



# SUSTAINABILITY AND TECHNOLOGY COMMITTEE CHARTER

January 1, 2025

## ANNEX D

# CHARTER GOVERNING THE SUSTAINABILITY AND TECHNOLOGY COMMITTEE OF THE SUPERVISORY BOARD

This charter (the **Sustainability and Technology Committee Charter**) governing the Sustainability and Technology Committee of the Supervisory Board of NIBC Bank N.V. (**NIBC**), has been adopted and approved by the Supervisory Board of NIBC on 21 November, 2024 and approved by the general meeting of shareholders of NIBC on 18 December 2024, with the Sustainability and Technology Committee Charter taking effect on, and the Sustainability and Technology Committee being constituted as of, 1 January 2025.

### Article 1: Responsibilities of the Sustainability and Technology Committee

- 1.1 Without prejudice to Article 5.1. of the Charter of the Supervisory Board (the **SB Charter**), the Sustainability and Technology Committee advises the Supervisory Board on its responsibilities and prepares issues for decision in the Supervisory Board by presenting proposals and recommendations, at the initiative of the Managing Board and/or Supervisory Board or otherwise, in the areas mentioned below.
- 1.2 Some authorities of the Supervisory Board are delegated to the Sustainability and Technology Committee. These delegated authorities are explicitly described in this Sustainability and Technology Committee Charter. Any use by the Sustainability and Technology Committee of the delegated authority shall be communicated to the full Supervisory Board in the next Supervisory Board meeting.
- 1.3 The areas below fall under the responsibility of the Sustainability and Technology Committee:

#### **1.3.1 Information and communications technology (ICT)**

- a) overseeing and providing advice to the Supervisory Board for the approval of NIBC's ICT strategy, including as to major ICT investments and projects and ensuring their alignment with business objectives and risk management;
- b) reviewing and overseeing NIBC's ICT transformation and promoting a culture of innovation within NIBC;
- c) reviewing and overseeing developments relating to NIBC's enterprise architecture and ICT applications, including oversight of the measures and processes implemented to ensure compliance with relevant regulations;
- d) overseeing operational matters relating to the facilities and services provided within NIBC;
- e) overseeing and providing advice to the Supervisory Board for the approval of NIBC's data and analytics strategy and governance and ensuring their alignment with business objectives and risk management, including oversight of the measures and processes implemented to ensure compliance with relevant regulations;
- f) overseeing developments relating to vendor management, sourcing and outsourcing, including oversight of the measures and processes implemented to ensure compliance with relevant regulations;

- g) receiving and reviewing analysis of risks relating to cybersecurity, data, operational resilience, information security, vendor management, sourcing and outsourcing to the extent identified as carrying a high risk rating, such analysis to include an evaluation of (further) capabilities for mitigating such risks; and
- h) overseeing human resource capacity and development within the areas described above.

Notwithstanding the foregoing, responsibility for the oversight of ICT risks, including risk assessment and risk management, remains with the Supervisory Board's Risk Policy and Compliance Committee (the **RPCC**).

### **1.3.2 Environmental, social and governance (ESG)**

- a) providing advice to the Supervisory Board for the approval of, and monitoring the implementation of, NIBC's ESG strategy and target and priority setting, including (without limitation) by way of oversight of policies designed to ensure alignment therewith and approving and monitoring ESG performance indicators;
- b) overseeing and monitoring measures and processes implemented to ensure compliance with relevant regulations and industry standards in the field of ESG and ensuring their alignment with business objectives and risk management;
- c) overseeing measures implemented to carry out appropriate ESG due diligence within NIBC's value chains, including through the Sustainability and Technology Committee's monitoring of developments relating to vendor management, sourcing and outsourcing as described at 1.3.1 (f) above;
- d) supporting initiatives that contribute to sustainable development and initiatives to reduce NIBC's carbon footprint and enhance NIBC's social impact; and
- e) promoting a culture of ESG engagement within NIBC, including but not limited to NIBC's core values and desired behaviour.

Notwithstanding the foregoing, responsibility for the oversight of:

- (i) ESG risks, including risk assessment and risk management, remains with the RPCC;
- (ii) ESG related disclosures, reporting and assurance (including without limitation compliance with applicable laws and regulations in the field of ESG) remains with the Supervisory Board's Audit Committee (**AC**); and
- (iii) the manner in which the implementation of and adherence to NIBC's core values and desired behaviour takes place within the development of NIBC employees (including for this purpose members of the Managing Board and Supervisory Board), remains with NIBC's Remuneration and Nomination Committee (**RNC**).

To the extent that matters relevant to the areas noted above as being the responsibility of the RPCC, AC or RNC are discussed within and/or come to the attention of the Sustainability and Technology Committee, it is the responsibility of the chair of the Sustainability and Technology Committee to ensure the necessary exchange of relevant information with the respective chairs of the RPCC, AC and RNC, and vice versa.

- 1.4 In order to prepare the report of the Supervisory Board in NIBC's management report, the Sustainability and Technology Committee shall draw up a report on its discussions and findings for the Supervisory Board.
- 1.5 This Sustainability and Technology Committee Charter and the composition of the Sustainability and Technology Committee shall be published on NIBC's website.

## Article 2: Information supply to Sustainability and Technology Committee

- 2.1 In order to perform its tasks adequately, the Sustainability and Technology Committee's information needs must be met in an adequate manner. To this end, the Sustainability and Technology Committee will receive the following written information:
- a) on a quarterly basis, reports on key developments relating to matters falling within the specific scope of responsibility of NIBC's Chief Technology Officer (**CTO**) (the **CTO SBU**) including, without limitation, related regulatory aspects;
  - b) on a semi-annual basis, an update on matters relating to NIBC's IT risk and security;
  - c) on a semi-annual basis, an update on key human resource aspects relating to the CTO SBU;
  - d) on an annual basis, a year plan and (an update of) the strategy of the CTO SBU, as well as an evaluation of current status and progress thereon;
  - e) on an annual basis, an update of the budget relating to the CTO SBU;
  - f) on a semi-annual basis, an update on key developments relating to NIBC's sourcing/outsourcing and vendor management;
  - g) on an annual basis, an update on developments in the status of NIBC's digital operational resilience strategy and related aspects of NIBC's continuity plan, including an overview of the status of NIBC's digital operational resilience compliance requirements including, in particular, relevant policies and key risk indicators, together with an overview of service providers approved during the preceding period by NIBC in connection with related regulatory requirements;
  - h) on an annual basis, an update of key developments relating to the CTO SBU's transformation agenda;
  - i) on a quarterly basis, reports on key developments within NIBC in relation to ESG, including, without limitation, related regulatory aspects;
  - j) on an annual basis, an update of NIBC's ESG strategy and target and priority setting for the subsequent (multi-year) period as well as an evaluation of status and progress achieved on the ESG strategy in the previous period;
  - k) on an annual basis, the assurance report on sustainability reporting;
  - l) on an annual basis, a report assessing the achievements and/or challenges observed in relation to the fostering of ESG engagement within NIBC's corporate culture ; and
  - m) summaries of relevant Internal Audit reports on the topics listed above.
- 2.2 In addition to this regular information flow, the Sustainability and Technology Committee may request additional information that is important for the performance of its tasks. The Managing Board shall supply such information at the Sustainability and Technology Committee's earliest request.

## Article 3: Composition, expertise and independence of the Sustainability and Technology Committee

- 3.1 The Sustainability and Technology Committee shall consist of at least three members, to be appointed by the Supervisory Board from among its members. All other members of the Supervisory Board have a standing invitation to join the Sustainability and Technology Committee meetings.
- 3.2 Without prejudice to Article 3.3 of the SB Charter, the composition of the Sustainability and Technology Committee shall meet the following requirements:
- a) a number of its members shall have sound knowledge of the fields of information and communication technology and digital operational resilience, and the experience needed to thoroughly supervise these areas;

- b) a number of its members shall have sound knowledge of the fields of ESG matters, including regulations relating thereto, and the experience needed to thoroughly supervise these areas; and
  - c) the majority of its members must be independent within the meaning of Article 3.4 of the SB Charter.
- 3.3 It will be ensured that the expertise of individual Sustainability and Technology Committee members, as well as the Sustainability and Technology Committee as a whole, through a combination of their participation in the permanent education provided by NIBC for the Supervisory Board (including matters falling within scope of the various committees of the Supervisory Board) as well as by other relevant development activities undertaken by individual members, is at a level required for prudent and diligent execution of their responsibilities.
- 3.4 Members are appointed until further notice. Sustainability and Technology Committee members may be dismissed by the Supervisory Board at any time. Membership is terminated if the member no longer serves on the Supervisory Board.

#### Article 4: Chair and Secretary

- 4.1 The Supervisory Board shall appoint one of the Sustainability and Technology Committee members as the Sustainability and Technology Committee Chair. The Sustainability and Technology Committee Chair is responsible for the correct functioning of the Sustainability and Technology Committee. The Sustainability and Technology Committee Chair shall act as the Sustainability and Technology Committee's spokesperson and as the main contact for the Supervisory Board and the Managing Board.
- 4.2 NIBC's corporate secretary (or deputy corporate secretary), or a person otherwise designated by the CTO with the consent of the Sustainability and Technology Committee Chair shall act as the Sustainability and Technology Committee Secretary.

#### Article 5: Meetings (committee agenda, participants and minutes)

- 5.1 The Sustainability and Technology Committee will meet at least four times a year, and also as often as one or more of its members consider necessary. The meetings are generally held at the offices of NIBC, but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference.
- 5.2 Unless the Sustainability and Technology Committee gives notice that it wishes to meet in the absence of other parties, NIBC's Managing Board members will be invited to attend the Sustainability and Technology Committee's meetings as a standard procedure. The Head of Internal Audit shall additionally be provided, in advance of meetings of the Sustainability and Technology Committee, with an overview of the proposed agenda for such meeting in order to decide whether the topics to be discussed make it appropriate for them to attend and, if so and unless the Sustainability and Technology Committee Chair determines otherwise (giving an explanation therefor), will be invited to attend. Such persons are invited to attend the whole meeting, unless indicated otherwise. Other NIBC employees and third parties may also be invited on an ad hoc basis.
- 5.3 Meetings shall be convened via the Sustainability and Technology Committee Chair, by the person requesting the meeting. Extraordinary meetings can be convened as soon as there is a need to do so.

Wherever feasible, Sustainability and Technology Committee members should receive the notice convening the meeting and the agenda and the annexes on the topics to be discussed at least five days prior to the meeting.

- 5.4 The quorum for each meeting is two members.
- 5.5 The Sustainability and Technology Committee Secretary shall take minutes of the Sustainability and Technology Committee meetings. Meeting minutes will reflect decisions and action points, as well as underlying rationales. As a rule, the minutes shall be adopted at the next meeting. However, if all Sustainability and Technology Committee members approve the contents of the minutes, they may also be adopted at an earlier date.
- 5.6 Every Supervisory Board member shall have unlimited access to all Sustainability and Technology Committee data.

#### Article 6: Application of the SB Charter

The relevant articles in the SB Charter shall apply likewise to the Sustainability and Technology Committee Charter.

#### Article 7: Evaluation of the functioning of the Sustainability and Technology Committee and its members

- 7.1 At least every two years, the Sustainability and Technology Committee shall evaluate the Sustainability and Technology Committee Charter and shall submit any amendments to the Supervisory Board for approval.
- 7.2 Each year, the Sustainability and Technology Committee shall evaluate its own functioning and report on this to the Supervisory Board.