

Rules of procedure of the cooperative issues committee of the supervisory board

Rules of procedure of the cooperative issues committee of the supervisory board (referred to below as: "rules of procedure") pursuant to article 33 of the rules of procedure of the supervisory board of Rabobank Nederland.

Article 1. Adoption, coming into force and amendment of the rules of procedure

1. These rules of procedure have been adopted by the supervisory board and came into force on 14 October 2005. These rules of procedure were amended on 8 October 2007.
2. These rules of procedure can be amended by a resolution of the supervisory board following consultation with the executive board, which amendment may or may not have been proposed by the cooperative issues committee.
3. In the event of conflicts between the provisions of these rules of procedure on the one hand and the statutory provisions, the articles of association or other internal or external regulations that are binding to the supervisory board on the other, the latter regulations shall prevail.
4. The text of these rules of procedure has been brought to the attention of the executive board and the works council.
5. The text of the rules of procedure and the composition of the cooperative issues committee have been placed on the external website of Rabobank Nederland.

Article 2. Composition

1. The cooperative issues committee shall consist of at least three permanent members, including the chairman of the supervisory board. The committee can be further extended by one or more members who step down and take office in rotation. All members of the cooperative issues committee must be members of the supervisory board.
2. The composition of the cooperative issues committee shall be such as is necessary for the effective performance of the cooperative issues committee.
3. All members of the cooperative issues committee shall be independent within the meaning of article 6, paragraphs 2 and 3 of the rules of procedure of the supervisory board, with the exception of a maximum of one person.
4. The cooperative issues committee shall appoint a chairman and his deputy from its midst.
5. The company secretary acts as secretary of the cooperative issues committee. The secretary of the cooperative issues committee can delegate his tasks as provided for in these rules of procedure, or parts thereof, to persons working at the company secretariat.

Article 3. Tasks and procedure

1. The cooperative issues committee shall advise the supervisory board on its tasks as specified in paragraph 2 of this article and prepares the resolutions of the supervisory board in that regard.
2. In accordance with article 37 of the rules of procedure of the supervisory board, the cooperative issues committee is charged with the following tasks:
 - a. the evaluation of the reports of the executive board with regard to the cooperative organisation and activities of the member banks and of Rabobank Nederland, as provided for in article 27 of the rules of procedure of the supervisory board.
 - b. providing the executive board with solicited or unsolicited advice on matters concerning the cooperative.
 - c. the evaluation of the reports of the executive board with regard to the Corporate Social Responsibility (CSR) policy within the Rabobank Group; furthermore assessment of CSR-ambitions, -visions and -strategy in the light of the CSR-goals as set by the departments.
3. The chairman of the cooperative issues committee shall determine the procedure to be followed by the cooperative issues committee with due observance of these rules of procedure.

Article 4. Meetings

1. The cooperative issues committee shall meet as frequently as is necessary for the effective performance of the cooperative issues committee. The cooperative issues committee shall meet at least twice a year.
2. The meetings of the cooperative issues committee shall be convened by the chairman and, in his absence, by the deputy chairman. A request for a meeting to be convened can be made by a member of the cooperative issues committee or by the supervisory board.

3. The members of the cooperative issues committee shall receive the agenda and the accompanying documents for the meeting in question seven days at the latest before the meeting is held.

In urgent cases the chairman (and in his absence the deputy chairman) can decide to have the agenda and/or the accompanying documents forwarded within a shorter period of time.

4. Unless a decision to the contrary is made by the cooperative issues committee, the meetings of the cooperative issues committee shall be attended by one or more members of the executive board.
5. The chairman of the cooperative issues committee can invite one or more employees of Rabobank Nederland or one or more third-parties to attend a meeting of the cooperative issues committee. If one or more members of the cooperative issues committee object to the presence of the persons referred to in the first sentence above, the cooperative issues committee shall decide by majority vote on whether that person or those persons can attend the meeting.
6. Minutes shall be taken of the meetings of the cooperative issues committee. A copy of those minutes shall be sent as soon as possible to the supervisory board.

Article 5. Information

1. The executive board shall provide the cooperative issues committee with the information needed for the performance of its duties in due time.
2. The cooperative issues committee and its individual members are authorised and bear individual responsibility to make a request to the executive board and the external auditor to provide all information they require, including notifications, inspections of administrative records, other documents and other documents and securities held by Rabobank Nederland, for the correct performance of their duties. The requested information shall be provided as soon as possible.
3. If considered necessary by the cooperative issues committee, it can obtain information from officers and external advisers of Rabobank Nederland.
4. The cooperative issues committee is authorised at all times to investigate and verify, or to have investigate and verify the information provided for in article 2 of this article.
5. The cooperative issues committee is authorised in the context of its tasks to engage the assistance of one or more internal or external experts.

Article 6. Confidentiality

1. The deliberations of the cooperative issues committee shall be confidential.
2. Insofar as any notifications concerning the deliberations need to be made to third-parties, that shall be done by or in consultation with the chairman of the cooperative issues committee.

Article 7. Application of the rules of procedure of the supervisory board

Relevant subjects not covered by these rules of procedure are subject to the rules of procedure of the supervisory board.