



RISK POLICY AND COMPLIANCE COMMITTEE CHARTER

January 1, 2025

ANNEX E

CHARTER GOVERNING THE RISK POLICY & COMPLIANCE COMMITTEE OF THE SUPERVISORY BOARD

This charter (the **RPCC Charter**) governing the Risk Policy & Compliance Committee (the **RPCC**) of the Supervisory Board of NIBC Bank N.V. (**NIBC**) has been adopted and most recently 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 this current version of the RPCC Charter taking effect on 1 January 2025.

Article 1: Responsibilities of the Risk Policy & Compliance Committee

- 1.1 Without prejudice to Article 5.1. of the Charter of the Supervisory Board of NIBC (the **SB Charter**), the RPCC advises the Supervisory Board on its responsibilities relating to the supervision of NIBC's risk appetite, risk profile and risk policy. It prepares issues for decision in the Supervisory Board in these areas by presenting proposals and recommendations, at the initiative of the Managing Board and/or the Supervisory Board or otherwise, on credit, market, investment, liquidity, operational, integrity, ESG and compliance/regulatory risks, and any other material risks to which NIBC is exposed.
- 1.2 The RPCC's responsibilities include supervising the organisation, design and functioning of NIBC's entire risk management framework in a proactive and forward-looking way. More specifically, the RPCC:
 - a) prepares the Supervisory Board approvals of NIBC's risk strategy and Risk Appetite framework and monitors that the risk profile of NIBC remains within the Risk Appetite statements. It assesses whether the commercial activities in a general sense are appropriate in the context of NIBC's risk appetite;
 - b) prepares the Supervisory Board approvals of major policy changes and major changes in portfolio management principles that can significantly alter the risk profile of NIBC, in the areas of NIBC's business lines;
 - c) assists the Supervisory Board in overseeing the implementation of NIBC's risk strategy and the corresponding limits set;
 - d) assesses and comments on proposals relating to the acceptance of certain counterparty risks (private individuals, legal entities and countries), for the account and risk of NIBC;
 - e) assesses and comments on proposals or reports relating to the taking, mitigation and/or monitoring of credit, market, investment, liquidity, operational, integrity, ESG and compliance/regulatory risks, and of any other material risk to which NIBC is exposed;
 - f) assesses the introduction of material new products or services within NIBC or the occurrence of changes in NIBC's business model, market or regulatory developments or recommendations made by the Risk Management or Compliance departments;
 - g) advises on the appointment of external consultants that the Supervisory Board may decide to engage for advice or support (to the extent not relating to matters within the remit of other committees of the Supervisory Board);
 - h) assesses the recommendations of Internal Audit or external auditors to the extent relating to matters within scope of the RPCC and follows up on the appropriate implementation of measures taken; and

- i) ensures the annual review of the overall risk strategy and policy of NIBC, including its risk tolerance/appetite and its risk management framework, is completed by the Managing Board.
- 1.3 If NIBC develops new activities, the Supervisory Board will record the RPCC's responsibilities in relation to these activities.
- 1.4 In order to prepare the report of the Supervisory Board in NIBC's management report, the RPCC shall draw up a report on its discussions and findings for the Supervisory Board.

Article 2: Information supply to RPCC

- 2.1 The RPCC shall have access to all relevant information and data necessary to perform its role, including information and data from relevant internal control functions. It shall receive regular reports (as set out in item 2.2 below), and ad hoc information, communications and opinions from the heads of the internal control functions referred to above concerning the current risk profile of NIBC, its risk culture and its risk limits, as well as on any material breaches that may have occurred.
- 2.2 In order to perform its tasks properly, the RPCC's information needs must be met in an adequate manner. To this end, the RPCC will receive the following written information:
- a) on a quarterly basis, reports on the development of NIBC's risk profile vis-à-vis the approved risk strategy and risk appetite;
 - b) on a semi-annual basis, reports on NIBC's Liquidity and Funding position;
 - c) on a semi-annual basis, reports on NIBC's Market Risk position;
 - d) on a quarterly basis, reports on NIBC's Credit Risk position, including (but not limited to) portfolio developments by sector, region and product; country risks; credit quality developments; impairment developments including specific cases; significant single-name credit risk concentrations;
 - e) on a quarterly basis, reports on NIBC's Operational Risk position, including (without limitation) the introduction of material new products or services, Information Security risk updates and Systematic Integrity Risk Analyses updates;
 - f) on a quarterly basis, reports on compliance risks, the main regulatory developments and NIBC's relationship with the Dutch Central Bank (*De Nederlandsche Bank*, **DNB**) and the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*, **AFM**) as well as other external parties such as rating agencies;
 - g) the annual Basel III Pillar 3 report; and
 - h) summaries of relevant Internal Audit reports on the topics listed in items 2.2 a) to 2.2 g) above.
- 2.3 In addition to this regular information flow, the RPCC may request additional information, both ad hoc and periodic, that is important for the performance of its tasks. The Managing Board shall supply such information at the RPCC's earliest request.
- 2.4 The additional information to be received by the RPCC in any event includes (relevant extracts relating to risk management and compliance-related matters stated in) the annual draft and final Supervisory Review and Evaluation Process (**SREP**) letters from the DNB, whilst noting that oversight and review of the SREP materials and process generally remains within the scope of responsibilities of the audit committee of the Supervisory Board of NIBC (the **AC**).
- 2.5 The Head of Risk Management and the Head of Compliance will in any case have direct access to the RPCC to discuss important matters and/or raise concerns and/or to warn the Supervisory Board (via the RPCC), where appropriate, when specific developments affect or may affect NIBC. Notwithstanding the primary oversight of and responsibility of the AC for

matters falling in scope of the role and functioning of the internal audit department of NIBC, the Head of Internal Audit will, if they deem it appropriate and/or necessary, at any time be able to have direct access to the RPCC to discuss important matters and/or raise concerns and/or to warn the Supervisory Board (via the RPCC) of specific developments that affect or may affect NIBC in relation to matters falling within the scope of responsibilities of the RPCC.

- 2.6 The RPCC ensures that Internal Audit, Risk Management and Compliance can operate with sufficient independence while respecting their reporting line to the Managing Board. In the event of continuing differences of opinion between these functions and the Managing Board, the functions may present the matter directly to the RPCC.

Article 3: Composition, expertise and independence of the RPCC

- 3.1 The RPCC 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 RPCC meetings.
- 3.2 Without prejudice to Article 3.3 of the SB Charter, the composition of the RPCC shall meet the following requirements:
- a) a number of its members should have a sound knowledge of both the financial and non-financial aspects of risk management and/or the experience needed to make a thorough assessment of risks; and
 - b) the majority of the members of the RPCC and the chair of the RPCC (the **RPCC Chair**) 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 RPCC members as well as the RPCC 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. RPCC 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 Subject to the provisions of Article 3 of this Charter, the Supervisory Board shall appoint one of the committee members as the RPCC Chair. The RPCC Chair is responsible for the correct functioning of the RPCC. The RPCC Chair shall act as the RPCC's spokesperson and as the main contact for the Supervisory Board, the Managing Board and the relevant heads of control functions.
- 4.2 NIBC's corporate secretary (or deputy corporate secretary), or a person otherwise designated by the CRO with the consent of the RPCC Chair, shall act as the RPCC secretary (the **RPCC Secretary**).

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

- 5.1 The RPCC will meet at least three times a year and also as often as one or more of its members may 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 RPCC gives notice that it wishes to meet in the absence of other parties, NIBC's Managing Board members will be invited to attend the RPCC's meetings as a standard procedure. The Head of Internal Audit shall additionally be provided, in advance of meetings of the RPCC, 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 RPCC 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 RPCC Chair by the person requesting the meeting. Wherever feasible, RPCC members should receive the notice convening the meeting, 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 RPCC Secretary shall take minutes of RPCC 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 RPCC 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 RPCC information.

Article 6: Application of the SB Charter

The relevant articles in the SB Charter shall apply likewise to the RPCC Charter.

Article 7: Evaluation of the functioning of the RPCC and its members

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