



MANAGING BOARD REMUNERATION POLICY

January 1, 2025

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Revision History

Version	Effective date	Drafted/Modified by	Reviewed by (including date of review)	Summary of change	Date of approval (of change) by RNC/SB/GM if applicable
1.0	1/1/2020	Human Resources		Update fees according to annual adjustment methodology	December 2019 (RNC / SB)
2.0	1/1/2021	Human Resources		New policy format Update	February 19 2021 (RNC), March 3 2021 (SB)
3.0	1/1/2021	Human Resources		Adjustment applicable legislation and peer group following changed ownership	April 16 2021 (GM)
4.0	1/1/2022	Human Resources		General update	22/03/22 (RNC) 23/03/22 (SB) 24/03/22 (GM)
5.0	1/1/2023	Human Resources		General update	28//02/23 (RNC) 29/02/23 (SB) 23/03/23 (GM)
6.0	1.1.2024	Human Resources		General update	06/03/2024 (RNC) 07/03/2024 (GM)
7.0	1.1.2025	Marissa Louwen	Essi Torronen (16.10.2024) Vikki Greatorex (18.10.2024)	Update to reflect Bank – Holding merger; general updates to align across remuneration policy framework	21/11/24 (SB) (Shareholders resolution of NIBC Bank N.V. and general meeting of shareholders NIBC Holding N.V.)

SUMMARY

To whom does it apply?	This policy applies to the members of the Managing Board of NIBC Bank N.V.
What is the purpose?	The Policy describes the remuneration strategy and supporting policies
What are the principles?	<p>The Policy is based on five key principles:</p> <ol style="list-style-type: none"> 1. Compensation is aligned with NIBC's business strategy, risk appetite and sustainability ambitions; 2. Compensation is appropriately balanced between short and long term; 3. Compensation is externally competitive and internally fair; 4. Compensation is managed in an integrated total compensation approach; and 5. Remuneration is determined in a gender neutral manner
Ownership of the Policy	This Policy is owned by Human Resources.
Internal policies, standards and/or procedures relating to the Policy	<ul style="list-style-type: none"> - Remuneration and Nominating Committee Charter - Charter Supervisory Board Charter - Managing Board Charter - NIBC Governance of Remuneration Policies: Roles and responsibilities - Staff Manual as agreed with the Works Council - Policy on Conflicts of Interest

1. INTRODUCTION

1.1 General

The Managing Board Remuneration Policy (“Remuneration Policy”) and its amendments were submitted for approval to the General Meeting of Shareholders of NIBC Bank N.V. of [date] and became effective as of 1 January 2025. This Policy is aimed at ensuring a balanced, sustainable and competitive remuneration package for the Managing Board, which support the long term strategy and sustainable growth and governance of NIBC.

1.2 Process of adoption

NIBC has established this Remuneration Policy in relation to the remuneration of the members of the Managing Board (“MB”). Any changes to the Policy are subject to the approval right of the Shareholders of NIBC. NIBC shall only pay remuneration to the members of the MB in accordance with the Remuneration Policy, as approved by the General Meeting. An approval by the General Meeting acquires an absolute majority of the votes.

NIBC will submit the Remuneration Policy to a vote by the General Meeting after having given the Works’ Council the opportunity to render its view.

1.3 Definitions

General Meeting or GM	General meeting of shareholders of NIBC
Managing Board or MB	The Managing Board of NIBC
The Shareholder	Flora Acquisition B.V.
NIBC	NIBC Bank N.V. and their international offices.
RNC	The Remuneration and Nominating Committee of the Supervisory Board
Supervisory Board or SB	The Supervisory Board of NIBC

1.4 Applicability

This Policy applies to the members of the MB.

1.5 Purpose

This Policy describes the remuneration strategy and supporting policies applicable to the members of the MB that are aligned to the social consensus, strategic objectives and long term interests of NIBC.

1.6 Ownership

Human Resources is the designated owner of this Policy and, as such, responsible for the maintenance and review of the document every year, or more frequently if circumstances (such as

changes in relevant laws or regulations) so require. Human Resources and the Corporate Secretary also monitor adherence to the Policy and periodically reports on such matters to the RNC / SB.

1.7 Internal policies, standards and/or procedures relating to the Policy

In several other NIBC policies reference is made to similar topics as described in this Policy, such as:

- Remuneration and Nominating Committee Charter
- Charter Supervisory Board Charter
- Managing Board Charter
- NIBC Governance of Remuneration Policies: Roles and responsibilities
- Staff Manual as agreed with the Works Council
- Policy on Conflicts of Interest

1.8 External policies, standards and/or procedures relating to the Supervisory Board remuneration Policy

The SB has taken all relevant regulations and guidelines into account in its review, most notably:

- a. the Dutch Central Bank Principles on Sound Remuneration Policies (DNB Regeling Beheerst Beloningsbeleid Wft 2021) and RBB 2021
- b. the guidelines on sound remuneration policies of the European Banking Authority that apply as of 2 July 2021
- c. the guidelines on Internal governance of the European Banking Authority that apply as of 31 December 2021
- d. Capital Requirements Directive V (2019/878 (EU), as amended from time to time
- e. NVB Future Oriented Banking, December 2014, as amended in 2021
- f. Wet nadere beloningsregels Financiële ondernemingen, 1 January 2023
- g. the Act on the Remuneration Policies of Financial Undertakings (Wet beloningsbeleid financiële ondernemingen)
- h. Dutch Financial Markets Supervision Act (Wet op het financieel toezicht, hereinafter: the FMSA)
- i. Regulatory technical standards on the identification of identified staff as included in Delegated Regulation (EU) NO 2019/878
- j. MiFID II (2014/65/EU), as amended from time to time

The SB takes all of the above into account in all its future remuneration decisions and is convinced that the Policy is sustainable, balanced, in line with its chosen strategy and risk appetite and with the latest regulations and guidelines.

2. REMUNERATION PHILOSOPHY NIBC

2.1. General

The remuneration philosophy of NIBC is based on the Employee Value Proposition (EVP) and the remuneration principles.

2.2. Employee Value Proposition

NIBC believes that the remuneration it offers is an essential element of its EVP enabling it to attract, retain and motivate the talent needed to ensure lasting business success. NIBC’S EVP is a holistic offering of 4 key components.

	INDIVIDUAL	COLLECTIVE
TRANSACTIONAL	COMPENSATION	BENEFITS
RELATIONAL	LEARNING AND DEVELOPMENT	ORGANISATIONAL CLIMATE

Whereas NIBC believes it is important to be and remain broadly competitive on the transactional components, it aims to positively differentiate itself by placing a large emphasis on the relational components of the EVP. This, NIBC believes, will help to further build strong relationships with our clients, thus, strengthening the culture of putting clients’ interest first.

2.3. Remuneration Principles

The Policy deals with the transactional components of the EVP, Compensation and Benefits. The relational aspects of the EVP are dealt with separately as part of the NIBC Organisational Development. The Policy is based on five key principles:

- **Compensation is aligned with NIBC’s business strategy, risk appetite and sustainability ambitions:** the aim is to ensure that the MB members are rewarded for achieving NIBC’s Mid Term Objectives in line with the strategy, the long-term interest and sustainability of the company and not for irresponsible risk taking or failure value and takes into account the environmental, social and governance considerations. To this end, an annual Performance Contract is drawn up for each of the MB members that contains goals that contribute to the realization of the Mid Term Objectives and on the other hand to Risk Appetite and Organizational Control.
- **Compensation is appropriately balanced between short and long term:** the aim is to make sure that reward is earned on the basis of both short term and long term business success (financial and non-financial) and that distributions and vesting of reward are appropriately spread over time. The annual goals of the MB members consist for 50% of financial and for 50% of non-financial goals.

- **Compensation is externally competitive and internally fair:** the aim is to allow NIBC to attract and retain talent at all levels from relevant competitors and to manage total compensation relative to business (bank and team) and personal performance delivered, whilst encouraging bank-wide co-operation and communication. NIBC conducts periodical benchmarks to ensure appropriate adaptation to the external labor market and its competition. Furthermore the internal pay-ratio is an important parameter.
- **Compensation is managed in an integrated total compensation approach:** the aim is to integrate all significant components of reward in the management of total compensation. In its comparison to the external market NIBC takes into account the total compensation, including various means of reward as well as post-employment benefits.
- **Remuneration** is determined in a gender neutral manner: the aim is equal pay for employees regardless of their gender identification ie equal pay for equal work or work of equal.

3. REMUNERATION CONDITIONS MB

3.1 General remuneration conditions

In general, the members of the MB, like other employees of NIBC, are entitled to a comprehensive set of employee benefits, broadly similar to those for other employees, including but not limited to membership of the NIBC Pension Plan.

However, for the members of the MB specific conditions apply taking into account international regulations and in view of the fact that additional regulations, such as the Dutch Banking Code, apply to them as statutory directors of NIBC.

3.2 Identified Staff

The members of the MB are appointed as identified staff as being the management body in its management function.

3.3 Peer Group

In order to determine appropriate market levels of remuneration for the members of the MB, an analysis is made of comparable European financial institutions that are or were Private Equity-owned and that reflect the labour market in which NIBC competes for talent on MB level.

3.4 Market Positioning

At the moment of determination the level of total compensation for the Chairman and the members of the MB are targeted just below the median of their peers in the aforementioned analysis.

3.5 Base salary

The base salary and holiday allowance in cash is payable in twelve equal monthly installments. The Supervisory Board periodically reviews the base salary level of the MB. Every three-years an assessment will be conducted. The benchmark is performed by a third-party service provider and the base salary levels are benchmarked against those offered by other companies within the relevant peer group (as described in clause 3.3 above).

3.6 Variable Compensation

The Chairman and the members of the MB are not eligible for annual performance based variable compensation.

Before January 2020 the MB was eligible for annual performance based variable compensation. An overview of the vested and unvested instruments acquired in earlier years and the applicable conditions are presented in the annual report of NIBC. On these instruments the regular malus and claw back conditions continue to apply (see 3.9). The same applies to the vested and unvested instruments awarded under the retention plan in relation to a sustainable change in the organization.

3.7 Employment Contracts and Appointment

The members of the MB all have indefinite employment agreements with NIBC Bank N.V. These employment agreements can be terminated according to the conditions as stated in the Dutch law or in any event when the pensionable age is reached.

The members of the MB are appointed to the MB for a maximum term of 4-years, which term can be renewed. When no renewal of the term is offered a termination of the employment agreement will follow.

3.8 Benefits

General benefits

Like other employees of NIBC, the members of the MB are entitled to a comprehensive set of employee benefits, broadly similar to those for other employees, such as:

- The pension scheme / arrangement for employees is applicable for the MB consisting of a collective defined contribution pension arrangement (CDC) up to the fiscal maximum pensionable salary) and an additional (gross) contribution above the fiscal maximum pensionable salary up to their respective base salaries.

The pensionable age for all NIBC employees in the Netherlands is 68. A standard flat rate contribution equal to 30,0% of pensionable salary in the CDC arrangement for each member is paid by NIBC into the Pension Fund. Employees are required to make a personal contribution of 4,0% of their pensionable salary in the CDC arrangement towards their pension. The additional contribution for income levels above the fiscal maximum pensionable salary of the CDC arrangement is 25%.

- Contributions towards insurances (accident, disability, business travel) are also applicable for the MB
- Number of holidays per year of 32 days
- Entitlement to a company (lease) car up to a certain limit or, at their choice, the equivalent value of the (lease) car limit as a cash allowance. The limit for a company (lease) car and for the alternative cash car allowance amounts to (i) EUR 2,700 for the Chair and (ii) EUR 2,200 for the other members of the MB per month.

Other benefits

NIBC works with an external party to purchase chauffeur services on a model whereby payment is made only for hours taken. The Chair is entitled to the use of a permanent chauffeur from this externally sourced chauffeurs' pool whilst the other members of the MB are entitled to the use of a chauffeur from the pool unless specifically otherwise agreed by the SB.

3.9 Other conditions:

Malus and Claw Back

In accordance with applicable laws and regulations, NIBC has incorporated in its governance policies the opportunity to reduce, in specific situations, the value of some or all of the unvested (deferred) compensation, whether in cash or in equity-linked instruments. This is known as Malus. Given the abandonment of the variable remuneration for the MB in 2020 this Malus applies to the unvested (deferred) compensation from previous years and instruments awarded under the retention plan in relation to a sustainable change in the organization. When assessing the possibility of vesting of outstanding deferred variable compensation grants, performance retesting will be done with regard to the initial financial / commercial performance indicators.

Additionally, the following Malus factors regarding the longer term financial / commercial performance should be taken into account (at company-wide, (S)BU and or individual level):

- i. a significant downturn in financial performance (at company, (S)BU and or project level);
- ii. material financial restatements of NIBC results;
- iii. significant impairments (at company, (S)BU and / or individual level);
- iv. significant failure in risk management, SOX deficiencies or other material deficiencies in the governance framework (at company, (S)BU and / or individual level);
- v. serious breach of legislation, regulation or (internal) compliance policies (at individual level);
- vi. proven inappropriate conduct including fraud, money laundering, market abuse, insider trading, providing misleading information and / or divulging confidential information to unauthorized third parties (at individual level); or
- vii. proven culpability and / or serious misconduct as determined through an internal or external special investigation resulting in disciplinary action (at individual level).

Each year, prior to the vesting date of 1 April, the Control Functions will provide a Malus assessment to the SB. The SB will decide whether or not there are any reasons to invoke the Malus and withhold some or all of the unvested compensation for that period or the whole period. Such decisions shall be based on an ex-post risk analysis.

Moreover, NIBC has, in accordance with applicable laws and regulations, incorporated in its governance policies the opportunity to invoke a so called Claw Back if variable compensation has already been paid out. A Claw Back typically operates in the case of:

- (i) established fraud; or
- (ii) misleading information

in relation to the Malus factors (see above).

Ex-post Claw Back risk assessments take place annually on an institutionalized basis regarding any variable compensation grants that have already vested and/or have already been paid out. In addition they may take place on an ad hoc basis, in case an event occurs or information would become available that would lead to a Claw Back. The SB will decide whether or not there are any reasons to invoke the Claw Back

Moreover, in exceptional circumstances, the SB has the discretion to adjust any or all variable remuneration if, in its opinion, this remuneration would have unfair or unintended effects.

Hedging

The members of the MB are not allowed to use personal hedging or insurance instruments in relation to their equity (linked) variable compensation.

3.10 Special Situations

Sign-On payment

Only in exceptional cases and limited to the first year of employment the SB may offer sign-on payment to a new member of the MB, relating to the commencement of employment under the responsibility of NIBC and only if NIBC has a sound capital base.

Severance Payment

Any severance payment for the members of the MB is set at a 12 months base salary including holiday pay and will not be awarded if the agreement with the member of the MB is terminated early at the initiative of the member of the MB, or in the event of seriously culpable or negligent behavior on the part of the member of the MB, nor in case of failure of NIBC.

Retention plan in relation to a sustainable change in the organization

NIBC may in case of a sustainable change in the organization, e.g. in case of change of control, the SB may award a retention bonus if:

- a) the retention bonus is necessary because of a sustainable change in the organization of NIBC (and is not based on performance (criteria)); and
- b) the retention bonus is exclusively intended to retain the respective person within NIBC; and
- c) all conditions for the award of variable remuneration as included in applicable laws and regulations have been met, including, insofar as applicable, requirements applicable to Identified Staff of this Policy (other than the requirement of performance criteria and ex-ante risk adjustments).

A retention bonus that exceeds the applicable bonus caps of article 1:121 of the FMSA may only be awarded if:

- a) all conditions as set forth under i. up to and including iii. above have been met; and
- b) the award of the retention bonus, including any other variable remuneration awarded to the respective person in the year of award, does not exceed 100% of the respective person's fixed remuneration in the year of award (which may be 200% in case shareholder's approval has been obtained as required by article 1:122 of the Financial Markets Supervision Act); and

For the avoidance of doubt it is noted that all laws and regulations in relation to variable remuneration should be complied with.

4. REMUNERATION GOVERNANCE

4.1 Remuneration Governance

In line with the various recommendations and guidelines issued by regulators, the annual remuneration process is coordinated by the Control Functions, consisting of (i) the Human Resources function (ii) the Risk Management function, (iii) the Compliance function and (iv) the Finance function. Additionally there is (v) a special role for the Internal Audit function.

The Control Functions prepare the RNC meeting in the light of Dutch Central Bank Principles on Sound Remuneration Policies. The various roles are described below.

On behalf of the RNC, the Human Resources function draws up the Remuneration Policy. The Human Resources function also coordinates the monitoring of the consistent application of the Remuneration Policy and evaluates its operation.

The Risk Management function annually assesses how the remuneration structure affects the risk profile of NIBC.

The Compliance function analyses how the remuneration structure affects NIBC's compliance with legislation, regulations and internal policies and safeguards an adequate compliance culture.

The Finance function provides relevant financial information as input for assessments and processes.

Additionally the Internal Audit function will assess the remuneration process during the year and report its findings to the MB and SB in accordance with the Company's governance charters.

4.2 SB/RNC

The SB and RNC operate on the basis of a Charter in line with relevant legislation, regulations and NIBC's Articles of Association. In any event, the SB, based on recommendations prepared by the RNC, will be responsible for decisions with regard to (i) proposed amendments of the Remuneration Policy, (ii) individual remuneration decisions with regard to the MB, (iii) exceptions to agreed remuneration policies (iv) Malus and/or Claw Back.

4.3 Disclosure

NIBC shall ensure that it complies with all relevant remuneration related disclosure requirements from the applicable legislation.