



SUPERVISORY BOARD REMUNERATION POLICY

5 March 2026

SUMMARY

To whom does it apply?	This Policy applies to the members of the Supervisory Board of NIBC Bank N.V.
What is the purpose?	This Policy describes the remuneration strategy and supporting policies in relation to the Supervisory Board
What are the principles?	Members of the Supervisory Board are entitled to an annual basic fee based on their position in the Supervisory Board (chair, vice-chair or member). In addition, the members of the Supervisory Board are entitled to a fee for participation in subcommittee(s) as a chair or member.
Ownership of the Policy	This Policy is owned by Human Resources.
Internal policies, standards and/or procedures (or similar) relating to Supervisory Board Remuneration Policy	<ul style="list-style-type: none">- Remuneration and Nominating Committee Charter- Supervisory Board Charter- Policy on Governance of Remuneration Policies: Roles and Responsibilities Framework

1. GENERAL

1.1 Introduction

This Supervisory Board Remuneration Policy (the **Policy**) describes the remuneration strategy and supporting policies applicable to the members of the Supervisory Board and aims to ensure a balanced, fair, sustainable and competitive remuneration package for the Supervisory Board members, supporting the long-term strategy and sustainable growth and governance of NIBC.

1.2 Definitions

The definitions below apply within this Policy. Other capitalised terms in this Policy are defined separately.

Compliance	Compliance department at NIBC
Control Functions	the Risk Management, Compliance and Internal Audit functions
Heads of Control Functions	the persons at the highest hierarchical level in charge of effectively managing the day-to-day operation of the risk management, compliance and internal audit functions
Employees	Employees employed by NIBC or any of its subsidiaries, including NIBC's international offices and excluding MB and SB members
Exception Procedure	Procedure regarding deviations from the remuneration policies as set out in NIBCs remuneration policies
Finance	Finance department at NIBC
General Meeting or GM	General meeting of shareholders of NIBC
HR	Human resources department at NIBC
Identified Staff	MB and SB members, Control Functions, and Employees whose professional activities materially affect NIBC's risk profile, as further set out in the NIBC Employee remuneration policy
Internal Audit	Internal audit department at NIBC
Managing Board or MB	Managing board of NIBC
NIBC	NIBC Bank N.V.
Policy	Remuneration policy for Supervisory Board
Risk Management	Risk management function at NIBC
RNC	Remuneration and Nominating Committee of the SB
Supervisory Board or SB	Supervisory board of NIBC

1.3 Adoption

The Policy, as amended from time to time, is established and maintained by the SB and is adopted by the GM. Changes to the Policy are subject to the GM's approval.

The SB, supported by the HR function, will undertake a comprehensive review of this Policy on a periodic basis and more frequently if required (e.g. due to regulatory changes). In the course of such review, each Control Function will contribute its respective analysis and recommendations to the RNC. In addition, the Compliance function will continuously monitor observance of the Policy and submit periodic compliance reports to the RNC.

1.4 Framework

This Policy is drafted in accordance with the legal and regulatory framework applicable to NIBC, including the:

Internal

- NIBC's articles of association;
- RNC's charter;
- MB's charter;
- Governance policy for NIBC's remuneration policies;
- NIBC's staff manual; and
- Conflicts of interests policy.

External

- Dutch Civil Code;
- Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht, Wft*);
- EBA Guidelines on Sound Remuneration Policies;
- EBA Guidelines on Internal Governance;
- Capital Requirements Directive V (2019/878/EU);
- Regulatory Technical Standards on the Identification of Identified Staff from Delegated Regulation (2021/913/EU);
- Regulation on Sound Remuneration Policies under the Financial Supervision Act 2021 (*Regeling beheerst beloningsbeleid Wft 2021*);
- MiFID II (2014/65/EU); and
- Dutch Bank Code 2021 (*Code banken*).

2. REMUNERATION CONDITIONS SB

2.1 General remuneration conditions

The members of the SB are entitled to receive an annual base fee. In addition, the members of the SB are entitled to a fee for their participation in meetings of the SB or of the subcommittees, whether as chair or as a member.

2.2 Identified staff

The members of the SB are designated and appointed as Identified Staff members.

2.3 Peer group

In order to determine appropriate market levels of remuneration for the SB, an analysis has been made (and reviewed from time to time) of comparable European financial institutions that are or were owned by private equity shareholders and which reflect the labour market in which NIBC competes for talent at SB level.

2.4 Fees

2.4.1 Base fees

The chair, the vice-chair and the members of the SB are entitled to an annual base fee, the amount depending on their position in the SB. Members who have a position as chair or member of a subcommittee are also entitled to an additional annual base fee on the basis of that position.

2.4.2 Attendance fees

In addition to the annual base fees, the chair and members of the SB are entitled to additional fees for attending meetings of the SB and its subcommittees), subject to the following conditions.

There are four SB meetings and associated SB subcommittee meetings held annually. Additionally, there are two meetings to review the full-year and interim accounts, as well as two separate meetings specifically dedicated to discuss the ICAAP/ILAAP and the recovery plan.

Further meetings of the SB and its subcommittees shall qualify for an attendance fee in the event that the particular meeting lasts (or is scheduled to last) at least one hour, is planned in advance with an agenda, is minuted and if all eligible members of the SB or relevant subcommittee are invited to such meeting.

2.4.3 Periodic adjustment

Fee levels shall periodically be reviewed. Periodically, an assessment will be performed by a third-party service provider in which fee levels are benchmarked against those offered by other companies within the relevant peer group (as described in clause 2.3 above).

2.5 Expenses

The members of the SB are entitled to reimbursement of reasonable costs incurred in connection with their attendance of meetings of the SB and its subcommittees. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the prior consent of the chair of the SB (and in the case of the chair of the SB, provided they are generally in line with existing practice or otherwise approved by the chair of the RNC).

2.6 Contracts and appointment

The members of the SB are appointed by the General Meeting for a maximum term of 4 years. They may be reappointed in line with the Articles of Association of NIBC and the Supervisory Board Charter. The

members of the SB shall fulfil all obligations vested in them by law, the articles of association, the Supervisory Board Charter and applicable regulations for members of supervisory boards.

The agreement with the members of the SB shall terminate by operation of law, without notice being required, at the end of their regular term (or at the first General Meeting after expiry of their term of appointment, if so specified in NIBC's articles of association). In certain situations a member of the Supervisory Board may be asked to resign in the general interest of NIBC. In case of resignation of members, the remuneration will end in accordance with the date of resignation.

3. EXCEPTION PROCEDURE

Introduction

In exceptional circumstances, the SB Remuneration Policy may be deviated from within the statutory limits. This Exception Procedure outlines the responsibilities and principles that must be applied to such deviations for the SB.

Competence

General Meeting (GM): the GM approves any deviations from the remuneration policy for the SB, as proposed by the SB and taking into account the advice of the RNC.

Deviation principles

When considering deviating from the remuneration policies, the following principles must be taken into account:

- the long-term interests of NIBC as a whole;
- the need to deviate from the relevant remuneration policy must always be evidenced;
- any deviations must respect the underlying values of the relevant remuneration policy;
- deviations cannot be based on gender considerations or other aspects that would be discriminatory; and
- deviations cannot lead to any exposure to unacceptable risks, both financial and non-financial.

Criteria for exceptions

The key principle for an exception is that it must be demonstrated that there is an evidenced business or legal / governance need for an exception to or deviation from the applicable remuneration policy and that the proposed solution does not result in a position that represents higher remuneration risk, e.g. as a result from additional mitigating or compensating factors put in place.

Exceptions cannot be accepted if:

- this might lead to excessive and imprudent risk-taking;
- there is a reasonable expectation that the exception could potentially cause reputational damage;
- the key principles of the applicable remuneration policy are no longer met;
- the exception is based on gender considerations or other aspects that would be discriminatory; or
- the exception would not be in line with the underlying values of the relevant remuneration policy.

Deviation process

In case of deviations from this Policy, the additional procedures outlined below must be adhered to.

Form of the deviation request

Deviation requests must be in written form.

Procedure

Exception requests for SB members are made directly to the GM for approval, as proposed by the RNC. The Risk Management and Compliance Function can be involved to provide their advice on the request from their respective perspectives.

The final decision regarding the exception request is communicated to the relevant stakeholders within NIBC by the GM.

All implemented exceptions must be recorded in NIBCs internal system (IBM Open Pages). The Audit function annually reviews the implementation of the Exception Procedure.