

Position Profile Member of the Supervisory Board

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 currently holds a 56,3% stake in ABN AMRO but will gradually reduce its shareholding in the coming years.

ABN AMRO has a two-tier governance model, consisting of a Supervisory Board and an Executive 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. The statutory Executive Board consists of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Risk Officer (CRO) and Chief Innovation and Technology Officer (CI&TO). In addition, ABN AMRO Bank N.V. has an Executive Committee. The Executive Committee is chaired by the CEO and consists of the four statutory Executive Board members and five non-statutory senior executives, including four business line roles (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.

Experience

For the position of Supervisory Board Member ABN AMRO is looking to attract a seasoned, Dutch-speaking financial services expert who:

- Brings broad and deep executive experience (executive level, member supervisory board);
- Has broad knowledge of the highly regulated Dutch banking industry;
- Is capable of assessing and applying the remuneration policy to members of the Executive Board;
- Is capable of assessing, and/or has insight in the strategy, organisation and business models of companies;
- Has broad experience in managing large change management, transition and integration processes;
- Understands the dynamics and operation of Works Councils;
- Understands the challenges of operating in different cross-cultural and regulatory settings and the required (international) governance models and board dynamics;
- Has well-grounded experience and affinity with, and is sufficiently engaged in, the Dutch corporate governance culture and practices. Former experience as a Supervisory Board Member is a plus;
- Has a proven track record of complex stakeholder management with, among other things, Dutch governmental and for the banking sector relevant regulatory stakeholders.

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;
- Strong societal awareness (active member of society).

Profile

- **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.

- **Results Orientation:** Candidates should be able to demonstrate an interest in improving long-term shareholder value. He/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. Board Members should be focused on ensuring that ABN AMRO performs to the highest levels of shareholders' expectations.
- **Strategic Orientation:** Candidates should be able to raise relevant strategic issues (such as macro-economic and political trends), and given their profound knowledge of the ever-changing Retail banking landscape, 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.
- **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.