



# SUPERVISORY BOARD CHARTER

December 1, 2023

# CHARTER GOVERNING THE SUPERVISORY BOARD

This charter governing the Supervisory Board (the **Charter**) of NIBC Holding N.V. and NIBC Bank N.V. (jointly referred to as **NIBC**) has been adopted by the supervisory board of NIBC (the **Supervisory Board**) and has most recently been approved by the Supervisory Board of NIBC on 30 November, 2023.

## Article 1: Status and contents of the rules

- 1.1 This Charter is drawn up pursuant to NIBC's articles of association and the rules in it are complementary to the rules and regulations (from time to time) applicable to the Supervisory Board under Dutch law and/or NIBC's articles of association.
- 1.2 Where this Charter is inconsistent with NIBC's articles of association, the latter shall prevail. Where this Charter conforms to NIBC's articles of association but is inconsistent with Dutch law, the latter shall prevail. If one or more provisions of this Charter are or become invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions by new valid provisions the effect of which, given the contents and purpose of this Charter is, to the greatest extent possible, similar to that of the invalid provisions.
- 1.3 The following annexes are attached to, and form an integral part of, this Charter:
  - Annex A: Profile of the Supervisory Board;
  - Annex B: Schedule of resignation and re-appointment of members of the Supervisory Board;
  - Annex C: Charter governing the Audit Committee of the Supervisory Board (the **AC**);
  - Annex D: Charter governing the Remuneration and Nominating Committee of the Supervisory Board (the **RNC**);
  - Annex E: Charter governing the Risk Policy & Compliance Committee of the Supervisory Board (the **RPCC**);
  - Annex F: Charter governing the Related Party Transactions Committee of the Supervisory Board (the **RPTC**); and
  - Annex G: NIBC's Governance of Remuneration Policies: Roles and Responsibilities Framework.
- 1.4 This Charter reflects and takes into account (i) the Dutch Banking Code (*Code Banken*, the **Banking Code**), (ii) the Financial Supervision Act (*Wet op het financieel toezicht*, **Wft**), (iii) the European Banking Authority (**EBA**) guidelines on internal governance, (iv) the regulation on sound remuneration policies as issued by the Dutch Central Bank (*Regeling beheerst beloningsbeleid 2021*), (v) the EBA guidelines on sound remuneration policies, (vi) the EBA guidelines on the assessment of the suitability of members of the management body and key function holders, and (vii) Book 2 of the Dutch Civil Code. This Charter is periodically reviewed and amended following developments in laws and regulations related to corporate governance and regulations for financial institutions.
- 1.5 NIBC Holding N.V. and Flora Acquisition B.V. (the **Shareholder**) entered into a merger protocol regarding the public offer for all issued and outstanding shares in the capital of NIBC Holding N.V. (the **Merger Protocol**), which includes arrangements with respect to the governance framework of the NIBC group.
- 1.6 The managing board of NIBC (the **Managing Board**) unanimously declared that:
  - a) it will comply with, and be bound by the obligations arising from, this Charter to the extent that they apply to it and its members individually; and

- b) on appointment of new members to the Managing Board, it will ensure that such members are informed of their obligation to comply with and are bound by the obligations arising from this Charter as further detailed in a) above.
- 1.7 The external auditor of NIBC declared that they will comply with, and be bound by the obligations arising from, this Charter and the charter governing the AC to the extent they apply to them (including articles 5.2, 9.3 and 11.5 of this Charter).
- 1.8 The Supervisory Board unanimously declared:
- a) to apply and to commit to all obligations of this Charter as far as it applies to the Supervisory Board and to each individual member thereof;
  - b) that agreeing to article 1.8 a) is a condition for joining the Supervisory Board.

## Article 2: Responsibilities of the Supervisory Board

- 2.1 The Supervisory Board shall be responsible for supervising the policies of the Managing Board and NIBC's general affairs and the business connected with it, and for advising the Managing Board. In fulfilling its tasks the Supervisory Board shall be guided by the interests of NIBC and its business; it shall take into account the relevant interests of all stakeholders (including NIBC's shareholders). The Supervisory Board is responsible for the quality of its own performance. The responsibility for the exercise of its duties is a joint responsibility of the Supervisory Board.
- 2.2 The responsibilities of the Supervisory Board shall include:

### *Overall oversight*

- a) supervising and monitoring, and advising the Managing Board on: (i) NIBC's performance, (ii) NIBC's strategy, including realising long-term value creation and the manner in which the Managing Board implements this, (iii) risks inherent to NIBC's business activities, (iv) the structure and management of the internal risk management and control systems, (v) the financial reporting process, (vi) the relationship of NIBC with its shareholders, and (vii) compliance with legislation and regulations (including in the area of environmental, social and governance matters and prevention of money laundering and terrorism financing) and with NIBC's articles of association and NIBC's Code of Conduct;
- b) complying with and enforcing NIBC's corporate governance and internal governance structure, including NIBC's adherence to the principles and best practices of the Banking Code;
- c) approving the adoption of any material new business plan or budget for NIBC or any amendments to any such existing business plan or budget or any expenditure exceeding budget or any major capital expenditures (major being above EUR 5,000,000 unless specifically contemplated in the relevant annual budget);

### *Risk management*

- d) approving the risk appetite of NIBC annually on the basis of a proposal made by the Managing Board, as well as any material changes thereto proposed in the interim, thereby taking into account all risks, including environmental, social and governance risk factors;
- e) supervising the implementation of the risk policy by the Managing Board, including discussing the risk profile and whether capital allocation and liquidity impact are in line with the approved risk appetite;
- f) periodically assessing whether the commercial activities of NIBC in the general sense are appropriate in the context of NIBC's risk appetite;

### *Remuneration*

- g) selecting, recommending and appointing the members of the Managing Board, proposing the remuneration policy for members of the Managing Board (such policy to be adopted by the general meeting of shareholders of NIBC (the **General Meeting**)), fixing the remuneration (in accordance with the said remuneration policy) and contractual terms and conditions of employment of members of the Managing Board (of which that part of the remuneration paid in (options on) shares, shall be approved by the General Meeting);
- h) selecting and nominating candidates for appointment as members of the Supervisory Board and proposing the remuneration of its members;
- i) approving and overseeing remuneration matters, all in accordance with the roles and responsibilities as laid down in NIBC's "Governance of Remuneration Policies: Roles and Responsibilities" framework, including the remuneration of the non-statutory members of the Executive Committee;

*Other tasks*

- j) evaluating and assessing the functioning and performance of the Managing Board (including participation in its training programme), the Supervisory Board, the Supervisory Board's committees, and the individual members of the respective boards (including the evaluation of the Supervisory Board's profile and the effectiveness of the introduction, education and training programme, where external assistance shall be sought every three years);
- k) handling, and deciding on, reported potential conflicts of interests within the meaning of article 11 of this Charter between NIBC on the one hand and members of the Managing Board, the external auditor and NIBC Holding N.V.'s shareholder(s) on the other;
- l) handling, and deciding on, reported alleged irregularities that relate to the functioning of the Managing Board within the meaning of article 12 of this Charter;
- m) approving resolutions of the Managing Board to enter into or amend an agreement with a legal entity, person or partnership that holds directly or indirectly at least ten percent of the shares in NIBC Holding N.V. (including the shares held by persons, partnerships or legal entities that co-operate with it under a legal, tacit, oral or written agreement, or that belong to the same group as defined in article 2:24b of the Dutch Civil Code), having received a positive and binding advice of the RPTC; and
- n) approving the appointment and dismissal of the head of NIBC's internal audit function by the Managing Board, taking into account the recommendation issued by the Audit Committee.

2.3 The Managing Board shall submit the following items to the Supervisory Board for approval:

- a) the operational and financial objectives of NIBC;
- b) the strategy designed to achieve the objectives;
- c) the parameters to be applied in relation to the strategy;
- d) the risk appetite of NIBC, including its ESG risk appetite; and
- e) all proposals regarding remuneration as required under NIBC's "Governance of Remuneration Policies: Roles and Responsibilities" framework.

2.4 The charter of the Managing Board, as approved by the Supervisory Board, shall include provisions on the manner of exercise of the tasks by the Supervisory Board concerning the relationship with the Managing Board.

2.5 The Supervisory Board shall prepare and publish a report on its functioning and activities during the preceding financial year. The report shall include the information required according to law or regulation, including the Banking Code.

## Article 3: Composition, expertise and independence of the Supervisory Board

- 3.1 Subject to the provisions of the Merger Protocol, the Supervisory Board shall consist of at least three members. The Supervisory Board shall prepare a profile of its composition, taking into account the nature of NIBC's business, its activities, size and complexity and the desired expertise, experience and independence of the members of the Supervisory Board. The Supervisory Board shall evaluate the profile periodically. The current profile of the Supervisory Board is attached as Annex A. In addition, the Supervisory Board shall prepare an individual profile in case of a vacancy in the Supervisory Board, which specifically addresses the requirements to be met in filling that particular vacancy. In case of a vacancy for the position of chair of the Supervisory Board (the **Chair**), the specific profile shall focus on NIBC's requirements in terms of expertise and experience in relation to the financial sector and familiarity with the socio-economic and political culture and the social environment of NIBC's main markets. The Supervisory Board shall aim for a diverse composition in terms of such factors as gender and age.
- 3.2 The composition of the Supervisory Board shall be such that its composition and the combined experience, expertise, complementarity and independence of its members meet the profile attached as Annex A and the requirements as provided for in this Charter and which enables the Supervisory Board to best carry out the variety of its responsibilities and duties towards NIBC and all others involved with NIBC (including its shareholders and its clients), consistent with applicable law and regulations. The Supervisory Board shall function as a collegial body.
- 3.3 Subject to the provisions of the Merger Protocol as to the composition of the Supervisory Board, the following requirements must be observed:
- a) each of the members of the Supervisory Board shall have thorough knowledge of NIBC's function in society and of the interests of all parties involved in NIBC (e.g. clients, shareholders and employees) and shall take those into account;
  - b) each of the members of the Supervisory Board should be capable of assessing the broad outline of the overall policy of NIBC and its business in order to form a balanced and independent opinion about the primary risks involved. Each member of the Supervisory Board shall also possess specific expertise needed to perform their role within the Supervisory Board;
  - c) each of the members of the Supervisory Board shall be sufficiently available and contactable to properly perform their tasks on the Supervisory Board and, to the extent applicable, its committees;
  - d) each of the members of the Supervisory Board should fit within the profile attached as Annex A and, by way of their participation in the Supervisory Board (upon (re)appointment and thereafter), the Supervisory Board as a whole must be composed in accordance with this article 3;
  - e) at least one of the members of the Supervisory Board shall have competence in accounting or auditing;
  - f) at least one of the members of the Supervisory Board shall have relevant expertise in the fields of compliance, corporate governance, internal governance and ESG;
  - g) to the extent a majority of the members of the Supervisory Board (including any members nominated by the council established to represent the employees (the **Works Council** (*ondernemingsraad*)) in accordance with article 2:158 paragraph 6 of the Dutch Civil Code) is not considered independent within the meaning of article 3.4, such deviation will be explained in NIBC's management report including an indication of which Supervisory Board members it considers not to be independent (if any);
  - h) to the extent more than one Supervisory Board member may be considered affiliated with or representing a shareholder or a group of affiliated shareholders who directly or

indirectly hold more than 10 percent of the shares in the capital of NIBC, such deviation will be explained in NIBC's management report;

- i) none of the members of the Supervisory Board may be appointed after their third 4-year term, or their twelfth year in office, as the case may be;
- j) none of the members of the Supervisory Board may maintain more than five memberships of supervisory boards in Dutch listed companies (including NIBC); in this connection, a chairperson role counts twice;
- k) none of the members of the Supervisory Board may be a member of the managing board of the administrative trust that holds and administers the shares in NIBC Holding N.V.'s capital by way of fiducia cum amico (*ten titel van beheer*);
- l) the Chair may not be a former member of the Managing Board.

3.4 Members of the Supervisory Board will not be considered independent (and will accordingly be considered independent if none of the below applies to them) if they or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- a) has been an employee of NIBC or member of the Managing Board in the five years prior to their appointment;
- b) receives personal financial compensation from NIBC or a company affiliated with NIBC other than the compensation received for the work performed as a Supervisory Board member and in so far as this is not in keeping with the normal course of business;
- c) has had an important business relationship with NIBC or a company associated with it in the year prior to their appointment. This will in any event include the situation where a Supervisory Board member, or the firm of which they are a shareholder, partner, associate or advisor, has acted as advisor to NIBC (including as a consultant, external auditor, civil notary and/or lawyer) and the situation where a Supervisory Board member is a management board member or an employee of any bank with which NIBC has a lasting and significant relationship;
- d) is a member of the managing board of a company of which a member of the Managing Board is a supervisory board member (cross-ties);
- e) holds at least ten percent of the shares in NIBC Holding N.V. (including the shares held by natural persons or legal entities that co-operate with them under a legal, tacit, oral or written agreement);
- f) is a member of the managing board or supervisory board or a representative in some other way of a legal entity that holds at least ten percent of the shares in NIBC Holding N.V., unless such entity is a member of the same group as NIBC Holding N.V.;
- g) has temporarily managed NIBC during the preceding twelve months while members of the Managing Board were absent or unable to discharge their duties.

3.5 Each member of the Supervisory Board shall be required to submit to the Chair such information as is necessary to record or update, as the case may be, their:

- a) gender;
- b) age;
- c) profession;
- d) principal position;
- e) nationality;
- f) other positions;
- g) (lack of) independence according to article 3.4.

3.6 The provisions for composition, expertise and independence of the Supervisory Board are subject to the provisions of the Merger Protocol.

## Article 4: Chair, Vice-Chair and Secretary

- 4.1 The Supervisory Board shall appoint one of its members as Chair after consultation with the Managing Board. The Chair will be an individual who is familiar with the socio-economic and political culture and the social environment of the Netherlands. The Chair will not be a former member of the Managing Board of NIBC and will be independent within the meaning of article 3.4. The Chair shall determine the agenda, chair the meetings of the Supervisory Board, monitor the proper functioning of the Supervisory Board and its committees, arrange for the adequate submission of information to the members of the Supervisory Board, ensure that there is sufficient time for decision taking, arrange for the introduction, education and training programme for members of the Supervisory Board, act on behalf of the Supervisory Board as main contact for the Managing Board, initiate the evaluation of the functioning of the Supervisory Board and of the Managing Board, and ensure the orderly and efficient conduct of the General Meeting. The Chair shall:
- a) ensure the co-ordination of the Supervisory Board's decision-taking process;
  - b) ensure the adequate and timely submission of information to the members of the Supervisory Board as necessary for the proper performance of their duties;
  - c) ensure that there is ample time for consultation, consideration and decision-taking by the Supervisory Board;
  - d) ensure the steering, and procuring the adequate performance of, the committees of the Supervisory Board;
  - e) ensure that a programme for lifelong learning is in place, in which every member of the Supervisory Board shall participate, with the aim of maintaining the expertise of the members of the Supervisory Board members at the required standard and improving their expertise where necessary, which shall cover relevant developments at NIBC and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, IT infrastructure, risk management, financial reporting and audits;
  - f) carry out (or procure the carrying out of) the annual evaluation and assessment of the functioning of the members of the Managing Board and the Supervisory Board as a whole and that of the individual Managing Board and Supervisory Board members;
  - g) procure the appointment of a vice-chair of the Supervisory Board (the **Vice-Chair**), who will replace the Chair in the event of absence of the Chair;
  - h) ensure that the contact with the Managing Board, the Executive Committee and the Works Council is productive and that the results thereof are communicated to the other members of the Supervisory Board on a timely basis and with due care;
  - i) receive, and decide upon, reported potential conflicts of interests within the meaning of article 11 of this Charter;
  - j) receive, and decide upon, reported alleged irregularities relating to the functioning of the members of the Managing Board within the meaning of article 12 of this Charter.
- 4.2 The Supervisory Board shall be assisted by a corporate secretary (who may be assisted by, if applicable, a deputy) to be appointed and dismissed - whether or not at the recommendation of the Supervisory Board - by the Managing Board subject to the prior approval of the Supervisory Board. The corporate secretary shall be primarily responsible for:
- a) compliance of the Supervisory Board's functioning with the requirements of Dutch law, NIBC's articles of association and the rules and regulations issued pursuant thereto (including the Banking Code and this Charter);
  - b) assisting the Chair with the logistics of the Supervisory Board (information, agenda, minutes of the meetings, evaluation, etc.);
  - c) supporting the Chair with the introduction, education and training programme.

## Article 5: Supervisory Board committees

- 5.1 The Supervisory Board has an audit committee, a remuneration and nominating committee, a risk policy & compliance committee and a related party transaction committee and is entitled to institute more committees. The Supervisory Board shall appoint its members to the various committees. The membership of a committee will terminate automatically when the relevant member ceases to be a Supervisory Board member. The (entire) Supervisory Board shall remain responsible for its decisions even if such were prepared by or delegated to one of the Supervisory Board's committees. A committee may only exercise such powers as are explicitly attributed or delegated to it and may never exercise powers beyond those exercisable by the Supervisory Board as a whole. Any use by a committee of the delegated authority shall be communicated to the full Supervisory Board in its next meeting.
- 5.2 The Supervisory Board shall prepare rules governing the respective committee's practices and principles (responsibilities, composition, meetings, etc.). The present rules of the respective committees are laid down in charters and are attached as Annexes C, D, E and F. The committees are authorised, within the scope of their responsibility, to gather any information that the Supervisory Board requires from employees of NIBC and/or external parties. The Supervisory Board is entitled to gather external (legal) advice and to invite third parties, if necessary, to attend its meetings.
- 5.3 The composition of the committees, the specific requirements as to the competence and experience of the members of the various committees, the number of committee meetings and the main items to be discussed therein shall be recorded in the Supervisory Board's report.
- 5.4 Should one or more committees as referred to in article 5.1 not be instituted, their respective practice and principles as set forth in the relevant Annex shall apply mutatis mutandis to the Supervisory Board.
- 5.5 The Supervisory Board shall receive from each of the committees a (verbal) report of its deliberations and findings after each meeting.

## Article 6: (Re)appointment, term and resignation

- 6.1 The members of the Supervisory Board shall be appointed in the manner provided for in NIBC's articles of association on the nomination of the Supervisory Board, subject to the Merger Protocol.
- 6.2 For the Supervisory Board of NIBC Holding N.V. the following shall apply. The Supervisory Board shall inform the General Meeting and the Works Council in a timely manner of when, as a result of what and in accordance with what profile a vacancy must be filled. The nomination of a member of the Supervisory Board for appointment shall state the reasons for it and shall include the information as referred to in article 3.5. On reappointment, the manner in which the candidate fulfilled their duties as a member of the Supervisory Board shall be taken into account as well as the profile referred to in article 3.1. Members of the Supervisory Board shall hold office for a maximum period of four years and shall thereafter be eligible for re-appointment for a maximum of two subsequent four-year periods.
- 6.3 The composition of the Supervisory Board of NIBC Bank N.V. shall be identical to the composition of the Supervisory Board of NIBC Holding N.V.
- 6.4 The most recent schedule of resignation and re-appointment of the members of the Supervisory Board is attached as Annex B.



- 6.5 Members of the Supervisory Board shall retire early in the event of inadequate performance, structural incompatibility of interests, and other instances where retirement is deemed necessary at the discretion of the Supervisory Board.
- 6.6 Members of the Supervisory Board who take on the management of NIBC temporarily, where the Managing Board members are absent or unable to discharge their duties, shall (temporarily) resign from the Supervisory Board in order to do so.

## Article 7: Remuneration

- 7.1 The Supervisory Board shall oversee that NIBC implements a meticulous, restrained and long-term remuneration policy that is in line with NIBC's strategy and risk appetite, objectives and values, taking into account the long-term interests of NIBC, the relevant international context and wider societal acceptance.
- 7.2 In approving the principles of NIBC's remuneration policy and in determining the remuneration for individual Managing Board members and advising on the remuneration for the non-statutory Executive Committee members, the Supervisory Board shall adhere to the principles that the total income shall be in reasonable proportion to the remuneration policy adopted by NIBC, that the variable component of an individual remuneration package shall be appropriate in relation to the fixed component and that such variable component shall be linked to predetermined, assessable and influenceable targets which are related to NIBC's long term objectives. In any event, the Supervisory Board shall ensure that it will have the power with regard to remuneration granted to any member of the Managing Board and/or other employee to reclaim any or all variable remuneration allocated to the individual concerned, if the earlier allocation was based on misleading information, resulted from established fraud or from other circumstances requiring claw back.
- 7.3 The Supervisory Board shall from time to time submit proposals to the General Meeting in respect of the remuneration to be paid to the Chair and other members of the Supervisory Board.

The remuneration of a Supervisory Board member may not be made dependent on NIBC's results. If the members of the Supervisory Board are required to charge VAT on their fees, NIBC shall pay the amount of VAT.

- 7.4 In fixing the remuneration of the Supervisory Board, the following requirements must be observed:
- a) none of its members may receive shares and/or options or similar rights to acquire shares in NIBC's capital as part of their remuneration;
  - b) none of its members may hold securities as meant in sub a) other than for long-term investment;
  - c) none of its members may hold other securities than as mentioned in sub a) other than in accordance with the regulations as described below, unless they hold such securities for investment in listed investment funds, or, in case of investment in other funds, only if they have entrusted an independent third party with the management of their securities portfolio pursuant to a written (agency) agreement;
  - d) none of its members may accept personal loans, guarantees, et cetera, from NIBC, other than in the normal course of business and with the approval of the Supervisory Board. No remission of loans may be granted.

The Supervisory Board is committed to the Policy on Private Investment Transactions of NIBC containing rules governing the ownership interest of, and transactions in, securities by the Supervisory Board members. The Supervisory Board is committed to the compliance rules of NIBC as included in NIBC's Code of Conduct as amended from time to time.

- 7.5 Members of the Supervisory Board shall be reimbursed for all reasonable costs incurred in connection with their attendance of meetings of the Supervisory Board and its committees. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the prior consent of the Chair.
- 7.6 The remuneration, reimbursement of expenses and other agreed terms and conditions, including the date as of which such payments shall be made, shall be determined by the General Meeting and be agreed in writing between NIBC and each individual member of the Supervisory Board. The notes to the annual accounts of NIBC shall in any event contain the information prescribed by law as to the amount and structure of the remuneration of the members of the Supervisory Board.
- 7.7 NIBC shall indemnify, as a consequence of their membership of the Supervisory Board, each of the members of the Supervisory Board from and against any expenses and damages caused by liabilities towards third parties if these liabilities concern any action and/or omission as part of the pursuance of duties as a member of the Supervisory Board. The indemnity shall not apply if it is irrevocably established (during a legal procedure or acknowledged by the concerned member of the Supervisory Board) that the action or omission was undertaken in bad faith (*kwade opzet*), or caused by gross negligence or wilful misconduct of the relevant member of the Supervisory Board. If a Supervisory Board member is held liable (in or out of court), such member shall immediately report this to NIBC. The Supervisory Board members shall adhere to the instructions of NIBC and its advisors and shall immediately submit all relevant information both upon request and proactively (i.e. even if unasked). This indemnity will apply during the term of membership of the Supervisory Board, but also thereafter as far as the indemnity is linked to the membership of the Supervisory Board. This indemnity shall only apply to the extent the expenses and damage will not be covered by an insurance policy of NIBC for the liability of members of the Managing Board and the Supervisory Board (currently named: Directors and Officers Liability Insurance).

#### Article 8: Introduction programme and ongoing training and education

- 8.1 Once appointed, each member of the Supervisory Board shall follow an introduction programme and lifelong learning programme, prepared and sponsored by NIBC, addressing:
- a) general financial and legal affairs, including relevant developments at NIBC and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards a client, integrity, IT infrastructure, risk management, financial reporting and audits;
  - b) financial reporting by NIBC;
  - c) specific aspects relevant to NIBC and its business activities; and
  - d) responsibilities of members of the Supervisory Board.
- 8.2 The Supervisory Board shall review the introduction programme and lifelong learning programme annually to identify any other specific aspects in respect of which further training and education is required.

#### Article 9: Supervisory Board meetings (agenda, teleconferencing, attendance, minutes)

- 9.1 The Supervisory Board shall hold at least four meetings per year and whenever one or more of its members have requested a meeting. Supervisory Board meetings shall generally be held at the offices of NIBC, but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference.

- 9.2 Members of the Supervisory Board who are frequently absent during meetings of the Supervisory Board shall be asked by the Chair to explain their absence. Absences shall be reported in the Supervisory Board's report as part of the management report of NIBC.
- 9.3 Unless the Supervisory Board decides otherwise, meetings of the Supervisory Board shall be attended by the members of the Managing Board, save for meetings concerning:
- a) the evaluation of the functioning of the Managing Board and its individual members, and the conclusions to be drawn from that evaluation;
  - b) the evaluation of the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn from that evaluation;
  - c) the desired profile, scope and composition of the Supervisory Board;
  - d) any potential conflicts of interests of members of the Managing Board within the meaning of article 11 of this Charter;
  - e) the corporate strategy, the risks of the business and the result of the evaluation by the Managing Board of the structure and operation of the internal risk management and control systems, as well as any significant changes thereto.

The report of the Supervisory Board will refer to the fact that the meeting(s) was/were held.

The external auditor of NIBC shall attend each Supervisory Board meeting at which the annual accounts are discussed. The external auditor shall receive the financial information underlying the adoption of the half-yearly accounts and other interim financial reports and shall be given the opportunity to respond to all information.

The Supervisory Board may invite non-statutory Executive Committee members and/or other NIBC employees to discuss specific subjects or issues related to their area of responsibility / expertise. The Supervisory Board may require that certain external advisors attend its meeting(s).

- 9.4 Meetings shall be convened by the corporate secretary on behalf of the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda with annexes of items to be considered and discussed therein shall be dispatched five working days before the meeting and sent to each member of the Supervisory Board and of the Managing Board.
- 9.5 Minutes of the meeting shall be prepared by the corporate secretary or, if different, such other person charged with acting as secretary of such meeting. They shall generally be adopted in the next meeting. If all members of the Supervisory Board agree on the contents of the minutes, they may be adopted earlier. The minutes shall be signed for adoption by the persons who acted respectively as chair and secretary of such meeting (or may alternatively be signed for adoption by the Chair and corporate secretary, if different). The corporate secretary may issue and sign extracts of the adopted minutes.

#### Article 10: Supervisory Board resolutions (quorum, votes, items to be considered)

- 10.1 Unless otherwise provided in this Charter, the Supervisory Board may validly adopt resolutions with a simple majority in a meeting at which at least the majority of its members is present or represented with the proviso that members who have a conflict of interests as referred to in article 11 of this Charter shall not be taken into account when calculating this quorum. If there is no quorum present or represented in the meeting, the chair of the meeting shall consult with the absent members by telephone or email if they believe a resolution is required. The Supervisory Board may also adopt resolutions outside a meeting with a simple majority, provided that the motion in question has been submitted

to all of its members and none of them has objected to this form of decision-taking, and provided further that members who have a conflict of interests as referred to in article 11 of this Charter shall not participate in the voting. The chair of the meeting shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received. The adoption of resolutions outside a meeting must be reported at the next meeting. The members of the Supervisory Board shall aim to adopt resolutions on a consensual basis.

- 10.2 Subject to article 11 of this Charter, the Supervisory Board may adopt resolutions validly in or outside a meeting if a majority of the Supervisory Board members has voted in favour of the resolution.
- 10.3 The regular items to be considered and discussed at Supervisory Board meetings include reviewing NIBC's budget and financial results, approving major decisions requiring Supervisory Board action, discussing and approving corporate strategy (and changes thereto) with the Managing Board (e.g. long-term strategy, capital expenditures in excess of NIBC's budget, long-term capital structures, new lines of business, major acquisitions and divestments) and receiving (verbal) reports from the Supervisory Board's committees.

### Article 11: Conflict of interests

- 11.1 A Supervisory Board member shall not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which they have a conflict of interest with NIBC within the meaning of article 11.2. Such transaction, if approved, must be concluded on terms at least customary in the sector concerned. Resolutions to enter into such a transaction must be approved by the Supervisory Board and should include the measures taken, including the reasoning on how those are effective to ensure objective decision-making. The Chair shall procure that transactions in respect of which Supervisory Board members have a conflict of interest will be referred to in NIBC's management report with reference to the conflict of interests and a declaration that articles 11.1, 11.2 and 11.3 were complied with.
- 11.2 A member of the Supervisory Board shall in any event have a conflict of interests (**conflict of interests**) with NIBC if:
- a) they or any of their close family members<sup>1</sup> personally has a qualifying holding of 10% or more of the capital or voting rights in the company, or in which those persons can exercise significant influence, or in which those persons hold senior management positions or are members of the management body, with which NIBC intends to enter into a transaction;
  - b) they have a close family relationship with a member of the managing board or supervisory board of the company with which NIBC intends to enter into a transaction;
  - c) they are a member of the managing board or supervisory board of, or holds similar office with, the company with which NIBC intends to enter into a transaction;
  - d) under applicable law such conflict of interests exists or is deemed to exist;
  - e) the Supervisory Board has ruled that such conflict of interests exists or is deemed to exist.
- 11.3 Each Supervisory Board member (other than the Chair) shall immediately report any (potential) conflict of interests concerning a Supervisory Board member to the Chair. The Supervisory Board member with such (potential) conflict of interests must provide the Chair with all information relevant to the conflict of interests, including information relating to the persons with whom they have a relationship under family law as referred to in article 11.2 (b) above. In all circumstances other than the ones listed in article 11.2 under d) and e),

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<sup>1</sup> With close family members the following is meant: a spouse, registered partner in accordance with national law, child or parent of a member of the Supervisory Board or Managing Board.

the Chair will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests to which article 11.1 applies.

In case the Chair has a (potential) conflict of interest they shall immediately report such (potential) conflict to the Vice-Chair. The Chair must provide the Vice-Chair with all information relevant to the conflict of interests, including information relating to the persons with whom they have a relationship under family law. In all circumstances other than the ones listed in article 11.2 under d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests to which article 11.1 applies.

- 11.4 Article 11.2 applies mutatis mutandis to members of the Managing Board. In addition, a conflict of interests is deemed to exist in case NIBC intends to enter into a transaction with a person or entity that holds at least ten percent of the shares in NIBC Holding N.V..

Each member of the Managing Board shall immediately report any (potential) conflict of interests concerning a member of the Managing Board to the Chair. The Managing Board member with such (potential) conflict of interests must provide the Chair with all information relevant to the conflict of interests, including information relating to the persons with whom they have a relationship under family law (*familierechtelijke verhouding*), their spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.

In all circumstances referred to in this article other than the ones listed in article 11.2 under d) and e), the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests pursuant to which the transaction must be concluded on terms at least customary in the sector concerned. Resolutions to enter into such transaction must be approved by the Supervisory Board and should include the measures taken, including the reasoning on how those are effective to ensure objective decision-making. The Chair shall procure that any such transactions will be referred to in NIBC's management report with reference to the conflict of interests together with a declaration that this article 11.4 was complied with.

- 11.5 The external auditor shall in any event have a conflict of interests with NIBC, if:
- a) the independence of the external auditor with respect to its (supervision of) financial reporting is compromised by the non-audit activities for NIBC (including inter alia marketing, advice on (management) consultancy or information technology);
  - b) the responsible partner in the external auditors firm has been in charge of the audit activities for NIBC during a continuous period of seven years without rotation;
  - c) under applicable law, including the rules of any exchange on which NIBC's shares (or depositary receipts thereof) are listed, such conflict of interests exists or is deemed to exist;
  - d) the Supervisory Board at its sole discretion has ruled that such conflict of interests exists or is deemed to exist. The external auditor of NIBC, as well as each member of the Managing Board and Supervisory Board, shall immediately report any potential conflict concerning the external auditor to the Chair.

The external auditor of NIBC, as well as each member of the Managing Board and Supervisory Board, must provide all information relevant to the conflict of interests to the Chair. In all circumstances other than the ones listed under c) and d) above the Supervisory Board will determine whether a reported (potential) conflict of interests qualifies as a conflict of interests pursuant to which the appointment of the external auditor will have to be reconsidered or other measures must be taken to resolve it. The Chair shall procure that

those measures will be mentioned in NIBC's management report with reference to the conflict of interests and a declaration that this article 11.5 was complied with.

- 11.6 All transactions between NIBC and legal or natural persons who hold at least ten percent of the shares in NIBC Holding N.V. shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to NIBC and/or to such persons require the approval of the Supervisory Board. Such transactions shall be published in the management report, together with a declaration that this article 11.6 was complied with.
- 11.7 Through adoption of this Charter, the Supervisory Board delegates the authority to approve the termination, entering into or amendment of any material agreements referred to in article 2.2 (m) to the Related Party Transactions Committee referred to in article 5.

#### Article 12: Complaints, whistle blowers

- 12.1 The Managing Board shall ensure that employees have the opportunity, without jeopardising their legal position, to report alleged irregularities of a general, operational and/or financial nature within NIBC to the chair of the Managing Board or to one or more persons designated for such purpose.
- 12.2 Alleged irregularities that relate to the functioning of members of the Managing Board shall be reported to the Chair.

#### Article 13: Information, relationship with the Managing Board

- 13.1 The Managing Board shall on a timely basis provide the Supervisory Board, and its individual members, with all relevant information (if possible, in writing) on all facts and developments concerning NIBC which the Supervisory Board, and/or such members, may need in order to function as required and to properly carry out their duties, and, when necessary, verified by an internal and/or external auditor. The Supervisory Board, and its individual members, are entitled to gather any information that they require from employees of NIBC and/or external parties. The Supervisory Board, and its individual members, are entitled to obtain external (legal) advice.
- 13.2 The Supervisory Board, and its individual members, have their own responsibility for obtaining all information from the Managing Board and the external auditor that the Supervisory Board deems necessary for the due performance of its duties. If the Supervisory Board deems it necessary, it may obtain information from employees and external advisors of NIBC. The RPCC will be asked to advise on the appointment of external consultants that the Supervisory Board may decide to engage for advice or support. The Managing Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.
- 13.3 The Managing Board shall at least quarterly provide the Supervisory Board with a report prepared in a format as agreed from time to time and setting out detailed information on inter alia the financial performance of NIBC.
- 13.4 Each year, without prejudice to the above, the Managing Board shall provide the Supervisory Board with a budget for the following year, the main features of the strategic policy and adequate information about the general and financial risks, the risk management and control systems of NIBC and the compliance with relevant laws and regulations. In addition, the Managing Board shall issue an annual declaration that it has provided the Supervisory Board with all relevant information required for the due performance of its duties. The Managing Board shall provide the Supervisory Board with a medium term plan for approval, at least once every three years.

- 13.5 If a member of the Supervisory Board receives information or indications relevant to the Supervisory Board in the proper performance of its supervisory and advisory tasks (from a source other than the Managing Board or Supervisory Board), they shall make this information available to the Chair as soon as possible. The Chair shall subsequently inform the entire Supervisory Board.
- 13.6 The Supervisory Board may delegate one or more of its roles and responsibilities to another committee.

#### Article 14: Relationship with the Executive Committee

- 14.1 The Executive Committee consists of the members of the Managing Board and non-statutory members representing commercial and certain other activities.
- 14.2 The non-statutory members of the Executive Committee shall be appointed, evaluated and assessed by the Managing Board in close consultation with the Supervisory Board.
- 14.3 The Managing Board remains responsible for any decisions even if such decisions were prepared by or delegated to the Executive Committee or another committee.

#### Article 15: Relationship with the general meeting of shareholders

- 15.1 In accordance with NIBC's articles of association, a general meeting of shareholders may be convened whenever the Supervisory Board or the Managing Board so requires, in which event the Supervisory Board shall ensure that it is held in due time and that the shareholders are informed of all facts and circumstances relevant to the item(s) on the agenda.
- 15.2 The members of NIBC's Managing Board and Supervisory Board shall participate in shareholders meetings of NIBC Holding N.V., unless they are prevented from attending on serious grounds. In conformity with the articles of association of NIBC Holding N.V., the Chair shall, as a general rule, chair its General Meetings, and shall decide on the contents of resolutions.
- 15.3 The ruling pronounced by the Chair in respect of the outcome of a vote in a General Meeting of NIBC Holding N.V. shall be decisive subject to the provisions of article 2:13 Dutch Civil Code.
- 15.4 The Supervisory Board shall provide the General Meeting with any information it may require concerning an item on the agenda, unless an important interest (*zwaarwiegend belang*) of NIBC or any law, rule or regulation applicable to NIBC prevents it from doing so. The Supervisory Board shall specify the reasons for invoking such important interests.
- 15.5 The Managing Board and the Supervisory Board are responsible for the corporate governance structure of NIBC, shall monitor and at least annually assess the effectiveness of the internal governance structure and must give account to the General Meeting in relation to such structure. Each year the broad outline of NIBC's corporate governance structure shall be set forth in a separate chapter of the management report. In this chapter it shall be stated to what extent the principles of the Banking Code were followed and if not, the reason for not doing so.
- 15.6 The external auditor, in charge of auditing the management report of NIBC, will attend the General Meeting in which the management report is discussed and may be asked to answer questions in this meeting. In answering questions, the external auditor is to observe the rules of conduct of their profession.

## Article 16: Relationship with the Works Council

- 16.1 The Supervisory Board shall annually fix a schedule for attendance by one or more of its members of the consultative meetings with the Works Council, to the extent that the law or an agreement with the Works Council requires members to be present. Attendance is required by law at meetings as referred to in section 24, paragraph 1 of the Works Council Act (*Wet op de Ondernemingsraden*) where the general course of affairs of NIBC or proposals as referred to in section 25, paragraph 1 of the Works Council Act are discussed. In addition, the Supervisory Board may schedule other meetings with the Works Council.
- 16.2 The Supervisory Board shall periodically agree which of its members shall be available to attend meetings of the Works Council where the law does not require such attendance.
- 16.3 The Chair is primarily responsible for maintaining and coordinating contacts with the Works Council. If a member of the Supervisory Board is invited to attend a meeting of the Works Council, they shall accept the invitation only after consultation with the Chair.
- 16.4 Proposals of the Managing Board requiring prior approval or authorisation by the Supervisory Board and in respect of which the Works Council has an advisory or approval right must first be approved by the Supervisory Board. If granted, this approval shall be given subject to a positive or neutral advice or approval by the Works Council.

## Article 17: Confidentiality

Members of the Supervisory Board shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Supervisory Board or Managing Board, made public or otherwise made available to third parties, even after resignation from the Supervisory Board, except as permitted under the Merger Protocol (subject to restrictions with respect to sensitive information) or unless it has been made public by NIBC or it has been established that the information is already in the public domain.

## Article 18: Non-compliance, amendment

Without prejudice to the provisions of articles 1.2, 10, 11.1 and 15.4 and subject to compliance with applicable law, NIBC's articles of association and agreements to which NIBC is bound, the Supervisory Board may, exceptionally, decide at its sole discretion not to comply with and adhere to the provisions of this Charter pursuant to a Supervisory Board resolution to that effect. Such resolutions shall be referred to in the Supervisory Board's report.

## Article 19: Amendment

Without prejudice to the provisions of articles 1.2, 10, 11.1 and 15.4 and subject to compliance with applicable law, NIBC's articles of association and agreements to which NIBC is bound, this Charter may be amended by a resolution of the Supervisory Board to that effect. If the amendments to the Charter relate to changes that deviate from the agreements included in the Merger Protocol (including its annexes) as amended from time to time, the Supervisory Board may only resolve to make such amendments to this Charter unanimously. Such resolutions shall be referred to in the Supervisory Board's report.

## Article 20: Governing law and jurisdiction

- 20.1 This Charter shall be governed by and construed in accordance with the laws of the Netherlands.



20.2 The courts of The Hague, the Netherlands, shall have exclusive jurisdiction to settle any dispute arising from or in connection with this Charter (including any dispute regarding the existence, validity or termination of this Charter).

# Annex A

## Profile of the Supervisory Board

## Annex B

### Schedule of resignation and re-appointment of members of the Supervisory Board

## Annex C

# Charter governing the Audit Committee of the Supervisory Board

## Annex D

# Charter governing the Remuneration and Nominating Committee of the Supervisory Board

## Annex E

# Charter governing the Risk Policy & Compliance Committee of the Supervisory Board

## Annex F

# Charter governing the Related Party Transactions Committee of the Supervisory Board

## Annex G

# Company's "Governance of Remuneration Policies: Roles and Responsibilities" Framework