

## **ANNEX 3 TO THE RULES OF PROCEDURE OF THE SUPERVISORY BOARD**

### **COLLECTIVE PROFILE OF THE SUPERVISORY BOARD**

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. The profile shall address the following topics:
  - 1.1.1 the desired expertise and background of the members of the Supervisory Board;
  - 1.1.2 the desired diverse composition of the Supervisory Board as laid down in the diversity policy;
  - 1.1.3 the size of the Supervisory Board; and
  - 1.1.4 the independence of the members of the Supervisory Board.
- 1.2 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 10.4.2 of the Rules of Procedure.
- 1.3 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.
- 1.4 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, in keeping with the suitability criteria included in this **Annex 3** to the Rules of Procedure.
- 1.5 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.
- 1.6 Terms capitalised in these rules have the meaning given to them in **Annex 1** to the Rules of Procedure.

## 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 nationality, age, gender, educational and work professional background of the individual members (in accordance with the diversity policy as drawn up in accordance with section 3.2.25).

## 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. Furthermore each of the members of the Supervisory Board must be capable of assessing the broad outline of the overall management. 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 or experience 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 Executive Board and the Executive Committee;
- 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.