into a longer-term and a shorter-term award, with the long-term award reflecting long-term objectives.</p> <p>ABN AMRO deviates partly from this principle in terms of the discretionary bonus paid out to a small number of CAO-governed employees and/or employees in ABN AMRO's international network. Policies are currently under development but do comply with all applicable rules and regulations.</p> <p>The previously fixed income component of CAO employees that was changed into a performance-based award is not considered by ABN AMRO to be variable remuneration within the meaning of the Banking Code.</p>
6. REMUNERATION POLICY 6.4 Variable remuneration (continued)	6.4.2 Every bank shall set a maximum ratio of variable remuneration to fixed salary that is appropriate for the bank in question. The variable remuneration per annum of members of the executive board shall not exceed 100% of the member's fixed income.	At ABN AMRO, the maximum ratio of variable pay for members of the Managing Board is 60% of their fixed annual income. Members of the Management Group are able to command a maximum of 100% of their annual fixed income. The bank allows for a single exception to this rule for a limited number of professionals, at the Supervisory Board's discretion.
	6.4.3 Variable remuneration shall be based on the performances of the individual, his part of the business and the performance of the bank as a whole according to pre-determined and assessable performance criteria. In addition to financial performance criteria, non-financial performance criteria shall also make up a significant portion of the assessment of the individual. Performance criteria	ABN AMRO has elected to assess the performance of the members of the Managing Board only on the objectives of the bank at large and not on individual performance objectives. The Managing Board feels that the Board should only work to achieve the bank's objectives, and that any individual goals should be subordinate to these general objectives.

Category	Banking Code Principle	Comment
	<p>shall be defined in terms that are as objective as possible in the bank's remuneration policy.</p>	<p>Management Group members have short-term objectives based on a mix of individual, division and company objectives and also break down in financial and non-financial objectives. Performance targets are made as objectively measurable as possible.</p> <p>Employees governed by the CAO are subject to collective agreements on performance management. Personal performance plans are drawn up annually, bringing together individual, team and company objectives. Objectives are both financial and non-financial.</p>
<p>6. REMUNERATION POLICY <i>6.4 Variable remuneration (continued)</i></p>	<p>6.4.4 When performances are assessed based on the pre-determined performance criteria, financial performances shall be adjusted to allow for estimated risks and capital costs.</p>	<p>ABN AMRO applies this principle.</p>
	<p>6.4.5 In exceptional circumstances – for example, if application of the pre-determined performance criteria would result in undesired variable remuneration for a member of the executive board – the supervisory board shall have the discretionary power to adjust the variable remuneration if, in its opinion, this remuneration would have unfair or unintended effects.</p>	<p>As set down in the Managing Board's remuneration policies and in its own Rules of Procedure, ABN AMRO's Supervisory Board has discretionary power to set variable remuneration for the members of the Managing Board that deviates from the agreed objectives under exceptional circumstances.</p>
	<p>6.4.6 The supervisory board shall be authorised to reclaim variable remuneration allocated to a member of the executive board based on inaccurate data (whether or not the inaccurate data is financial in nature).</p>	<p>The remuneration policy governing the Managing Board includes the Supervisory Board's discretionary power to reclaim variable remuneration awarded to a member of the Managing Board on the basis of incorrect financial or other data, as laid down in the Rules of Procedure of the Supervisory Board.</p>