

Profile of Supervisory Board of KAS BANK N.V.

dated 12 May 2005

This 'Profile of Supervisory Board of KAS BANK N.V.' has been drawn up by the Supervisory Board in consultation with the Managing Board and has been discussed in the General Meeting of Shareholders of 12 May 2005.

Supervisory Board profile

This profile has been drawn up by the Supervisory Board in consultation with the Managing Board, with reference to the statutory duties and procedures of the Supervisory Board and to the Dutch corporate governance code (the ‘code’) and taking into account the nature of our enterprise and activities. The profile establishes the criteria, which the members of the Supervisory Board should meet in terms of expertise and background, in order to ensure that the Board is appropriately constituted.

Because KAS BANK is a ‘structuurvennootschap’ (i.e. has a statutory two-tier structure), the members of the Supervisory Board are appointed by the General Meeting of Shareholders on the recommendation of the Supervisory Board. Candidates for appointment to the Supervisory Board can be recommended to the Supervisory Board by the General Meeting of Shareholders, the Employees’ Council and the Managing Board. The Supervisory Board shall inform them in a timely manner, when, resulting from what and in line with which profile a vacancy must be filled in the Board. It is important that recommendations are made and evaluated in accordance with uniform guidelines. The Supervisory Board intends to evaluate all recommendations on the basis of this profile.

The Supervisory Board will in any event consider, in evaluating a candidate recommended for appointment or reappointment to the Supervisory Board:

- a) whether the person recommended is capable of performing the duties of a Supervisory Board member;
- b) whether the Supervisory Board would be appropriately constituted after the nominee’s appointment.

In the law and the code, the role and procedures of the Supervisory Board are defined as follows: ‘The role of the Supervisory Board is to supervise the policies of the Managing Board and the general affairs of the company and its associated enterprise and to assist the Managing Board by providing advice. In performing its role, the Supervisory Board shall be guided by the interests of the company and its associated enterprise and shall take account of the relevant interests of the company's stakeholders.’

The Supervisory Board is authorised to appoint and dismiss the members of the Managing Board and to approve certain important management decisions. The Supervisory Board also determines the remuneration of the members of the Managing Board, within the constraints of the remuneration policy adopted by the General Meeting of Shareholders.

In addition to these statutory provisions, the code also defines a number of principles and best-practice provisions, which are relevant to the composition and functioning of the Supervisory Board.

The code requires the Supervisory Board to be constituted such that the members are able to act critically, balanced and independently of one another, of the Managing Board and of any partisan interests. Each Supervisory Board member must be capable of assessing the broad outline of the overall policy and must possess the specific expertise required for the performance of the duties assigned to the role allocated to him/her within the framework of the Supervisory Board profile. Each Supervisory Board member must have relevant knowledge and experience in the field of financial/economic control. The supervision which

the Supervisory Board exercises over the Managing Board must in any event cover the following aspects:

- a) the functioning of the Managing Board and of the individual members;
- b) achievement of the company's objectives;
- c) the company's strategy and the risks inherent in its business activities;
- d) the structure and operation of the internal risk management and control systems;
- e) the financial reporting process;
- f) compliance with the legislation and regulations.

Given the unusual nature of our business and the specific activities, which it involves, it is important that the Supervisory Board is also able to make a proper assessment of:

- a) the application of information and communications technology and ICT security;
- b) the specific risks associated with the international banking and securities trade;
- c) the processes of the bank's specific client groups (wholesale business);
- d) the European payments and securities infrastructure;
- e) balance sheet management and modern financial instruments;
- f) the company's social and human resources policy.

Self-evident criteria that the members of the Supervisory Board must meet are a close involvement with social developments and a personal commitment to the integrity, quality and reliability of the bank.

On the basis of these considerations and criteria, the Supervisory Board is appropriately constituted if the following characteristics, as defined in the profile, are well represented. When preparing the recommendation for (re)appointment of one or more members of the Supervisory Board, the requirement shall be taken into account that one or more members of the Supervisory Board in any event has/have the expertise in one or more of the following fields:

1. knowledge of or experience with information and communications technology and accounting organisation;
2. knowledge of or experience with domestic and international banking;
3. knowledge of securities and derivatives;
4. understanding of or experience with the social policy, in particular with the importance of human resources to the organisation;
5. knowledge of or experience in business at national or international level;
6. knowledge of or experience with the workings of institutional investors and financial intermediaries;
7. knowledge of the European securities industry and related developments.

This profile will be applied to both the appointment and reappointment of members of the Supervisory Board.

Members of the Supervisory Board are appointed for a term of four years and may not serve on the Supervisory Board for more than 12 years. Members of the Supervisory Board generally retire at the General Meeting of Shareholders in the year in which they reach the age of 72.

Each member of the Supervisory Board must be able to devote sufficient time to the proper discharge of his/her duties. In principle, the members of the Supervisory Board attend every

Board meeting and participate in one or more of the committees, which prepare the Board's decision-making so that it can perform its function effectively.

The Supervisory Board consists of seven members. The particulars of the individual members of the Supervisory Board are given in the annual report.

This profile replaces the version dated 13 May 2004.

Amsterdam, 12 May 2005

Supervisory Board
KAS BANK N.V.