

Profile of the Rabobank Supervisory Board

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1. Context

- 1.1. The Rabobank Supervisory Board is an element of the cooperative governance as described in the Articles of Association and regulations.
- 1.2. A key element of the cooperative governance is the preamble to the Articles of Association. This steers and shapes how the governance of Rabobank should operate. Accordingly, the preamble to the Articles of Association determines how the Supervisory Board operates.
- 1.3. Each member of the Supervisory Board endorses the cooperative as a relevant organisational philosophy and form for Rabobank and monitors how the bank's cooperative mission is interpreted.
- 1.4. Each member of the Supervisory Board endorses the fact that high-quality customer service provision in which Rabobank puts the interest of the customer first is vital. An active, decentralised market- and customer focus is appropriate to this mission.

2. General

- 2.1. In order to carry out its tasks, the Supervisory Board must meet the quality requirements as described in this profile.
- 2.2. The profile of the Supervisory Board is drawn up by the General Members' Council following the advice of the Committee on Confidential Matters of the General Members' Council.
- 2.3. The profile is available on the Rabobank external website.
- 2.4. The profile of the Supervisory Board takes account of the nature, scope and complexity of the Rabobank risk profile. See the annual report and annual results for current information on these dimensions.
- 2.5. The Supervisory Board evaluates the profile once a year to determine whether it still meets current quality requirements. In the annual evaluation of its own performance the Supervisory Board reviews whether the current composition of the Supervisory Board still matches the profile.
- 2.6. The profile of the Supervisory Board is consulted on appointments and reappointments of members. In the light of a multi-year succession plan, the Supervisory Board reviews which specific fields of knowledge and experience, other qualities and competences are necessary at the time of each appointment or reappointment, in order to ensure optimal operation as a collective Supervisory Board. Aspects such as effective complementarity and diversity are explicitly taken into account in this review. A job description is drawn up for every vacancy that arises on the Supervisory Board. The individual and collective suitability of the (members of) the Supervisory Board is reviewed continuously.
- 2.7. Each member of the Supervisory Board must have specific expertise (see section 6) as well as meet the requirements described in section 5 of this profile. These specific requirements in respect of knowledge, experience and expertise are set out in the job description when a vacancy arises.
- 2.8. All candidates for new appointments to the Supervisory Board must pass the suitability test of the external regulators (ECB and AFM - Netherlands Authority for the Financial Markets). The suitability test is conducted based on the current policy rules and requirements of the external regulators.

3. Appointment, tasks and responsibilities

- 3.1. The Supervisory Board of Rabobank is appointed by the General Members' Council.

3.2. The Supervisory Board has the following four roles:

- (a)** The Supervisory Board supervises the policy of the Executive Board, the general course of business at Rabobank and its affiliated enterprise(s).
 - b)** The Supervisory Board advises the Executive Board.
 - c)** The Supervisory Board is the employer of the Executive Board.
 - d)** The Supervisory Board maintains networks and connections with relevant internal and external stakeholders.
- For a complete overview of the tasks and responsibilities of the Supervisory Board see the Rules of Procedure for the Supervisory Board.

3.3. The Supervisory Board is accountable to the General Members' Council.

4. Composition

- 4.1. The Supervisory Board consists of at least seven members.
- 4.2. The composition of the Supervisory Board is such that it can perform its tasks well.
- 4.3. The composition is such that the members are able to operate independently, be critical of the other members and the Executive Board, and are complementary.
- 4.4. All members of the Supervisory Board, with the exception of no more than one person, are independent as defined in article 6, paragraph 3 of the Rules of Procedure for the Supervisory Board.
- 4.5. The composition of the Supervisory Board should be balanced in terms of gender, age, international and cultural background, and experience.
- 4.6. All relevant competences are sufficiently represented within the collective which forms the Supervisory Board. In addition, at least two members of the Supervisory Board should possess the same fields of knowledge and experience.

5. Generic competencies

Each member of the Supervisory Board must:

- 5.1. Be capable of overseeing and evaluating the total policy and decision-making activities of the Executive Board of Rabobank and the key risks to which the bank is exposed.
- 5.2. Possess specific expertise and experience in addition to the general competences and requirements.
- 5.3. Have enough time available to fulfil his or her tasks properly. Supervisory Board members are expected to spend an average of two days a week on their duties. The role of chair requires more time.
- 5.4. Be of impeccable character and possess integrity, honesty, independence and sufficient critical capacity.
- 5.5. Demonstrate the courage and powers of persuasion to effectively challenge proposed decisions and be capable of resisting groupthink.
- 5.6. Be aware of Rabobank's role in society and the interests of internal and external stakeholders.
- 5.7. Be capable of high-quality performance in the networking and bridge-building roles with internal and external stakeholders. In particular, this involves maintaining contacts with representatives of members, customers and employees as well as regular meetings with external regulators.
- 5.8. Be capable of supervising and steering in respect of behaviour and culture.

- 5.9. Actively monitor national and international social, economic, political or other trends relevant to Rabobank, and be capable of evaluating their potential impact.
- 5.10. Endorse the importance of transparency and, accordingly, provide accountability for the performance of the Supervisory Board in carrying out its tasks and responsibilities.
- 5.11. Take a critical stance on the information provided by the company to the Supervisory Board.
- 5.12. Demonstrate sensitivity to the external environment and commitment to social issues.
- 5.13. Be capable of making balanced judgements between different (and sometimes conflicting) interests.
- 5.14. Be capable of conceptual and abstract thinking (Executive Board level) and taking a multi-dimensional approach to problems.
- 5.15. Possess highly developed interpersonal and networking skills.
- 5.16. Be a team player.
- 5.17. Be capable of taking on the role of chair in committees set up by the Supervisory Board.
- 5.18. Be fluent in Dutch and English, both written and spoken.

6. Specific fields of knowledge and experience

- 6.1. In addition to the generic competences, the collective Supervisory Board must possess a number of individual fields of knowledge and experience, such that at least two Supervisory Board members are in possession of this knowledge and experience.
- 6.2. The following fields of knowledge and experience are taken into consideration in the composition of the Supervisory Board:

A. Management, organisation and decision-making

- (1) Experience in managing large, complex (multinational) companies.
- (2) Knowledge and experience relating to CSR and business ethics.
- (3) Knowledge and experience relating to cooperatives.
- (4) Knowledge and experience relating to communication.
- (5) Financial-economic knowledge and experience. Specifically, at least one member of the Supervisory Board must be a financial expert.
- (6) Legal knowledge and experience (company and employment law).
- (7) Knowledge and experience relating to governance issues.
- (8) Knowledge and experience relating to decision-making processes.

B. Products, services and markets

- (1) Knowledge and experience relating to banking activities and services.
- (2) Knowledge and experience relating to Rabobank's local banking business in the Netherlands.
- (3) Knowledge and experience relating to international commercial and corporate banking.
- (4) Knowledge and experience relating to strategy determination and implementation.
- (5) Knowledge and experience relating to Food & Agri.
- (6) Knowledge and experience relating to new business development. Specifically, at least one member of the Supervisory Board must possess specific expertise in the field of technological innovation and new business models.

C. Control and integrity in business operations

- (1) Knowledge and experience relating to ICT and operations.
- (2) Knowledge and experience relating to human resources, management development and remuneration policy.
- (3) Knowledge and experience relating to the financial-technical aspects of risk management.
- (4) Knowledge and experience relating to financial reporting, internal control and audit, and experience with internal and external audits.
- (5) Knowledge and experience relating to compliance.