

Rules of procedure of the remuneration committee of the supervisory board

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

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 remuneration 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 remuneration committee have been placed on the external website of Rabobank Nederland.

Article 2. Composition

1. The remuneration committee shall consist of at least three members, including the chairman of the supervisory board. All members of the remuneration committee must be members of the supervisory board.
2. The composition of the remuneration committee shall be such as is necessary for the effective performance of the remuneration committee.
3. All members of the remuneration 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. The remuneration committee shall include a maximum of one member of the supervisory board who is a director at a Dutch listed company.
4. The remuneration committee shall appoint a chairman and his deputy from its midst, neither of whom being:
 - the chairman of the supervisory board;
 - a former director of Rabobank Nederland; or
 - a member of the supervisory board who is a director at a listed company.
5. The remuneration committee shall appoint a secretary to the remuneration committee, who may or may not be from its midst. The secretary of the remuneration committee can delegate his tasks as provided for in these rules of procedure, or parts thereof, to a deputy he has appointed for that purpose in consultation with the chairman of the remuneration committee.

Article 3. Tasks and procedure

1. The remuneration 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. The tasks of the remuneration committee are as follows:
 - a. the formulation of a proposal for the supervisory board concerning the framework of the remuneration policy for the members of the executive board, that is adopted, on the proposal of the supervisory board, by the central delegates assembly;
 - b. the annual drafting of a remuneration report as specified in article 4 of these rules of procedure with due observance of the framework of the remuneration policy, as adopted by the central delegates assembly;
 - c. the formulation of a proposal concerning the remuneration and the other employment

conditions of the individual members of the executive board within the scope of the remuneration policy laid down in the remuneration report, which proposal shall in all cases cover the following subjects:

- the remuneration structure; and
 - the level of the fixed remuneration and/or variable remuneration components, pension rights, exit arrangements and other payments, as well as the performance criteria and their application;
- d. the formulation of a proposal concerning the remuneration policy and the other employment conditions of the directors of Rabobank Nederland.
3. The chairman of the remuneration committee shall determine the procedure to be followed by the remuneration committee with due observance of these rules of procedure.
4. The chairman of the remuneration committee shall be present at the meetings of the committee on confidential matters of the central delegates assembly in cases where remuneration matters concerning the individual members of the executive board or the remuneration report are discussed and if necessary will provide a further explanation to the committee on confidential matters during that meeting.

Article 4. Remuneration report

1. The remuneration report of the supervisory board includes a report on how the remuneration policy has been executed in practice in the previous financial year and also includes an overview of the remuneration policy of the supervisory board for the next and subsequent financial years as worked out in more detail in paragraph 2 of this article.
2. The overview referred to in paragraph 1 of this article shall provide a minimum of the following information:
- a) a description concerning the relative importance of the variable and non-variable part of the remuneration and an explanation for that ratio;
 - b) a justification for any absolute change to the non-variable part of the remuneration;
 - c) if applicable: the composition of the group of companies ("peer group") whose remuneration policy determines in part the level and the composition of the remuneration of the members of the executive board;
 - d) a summary and justification of the policy of Rabobank Nederland regarding:
 - the duration of the contracts with members of the executive board;
 - the applicable notice periods;
 - exit arrangements; and
 - the remuneration method in the event of involuntary dismissal.
 - e) a specification of the performance criteria on which the right of members of the executive board to variable remuneration components depends;
 - f) a justification of the chosen performance criteria;
 - g) a summary of the methods to be operated to establish whether the performance criteria have been met and a justification why those methods have been chosen;
 - h) if performance criteria are based on a comparison with external factors: a summary of the factors that will be used to make the comparison; if one of the factors relates to the performance of one or more companies ("peer group"), the companies being used as a benchmark are indicated;
 - i) a specification of, and an explanation for each important proposed change to the conditions under which a member of the executive board can acquire rights to variable remuneration components;
 - j) if any right of members of the executive board to variable remuneration components is not dependent on performance criteria: an explanation of why that is the case;
 - k) applicable schemes for pensions and the related financing costs;
 - l) agreed arrangements for early retirement for members of the executive board;
 - m) in the event of a special payment being made to a member or former member of the executive board during the financial year, an explanation for that payment;

- n) a justification and explanation for fees paid or promised to a member of the executive board who has left during the financial year.

Article 5. Meetings

1. The remuneration committee shall meet as frequently as is necessary for the effective performance of the remuneration committee. The remuneration committee shall meet at least three times a year.
2. The meetings of the remuneration 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 remuneration committee or by the supervisory board.
3. The members of the remuneration 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 remuneration committee, the meetings of the remuneration committee shall be attended by one or more members of the executive board.
5. The chairman of the remuneration committee can invite one or more employees of Rabobank Nederland or one or more third-parties to attend a meeting of the remuneration committee. If one or more members of the remuneration committee object to the presence of the persons referred to in the first sentence above, the remuneration 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 remuneration committee. A copy of those minutes shall be sent as soon as possible to the supervisory board.

Article 6. Information

1. The executive board shall provide the remuneration committee with the information needed for the performance of its duties in due time.
2. The remuneration 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 remuneration committee, it can obtain information from officers and external advisers of Rabobank Nederland.
4. The remuneration 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 remuneration committee is authorised in the context of its tasks to engage the assistance of one or more internal or external experts..

Article 7. Confidentiality

1. The deliberations of the remuneration 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 remuneration committee.

Article 8. 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.