

STANDING RULES OF THE AUDIT AND RISK COMMITTEE

OF

NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIKKELINGSLANDEN N.V.

Article 1. Preliminary provisions

- 1.1 These standing rules have been drawn up by the Supervisory Board of the Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. ("FMO"), in accordance with the provisions of article 10 paragraph 3 of the standing rules of the Supervisory Board and form an appendix to the standing rules of the Supervisory Board.
- 1.2 These standing rules came into force on 24 May 2005 and were lastly amended on 11 March 2013.
- 1.3 These standing rules may be supplemented and amended by resolution of the Supervisory Board after consultation with the Management Board.
- 1.4 The text of these standing rules has been brought to the attention of the Management Board and the Works Council.
- 1.5 Where these standing rules refer to "the Management Board", this means "the Management Board under the Articles of Association" ("*de statutaire directie*"), unless expressly stated otherwise.

Article 2. Objectives

The Audit and Risk Committee shall assist the Supervisory Board in its decision-making. The Audit and Risk Committee also carries out supervision of the Management Board at least regarding the matters specified in article 3 paragraph 2.

Article 3. Duties and responsibilities

- 3.1 The duties and responsibilities of the Audit and Risk Committee are as follows:
 - a. preparing the decision-making of the Supervisory Board;
 - b. reporting annually to the Supervisory Board on developments in the relationship with the external auditor, including in particular the auditor's independence (which includes the desirability of rotating the responsible partners within an external auditor's firm charged with the audit, and the desirability of having non-audit work for FMO also carried out by the same firm);
 - c. preparing a detailed assessment of the external auditor's performance at least once every four years, and communicating the main conclusions of that assessment to the General Meeting of Shareholders;
 - d. advising the Supervisory Board regarding the nomination it makes to the General Meeting of Shareholders on the appointment of the external auditor;

- e. making a proposal to the Supervisory Board on granting approval for the setting of the external auditor's remuneration and the engagement of the external auditor for the performance of non-audit work;
 - f. acting as the first point of contact for the external auditor;
 - g. assessing how the external auditor is to be involved with the content and publication of financial reports other than the annual accounts;
 - h. advising on the audit plan of the internal and external auditors and taking note of the internal and external auditors' findings;
 - i. discuss the risk reports and analyses;
 - j. discussing the annual ICAAP document and the actions defined therein with the Management Board, after approval of which the document can be tabled in the Supervisory Board meeting;
 - k. advise the Supervisory Board on the bank's risk profile and assess at a strategic level whether capital allocation and liquidity impact in the general sense are in line with the approved risk appetite.
- 3.2 The Audit and Risk Committee supervises the Management Board at least regarding the following matters:
- a. the operation of the internal risk management and auditing systems, including supervising compliance with the relevant legislation and regulations and supervising the functioning of codes of conduct;
 - b. the provision of financial information by FMO (for instance the choice of accounting policies, application of new rules and assessment of their effects, understanding of the treatment of "estimated items" in the annual accounts, forecasts and the relevant work carried out by internal and external auditors);
 - c. compliance with recommendations and due follow-up of comments made by internal and external auditors;
 - d. the role and functioning of the internal audit department;
 - e. the design and working of the product approval process, as described in an annual assessment to be provided by the internal auditor to the Management Board and the Audit and Risk Committee;
 - f. FMO's tax planning policy;
 - g. the relationship with the external auditor, and particularly the auditor's independence, the remuneration of the auditor, and any non-audit work performed for FMO;
 - h. the financial reporting process;
 - i. FMO's funding;
 - j. the use made of information and communications technology.

Article 4. Composition

- 4.1 All members of the Audit and Risk Committee are members of the Supervisory Board. The members' term of office shall be the same as each member's term of office on the Supervisory Board. In case a member changes Supervisory Board committees, the terms of office combined shall be the same as that member's term of office on the Supervisory Board.
- 4.2 The Audit and Risk Committee is to be composed in such a way that all its members can operate independently and critically in respect of each other and in respect of the Management Board. All members of the Audit and Risk Committee, with the exception of at most one person, shall be independent within the meaning of the Dutch Corporate Governance Code.

- 4.3 The chairman of the Supervisory Board and former members of the Management Board of FMO cannot be appointed as the chairman of the Audit and Risk Committee.
- 4.4 At least one member of the Audit and Risk Committee must be a financial expert as described in the profile for FMO's Supervisory Board.
- 4.5 Several members must have in depth knowledge on the financial-technical aspects of risk management or the necessary experience to make a thorough assessment of the risks.
- 4.6 Several members must have sound knowledge of financial reporting and internal control systems and audits or the experience needed to thoroughly supervise these areas.

Article 5. Mode of operation

- 5.1 At least three meetings shall be held per year, at least one of them with the external auditor in the absence of the Management Board. The Audit and Risk Committee shall not hold a meeting unless at least two members are present.
- 5.2 The Corporate Secretary of FMO shall be appointed as secretary of the Audit and Risk Committee. The secretary together with the chairman of the Audit and Risk Committee shall prepare an agenda for each meeting. The agenda is to be distributed to the members of the Audit and Risk Committee, the Supervisory Board and others attending the meeting. The members of the Audit and Risk Committee will receive the agenda and the associated documents at least seven days in advance, not counting the day of the notice and the day of the meeting. In urgent cases, the Chairman of the Audit and Risk Committee may determine that the agenda and/or the associated documents can be sent out on a shorter notice.
- 5.3 The Management Board, the director risk management, the finance director and the internal and external auditors shall be invited to attend meetings of the Audit and Risk Committee, regularly but at least once a year.
- 5.4 The Audit and Risk Committee determines who is to be present at its meetings, and who apart from the Supervisory Board is to receive the minutes of the Audit and Risk Committee's meetings. If the need arises, the external auditor can ask the chairman of the Audit and Risk Committee for permission to attend a meeting of the Audit and Risk Committee.
- 5.5 The Director Internal Audit reports directly to the Chief Executive Officer, but has also direct access to the chairman of the Audit and Risk Committee.
- 5.6 The chairman of the Audit and Risk Committee shall report its findings and recommendations at a meeting to the Supervisory Board. Once every year, a report setting out the Audit and Risk Committee's activities during the year together with its most important results, deliberations and findings will be submitted to the Supervisory Board.
- 5.7 The composition of the Audit and Risk Committee, the number of meetings of the Audit and Risk Committee and the principal matters it has dealt with are shown in the report of the Supervisory Board.

Article 6. Powers

- 6.1 The Audit and Risk Committee has the power to request all information it considers necessary. The company's employees will be instructed by the Management Board to comply fully with the Committee's requests for information.
- 6.2 The Audit and Risk Committee has the right to seek independent advice.
- 6.3 The Audit and Risk Committee has no independent decision-making powers in respect of its findings and recommendations; these powers are reserved for the Supervisory Board.

Article 7. Final provision

These standing rules, together with the composition of the Audit and Risk Committee, shall be placed on the FMO website.