

RULES OF PROCEDURE AS REFERRED TO IN ARTICLE 28 OF THE ARTICLES OF ASSOCIATION OF DE NEDERLANDSCHE BANK N.V.

CHAPTER I: GENERAL PROVISIONS

Definitions

Article 1

1. These Rules of Procedure have been adopted and approved in accordance with Article 28 of the Articles of Association of De Nederlandsche Bank N.V.
2. For the purposes of these Rules of Procedure, the following terms are defined as follows:
 - a. the Bank: De Nederlandsche Bank N.V. referred to in Article 2(a) of the Articles of Association;
 - b. the Treaty: the Treaty on the Functioning of the European Union referred to in Article 2(b) of the Articles of Association;
 - c. the Statute of the European System of Central Banks: the Statute of the European System of Central Banks and of the European Central Bank referred to in Article 2(e) of the Articles of Association;
 - d. the Articles of Association: the Articles of Association of the Bank;
 - e. the President: the President of the Bank referred to in Article 6(2) of the Articles of Association;
 - f. the Executive Board: the Executive Board of the Bank referred to in Article 6(1) of the Articles of Association;
 - g. the Supervisory Board: the Supervisory Board of the Bank referred to in Article 11 of the Articles of Association;
 - h. the Bank Council: the Bank Council referred to in Article 17 of the Articles of Association;
 - i. body: the Executive Board, the Supervisory Board or the Bank Council;
 - j. the Prudential Supervision Council: the Prudential Supervision Council referred to in Article 17a of the Articles of Association;
 - k. Executive Board Members of Supervision: the Executive Board Members referred to in Article 6a(1) of the Articles of Association;
 - l. the Chair of Prudential Supervision: the Chairman of the Prudential Supervision Council;
 - m. the Resolution Board: the Resolution Board referred to in Article 17b of the Articles of Association;
 - n. the Executive Board Member of Resolution: the Executive Board Member referred to in Article 6a(8) of the Articles of Association, also the Chairman of the Resolution Board.

Meetings: number and frequency

Article 2

1. Unless the law, the Articles of Association or these Rules of Procedure provide otherwise, the bodies are free to decide how many times a year or with what frequency their meetings are held.
2. Furthermore, meetings of a body are held if its chairman or the majority of its members considers this necessary.

Convocation

Article 3

The company secretary referred to in Article 7 is responsible for convening meetings of the bodies.

Quorum

Article 4

1. Unless the law or the Articles of Association provide otherwise, the adoption of resolutions at a meeting of a body requires the presence or representation of at least the majority of its members.
2. If only half of the members of a body are present, the body may adopt resolutions at a meeting only if the chairman is also present or represented.
3. Notwithstanding the provisions of Article 4(1) and (2), resolutions for the performance of the task referred to in Section 4(1)(e) of the Bank Act 1998 (*Bankwet 1998*) are adopted at a meeting of the Executive Board at which the Executive Board Member of Resolution is present.
4. Notwithstanding the provisions of Article 4(1) and (2), resolutions within the meaning of Article 13 are adopted at a meeting of the Executive Board at which all members are present or represented.
5. In order to safeguard the continuity of the Bank's operations, the Executive Board may adopt

resolutions notwithstanding the provisions of Article 4(1) and (2). Any such resolution is put on the agenda for discussion at the next meeting of the Executive Board.

Decision-making, acclamation, proxy, voting, conflicts of interests

Article 5

1. The bodies pass resolutions by acclamation.
2. If one of the members of a body objects to the manner of decision-making referred to in Article 5(1), a vote is taken on a resolution.
3. If a vote is taken on a resolution, this is done, at the option of the chairman, by means of sealed ballots or orally. Oral voting takes place in order of the seniority of the members, the most junior member voting first. The chairman casts the last vote.
4. Resolutions are adopted by an absolute majority of votes cast. In the event of a tie, the vote of the chairman is decisive.
5. Meetings, deliberations and decision-making of a body may also take place in a teleconference, unless any member of the body opposes.
6. Other than at a meeting, which includes the manner of decision-making referred to in Article 5(5), the bodies may also adopt resolutions outside a meeting. Resolutions outside a meeting are adopted in writing, including by e-mail or any other electronic message, provided that none of the members of the relevant body opposes this manner of decision-making and the resolution is adopted unanimously by all members of the body.
7. With the consent of the chairman, members of a body who are not attending may authorise other members to take part in the deliberations and the decision-making.
8. A member of a body who, in respect of an issue which is the subject of deliberation, has a conflict of interests within the meaning of Article 27(1) of the Articles of Association, reports this to the chairman prior to the meeting and may not take part in such deliberation and decision-making.
9. The member referred to in Article 5(7) is deemed to be present at the meeting for the purposes of Article 4 of these Rules of Procedure.

Presence of non-members of a body

Article 6

Without prejudice to the provisions of Section 15(4) of the Bank Act 1998, the chairman of a body may decide that one or more meetings are attended by persons who are not members. They may take part in the deliberations but are debarred from taking part in the decision-making.

Secretariat, reporting

Article 7

1. Unless the law or the Articles of Association provide otherwise, the secretariat of the bodies is provided, whether or not for a specified term, by the company secretary who, for that purpose, is appointed and relieved from office by the Executive Board with the Supervisory Board's prior approval. The company secretary ensures that the body observes the correct procedures and acts in conformity with the requirements under the law and the Articles of Association. He supports the chairman of the body at which he acts as secretary in the actual organisation of that body.
2. A body may decide that a person who is not the company secretary referred to in Article 7(1) attends the meetings and is charged with taking minutes.
3. Without prejudice to the responsibility of the Executive Board under the law, minutes are taken of each meeting of a body by or on behalf of the company secretary referred to in Article 7(1), which minutes are adopted at the next meeting.
4. Members of a body may cause a note to be included in the minutes to the effect that they do not agree to an adopted resolution.

CHAPTER II: EXECUTIVE BOARD

Chairmanship

Article 8

Executive Board meetings are chaired by the President or by the person who, by virtue of Article 8 of the Articles of Association, temporarily acts as President.

Information sharing and decision-making within the Executive Board

Article 9

1. The members of the Executive Board divide the activities in mutual consultation.
2. Each member of the Executive Board is accountable to the Executive Board for the performance of his tasks and regularly reports on this subject to the Executive Board in such a manner as to enable the Executive Board to gain an insight into the performance of his tasks.
3. Each member of the Executive Board is entitled to receive from other members of the Executive Board any and all information on matters which he reasonably considers useful in connection with his co-responsibility for the management of the Bank. Each member of the Executive Board must, on request or on his own initiative, provide such information in good time, including information on the matters referred to in Article 6a(5) of the Articles of Association.
4. In respect of the matters referred to in Article 6a(5) of the Articles of Association, the Executive Board as a whole will not adopt a resolution until after the Executive Board Members of Supervision have been heard. If there is no consensus, the subject is put on the agenda for a second Executive Board meeting to ensure a renewed integral assessment of all interests involved, with the manner of rendering accounts to the public also being considered, unless, in the opinion of the Executive Board, the decision-making cannot be postponed.
5. An Executive Board Member of Supervision must promptly notify the other Executive Board Member of Supervision of matters that could affect the performance of the tasks assigned to the other Executive Board Member of Supervision under Article 9a or that, considering their nature and potential consequences, could otherwise give rise to such a situation.
6. Joint decision-making by the Executive Board Members of Supervision under Article 6a(4) of the Articles of Association is effected on the basis of consensus. If they are unable to reach consensus, the matter concerned is put on the agenda for decision-making at a meeting of the Executive Board.
7. With respect to decision-making within the Executive Board in implementation of Section 4(1)(e) of the Bank Act 1998, the Executive Board Member of Resolution is granted the same number of votes as the other members of the Executive Board together. In the event of a tie, the vote of the Executive Board Member of Resolution is decisive.
8. The provisions of Article 9(7) do not apply to decision-making in implementation of the sections referred to in Section 12b(3) of the Bank Act 1998.

Division of tasks between the Executive Board Members of Supervision

Article 9a

1. Without prejudice to the provisions of Article 6a(1) of the Articles of Association, the Chair of Prudential Supervision holds primary responsibility for supervisory policies. Holding primary responsibility for the supervisory tasks referred to in Section 4(1)(a) of the Bank Act 1998, he also acts as the primary external contact for subjects relating to such supervisory tasks. The foregoing is without prejudice to the ability of the other Executive Board Member of Supervision to act as external contact in respect of matters coming within his primary competence.
2. The primary competence of the Executive Board Member of Banking and Insurance Supervision includes supervision and policies insofar as relating to the supervision of banks and insurers and the control of the European Banks Supervision, National Institutions Supervision, On-Site Supervision and Banking Expertise, Insurance Supervision and Supervision Policy divisions.
3. The primary competence of the Executive Board Member of Pension Funds Supervision includes supervision and policies insofar as relating to the supervision of pension funds, trust offices and money transaction offices and the control of the Pension Supervision and the Horizontal Functions and Integrity Supervision divisions.

CHAPTER III: SUPERVISORY BOARD

Composition, experience and independence

Article 10

1. In conformity with Article 11(2) of the Articles of Association, there is a Supervisory Board profile.
2. The composition of the Supervisory Board will be such that the combination of experience, expertise and independence of its members is in conformity with the profile referred to in Article 10(1). In addition, the Supervisory Board is composed in such a way that it is best able to meet its various obligations to the Bank and the Bank's stakeholders, in conformity with the applicable legislation and regulations.
3. In the composition of the Supervisory Board, the following requirements must be duly fulfilled:
 - a. each member must be capable of assessing the general outlines of the Bank's policy and its business;
 - b. each member must match the applicable profile referred to in Article 10(1) and, through his

- accession to the Supervisory Board (upon (re)appointment and subsequently), the Supervisory Board as a whole must be composed in conformity with Article 10(2);
- c. each member, except at most one person, must be independent as referred to in Article 10(5);
 - d. the Chairman of the Supervisory Board may not be a former President or Executive Board Member of the Bank.
4. Upon being appointed, all members of the Supervisory Board must attend an introduction course, which at any rate focuses on general financial and legal matters, financial disclosure by the company, the specific aspects inherent in the Bank and the responsibilities of a Supervisory Board member. The Supervisory Board assesses once a year in which respects Supervisory Board members are in need of further training during their term of appointment. The Bank plays a facilitating role in this respect.
 5. A member of the Supervisory Board is not regarded as being independent within the meaning of Article 10(3)(c) if he or his spouse, registered partner or other life companion, foster child or relative by blood or affinity up to the second degree:
 - a. was President, an Executive Board Member or an employee of the Bank at any time during the five years preceding his appointment to the Supervisory Board;
 - b. receives a personal financial remuneration from the Bank other than the remuneration received for activities performed as a Supervisory Board member, and to the extent that such remuneration does not fit in with normal business operations;
 - c. had an important business relationship with the Bank at any time during the year preceding his appointment to the Supervisory Board;
 - d. is an executive board member of a company where the President or an Executive Board Member of the Bank is a supervisory board member;
 - e. temporarily undertook the management owing to the absence and inability to act of the President or Executive Board Members.
 6. In the report of the Supervisory Board, the Supervisory Board states whether, in its opinion, the requirement set out in Article 10(3)(c) has been complied with. In addition, the Supervisory Board indicates in the report which Supervisory Board member it may regard as being non-independent.

Tasks of the Supervisory Board and its Chairman

Article 11

1. With due observance of the provisions of the Treaty and the Statute of the European System of Central Banks, the Supervisory Board oversees the general course of business within the Bank and the policy pursued by the Executive Board in implementation of Section 4 of the Bank Act 1998. The Supervisory Board advises the Executive Board and adopts the annual accounts. The adopted annual accounts require the shareholders' approval. In the performance of their tasks, the Supervisory Board members seek to serve the interests of the Bank and its business.
2. The Supervisory Board at any rate supervises:
 - a. compliance with the procedures for the preparation and publication of the annual report, the annual accounts and *ad hoc* financial disclosures;
 - b. the implementation and enforcement by the Executive Board of internal procedures serving to ensure that all important financial information is known to the Executive Board, safeguarding the timeliness, completeness and correctness of external financial disclosures;
 - c. the general principles that the Bank applies in the implementation of its prudential supervision policy, and
 - d. the general principles that the Bank applies in the implementation of its policy on the resolution of banks and investment firms.
3. The Chairman of the Supervisory Board ensures that:
 - a. the Supervisory Board members attend their introduction and training courses;
 - b. the Supervisory Board members receive, in good time, all information that is necessary for the proper performance of their tasks;
 - c. sufficient time is available for deliberation and decision-making by the Supervisory Board;
 - d. the Supervisory Board and its committees function properly;
 - e. the performance of the members of the Executive Board and the Supervisory Board is assessed at least once a year;
 - f. the Supervisory Board elects a Vice-Chairman;
 - g. proper contacts are maintained between the Supervisory Board and the Executive Board and between the Supervisory Board and the Employees Council.
4. When appropriate, the Vice-Chairman of the Supervisory Board replaces the Chairman and acts as contact for individual Supervisory Board and Executive Board members on the subject of the Chairman's performance.

Number of meetings

Article 12

1. The Supervisory Board meets at least six times a year.
2. At least once a year, the Supervisory Board discusses the strategy pursued by and the risks incurred by the company as well as the results of the assessment by the Executive Board of the design and operation of the internal risk management and control systems, as well as any significant changes in these systems. In addition, the desired profile referred to in Article 10(1) and the composition and competence of the Supervisory Board is discussed.
3. At least once a year in the absence of the Executive Board, the Supervisory Board discusses:
 - a. its own functioning and the performance of its individual members;
 - b. the functioning of the Executive Board as a whole and the performance of the individual members of the Executive Board;
 - c. the functioning of the individual Supervisory Board committees, including the conclusions to be drawn in this respect.The report of the Supervisory Board states how the assessment of the Supervisory Board, the individual committees and the individual Supervisory Board members took place.

Approval of and information about resolutions of the Executive Board

Article 13

In implementation of Article 9 of the Articles of Association and without prejudice to the other provisions of the Articles of Association, resolutions of the Executive Board on the following subjects require the Supervisory Board's prior approval:

- a. material investments in new buildings and infrastructure;
- b. termination of the employment contracts of a large number of employees of the Bank or a drastic change in their conditions of employment;
- c. the introduction, change or withdrawal of regulations in the areas covered by Articles 23, 24(1) and 25(1) of the Articles of Association, as well as of other important internal regulations;
- d. holdings in legal entities, to the extent that these do not require approval in accordance with Article 6.2 of the Statute of the European System of Central Banks.

Committees

Article 14

1. Apart from the committees referred to in Articles 14a, 15 and 16, the Supervisory Board is authorised to appoint other committees as well in accordance with Article 11(9) of the Articles of Association.
2. Unless otherwise decided by the Supervisory Board, a committee of the Supervisory Board composed in accordance with Article 11(9) of the Articles of Association consists of at least three members with expertise in the area on which the committee reports to the Supervisory Board. Unless otherwise decided by the Supervisory Board, the members appoint a chairman, with the proviso that the audit committee referred to in Article 15(1) and the remuneration and appointments committee referred to in Article 16(1) may not be chaired by the Chairman of the Supervisory Board or a former member of the Executive Board.
3. Unless otherwise decided by the Supervisory Board, a committee may also invite persons other than members of the committee or of the Supervisory Board to attend the deliberations.
4. Each committee submits a report on its deliberations and findings to the Supervisory Board.

Supervision committee

Article 14a

1. The Supervisory Board appoints, from among its members, a committee within the meaning of Article 11(9) of the Articles of Association. This committee is referred to as the supervision committee.
2. The supervision committee prepares for the Supervisory Board resolutions and recommendations of the Supervisory Board relating to, among other things:
 - a. the efficiency and efficacy of supervisory policy;
 - b. the organisational set-up of supervision;
 - c. policy aspects regarding the exercise of supervision within the meaning of Section 12a(1) of the Bank Act;
 - d. the policy aspects of the supervisory budget;

- e. legal procedures and examinations to the extent that they are relevant to safeguard the quality and effectiveness of policy.
3. The Supervisory Board does not concern itself with the assessment of individual supervisory files, unless and to the extent that this is required for the performance of its task referred to in Article 14a(2).

Audit committee

Article 15

1. The Supervisory Board appoints, from among its members, a committee within the meaning of Article 11(9) of the Articles of Association. This committee is referred to as the audit committee.
2. The audit committee prepares for the Supervisory Board resolutions and recommendations of the Supervisory Board relating to, among other things:
 - a. the supervision of the quality of external financial disclosures;
 - b. the supervision of compliance with internal procedures, legislation and regulations, and the control of operational risks;
 - c. the facilitation of communication with the Bank's Internal Audit Department and the expert referred to in Article 20 of the Articles of Association;
 - d. the appointment of, the assessment of the activities of and the performance of the expert referred to in Article 20 of the Articles of Association, including in particular his independence, remuneration and non-audit activities;
 - e. the adoption of the annual accounts referred to in Article 19(6) of the Articles of Association;
 - f. the approval of the distribution of interim dividend referred to in Article 22(3) of the Articles of Association;
 - g. compliance with recommendations and follow-up of observations from internal auditors and the expert referred to in Article 20 of the Articles of Association;
 - h. the role and functioning of the Internal Audit Department, including the appointment, remuneration, assessment and removal from office of the head of that department;
 - i. the financing of the company;
 - j. the application of information and communication technology;
 - k. the manner in which the expert referred to in Article 20 of the Articles of Association is involved in financial disclosures.
3. The committee consults with the expert referred to in Article 20 of the Articles of Association in the absence of the Executive Board at least once a year.
4. The committee and the Executive Board:
 - a. report once a year to the Supervisory Board about the developments in the relationship with the expert referred to in Article 20 of the Articles of Association, including in particular his independence. On the basis of this and other considerations, the Supervisory Board decides on its nomination to the general meeting of shareholders in respect of the appointment of the expert;
 - b. engage at least once every four years in a thorough performance assessment of the expert referred to in Article 20 of the Articles of Association. The principal conclusions of this assessment are communicated to the general meeting of shareholders for the purpose of the assessment of the nomination for the appointment of the expert.

Remuneration and appointments committee

Article 16

1. The Supervisory Board appoints, from among its members, a committee within the meaning of Article 11(9) of the Articles of Association. This committee is referred to as the remuneration and appointments committee.
2. The remuneration and appointments committee prepares for the Supervisory Board resolutions and recommendations of the Supervisory Board relating to, among other things:
 - a. the monitoring of the continuity of the Bank's management, including at any rate the appointment procedures for senior management;
 - b. the determination of the salaries and pension commitments of the President and the Executive Board Members as well as arrangements regarding reimbursement of expenses incurred by them as referred to in Article 10 of the Articles of Association;
 - c. the recommendations for the appointment of members of the Executive Board as referred to in Article 6(7) of the Articles of Association;
 - d. the adoption of the rules on insider trading referred to in Article 24(2) of the Articles of Association;

- e. the adoption of the rules regarding the reporting of irregularities referred to in Article 25(1) of the Articles of Association;
 - f. the adoption of the rules on incompatible posts referred to in Article 26(1) of the Articles of Association;
 - g. the adoption of the rules on conflicts of interests and exemptions from these rules as referred to in Article 27(3) and (5) of the Articles of Association;
 - h. the drawing up of selection criteria in respect of members of the Supervisory Board and the Executive Board;
 - i. the periodic assessment of the size and composition of the Supervisory Board and the establishment of an Executive Board profile and a Supervisory Board profile;
 - j. the periodic performance assessments of individual Supervisory Board and Executive Board members.
3. The remuneration and appointments committee ensures that its remuneration consultant, if applicable, will not advise the Executive Board as well.

Incompatible posts

Article 17

In drawing up the rules referred to in Article 26(1) of the Articles of Association, the Supervisory Board allows for the principle that incompatibility of posts may occur in, but is not limited to, the area of paid or unpaid positions and activities in public administration, in a professional community or in the corporate sector.

Conflicts of interests

Article 18

1. In any event, the Supervisory Board's approval is required for decisions to enter into transactions involving conflicts of interests for members of the Executive Board or the Supervisory Board and the external auditor in relation to the Bank that are of material significance for the Bank or for the relevant member of the Executive Board, the Supervisory Board or the external auditor.
2. Transactions within the meaning of Article 18(1) are disclosed in the annual report, with a description of the conflict of interests and a statement that the rules referred to in Article 27(3) of the Articles of Association have been complied with.
3. The Supervisory Board's approval is also required for personal loans, guarantees, etc. granted by the Bank to members of the Executive Board and members of the Supervisory Board. Loans are not remitted.

Documents from the Supervisory Board

Article 19

Documents sent by the Supervisory Board are signed by the chairman or by the company secretary referred to in Article 7(1).

Report

Article 20

The annual report and annual accounts of the Bank include a report of the Supervisory Board, in which the Supervisory Board reports on its activities during the financial year and which at any rate includes the following specific statements and entries:

- a. personal information about each Supervisory Board member, including at any rate gender, age, profession, principal position, nationality and other positions held insofar as these are relevant for the performance of the task as Supervisory Board member and the date of first appointment and the current term for which the Supervisory Board member has been appointed;
- b. the names of each of the Supervisory Board members who are frequently absent from meetings of the Supervisory Board;
- c. the statement of independence referred to in Article 10(6);
- d. the discussion of the strategy referred to in Article 12(2);
- e. the composition of the individual committees that have been appointed in accordance with Article 11(9) of the Articles of Association, the number of meetings of these committees and the principal issues that have been discussed.

Nominations to the Crown

Article 21

The shortlist referred to in Article 6(7) of the Articles of Association is signed by the Chairman of the Supervisory Board and sent to the Crown through the intermediary of the Minister of Finance.

CHAPTER IV: BANK COUNCIL

Number of meetings

Article 22

The Bank Council meets at least four times a year.

CHAPTER V: THE PRUDENTIAL SUPERVISION COUNCIL AND THE RESOLUTION BOARD

Prudential Supervision Council

Article 22a

1. Apart from the Executive Board Members of Supervision, the Prudential Supervision Council consists of the following officers of the Bank:
 - the Director of the European Banks Supervision Division;
 - the Director of the National Institutions Supervision Division;
 - the Director of the On-Site Supervision and Banking Expertise Division;
 - the Director of the Supervision Policy Division;
 - the Director of the Horizontal Functions and Integrity Supervision Division;
 - the Director of the Pension Supervision Division;
 - the Director of the Insurance Supervision Division;
 - the Director of the Financial Stability Division;
 - the Director of the Resolution Division, and
 - the Director of the Legal Services Division.In addition, the Executive Board Members of Supervision may invite other officers of the Bank to attend meetings of the Prudential Supervision Council.
2. The Prudential Supervision Council meets as often as an Executive Board Member of Supervision considers this necessary.

Resolution Board

Article 22b

1. Apart from the Executive Board Members referred to in Article 17b(2) of the Articles of Association, the Resolution Board at any rate consists of the following officers of the Bank:
 - the Director of the European Banks Supervision Division;
 - the Director of the National Institutions Supervision Division;
 - the Director of the Horizontal Functions and Integrity Supervision Division;
 - the Director of the Supervision Policy Division;
 - the Director of the Resolution Division;
 - the Director of the Financial Stability Division, and
 - the Director of the Legal Services Division.In addition, the Executive Board Members referred to in Article 17b(2) of the Articles of Association may invite other officers of the Bank to attend meetings of the Resolution Board.
2. The Resolution Board meets as often as the Executive Board Member responsible for resolution considers this necessary.

CHAPTER VI: TRANSITIONAL AND FINAL PROVISIONS

Entry into force

Article 23

1. These Rules of Procedure enter into force on 16 January 2015.
2. On the day referred to in Article 23(1), the Rules of Procedure dated 22 May 2012 cease to apply.
3. Until the date of entry into force of the Act implementing the European Framework for the Recovery and Resolution of Banks and Investment Firms (*Implementatiewet Europees kader voor herstel en afwikkeling van banken en beleggingsondernemingen*), all references in these Rules of Procedure to the task referred to in Section 4(1)(e) of the Bank Act 1998 must be interpreted as references to the tasks ensuing from Regulation (EU) No 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit

- institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010 (OJ 2014, L 225) and Section 3a of the Decree implementing EU Regulations on Financial Markets (*Besluit uitvoering EU-verordeningen financiële markten*).
4. Article 9(7) and (8) of these Rules of Procedure enters into force on the day that the Act implementing the European Framework for the Recovery and Resolution of Banks and Investment Firms enters into force.

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