

## **Revised profile of the Supervisory Board:**

### **Composition**

- The composition of the Supervisory Board must be such that the members are able to operate independently and critically with regard to each other, the Executive Board and any subsidiary interests
- Complementary
- Partially with a view to diversity principles

### **Areas of expertise**

#### **Basic orientation** (all members)

- Affinity with Rabobank's customer groups
- Affinity with the co-operative identity
- Endorsement of the social importance of the co-operative structure
- Endorsement of the distinctiveness provided by Rabobank's co-operative structure
- Focus on (financial) services ("people business")

#### **General attitude** (all members)

- Geared to consensus
- Sensitive to cultural and external environment
- Socially engaged
- Able to take multiple (sometimes conflicting) interests into consideration in a nuanced manner

#### **Cognitive qualities** (all members)

- Conceptual abstract intellectual capacity (Executive Board level)
- Multi-dimensional approach to problem-solving
- Critical and constructive
- Contemplative, reflective attitude
- Good people skills; team spirit

#### **Process skills** (all members)

- Decisiveness
- Strong management and process skills (complex organisation/association)
- Excellent communication skills

#### **Specific qualities and experience** (representative)

- Allfinanz: (international) banking experience, insurance, asset management
- Labour relations and HRM expertise/experience
- Recent experience in managing large companies
- Knowledge/experience in the fields of accountancy, business economics, risk management and financial expertise
- Affinity with Corporate Social Responsibility
- Legal expertise
- Co-operative expertise
- Innovative
- International (European) orientation and experience
- General retail experience
- Experience with the Rabobank organisation (also local)
- Knowledge in the area of ICT

**Background** (representative)

- Food & Agri
- SME
- Corporate
- Retail
- Financial services
- Public sector

**Roles, tasks and responsibilities**

- Supervising and advising the Executive Board of Rabobank Nederland within the framework of the regime applicable to dual-board entities (in accordance with the applicable legislation)
- Fulfilling the supervisory requirements set forth by the Dutch Central Bank (DNB):
  - liquidity/solvency
  - credit lending/risk management
  - derivatives
- Responsibility (together with the Executive Board) for the corporate governance structure

## Responsibility for:

- Assessing the activities of Rabobank Nederland according to the organisation's (financial) interests
- Assessing the financial targets
- Evaluating the main points of the total policy
- Assessing the degree to which the Rabobank's co-operative targets are achieved
- Providing supervision and advice concerning the human resources and remuneration policy
- Appointing members of the Executive Board and establishing the terms of employment
- Approving the appointment of directors of Rabobank Nederland
- Remuneration policy

**Organisational**

Meetings are scheduled with the Executive Board in connection with financial results and business developments (at least six times a year) that address the following topics:

- Strategy and policy (risk management and risk control systems)
- Product and market policy
- Organisational development
- HR and MD policy
- Divestment, investment and acquisitions
- Financial results
- Co-operative matters
- ICT policy
- Supervision and compliance