



Charter Information Technology Committee

Disclaimer: As of 27 June 2025, the contents of this charter have been updated solely to reflect the name change of the Bank.

Charter Information Technology Committee

This charter has been approved by the Supervisory Board of Nexent Bank NV on 14 March 2025.

Article 1

Definitions

Bank	means Nexent Bank N.V., incorporated under the laws of the Netherlands, having its registered office at Karspeldreef 6a, 1101 CJ Amsterdam, the Netherlands including its branches and representative office(s);
Committee	means the Information Technology Committee, a subcommittee of the Supervisory Board;
Managing Board	means the Managing Board of the Bank; and
Supervisory Board	means the Supervisory Board of the Bank.

Article 2

Status and role of this charter

- 2.1 This charter sets forth the composition, roles and responsibilities, and work method of the Committee.
- 2.2 This charter is established by the Supervisory Board in accordance with article 5.3 of the Charter governing the Supervisory Board.

Article 3

Composition of the Committee

- 3.1 The Committee consists of at least two (2) members. All members need to be members of the Supervisory Board, one of which being the Chair of the Audit & Risk Committee (a sub-committee of the Supervisory Board), at least one of the members should have a background in technology relevant to the Bank, and at least one of the members should qualify as independent as described in article 2.3 of the Charter governing the Supervisory Board.
- 3.2 The members of the Committee are appointed and can at any time be dismissed as members of the Committee, by the Supervisory Board.
- 3.3 The Committee chooses its own Chair.
- 3.4 In general, the term of membership of the Committee is not fixed upfront. The term is determined by the composition of the Supervisory Board as a whole and by that of other committees linked to the Supervisory Board.
- 3.5 The Head of Technology & Digital Transformation of the Bank is secretary of the Committee. His/her tasks may be delegated to another person – after approval of the Chair of the Committee.

Article 4

Roles and responsibilities

- 4.1 The Committee shall assist the Supervisory Board with the performance of its duties in relation to advising on and oversight of:
- the Bank's group IT strategy and strategic IT projects and alignment thereof with the Bank's overall business objectives;
 - IT security, IT risk and IT operational resilience;
 - significant IT investments;
 - sourcing strategy;
 - IT governance, and leadership; and
 - Compliance with relevant IT regulations and standards.
- 4.2 In case there are discussions to be held or decisions to be taken by the Supervisory Board related to the above, the Committee shall assist the Supervisory Board and prepare such discussions and decisions in advance.
- 4.3 In its role as advisor, the Committee will be guided by the relevant regulatory and legal rules and best practices effective in the Netherlands.

Article 5

Meetings

- 5.1 Meetings of the Committee are held prior to every formally planned Supervisory Board meeting, and further as often as needed for the proper functioning of the Committee. Any member of the Committee can take the initiative to call for a meeting. The meetings can be held by physical gathering, or by telephone or digitally (e.g. via Teams) provided that all participants can communicate with each other simultaneously.
- 5.2 The agenda for the meeting is prepared in consultation with and set by the Chair of the Committee. The meeting agenda (including underlying/supporting documents) is sent to all members at least five (5) working days before the meeting date. For each agenda item, as much as available and relevant, documentation and information is provided.
- 5.3 As standard procedure, the responsible Managing Board member(s) for Technology & Digitalisation shall attend the meeting of the Committee. The Committee may also invite other parties to join the meeting.
- 5.4 All members of the Committee are expected to attend each meeting, in person, via telephone or via (other) digital means (such as Teams).
- 5.5 Resolutions of the Committee are adopted with a simple majority in a meeting at which at least the majority of its members are present. In the event of equal votes, the subject matter will be brought to the Supervisory Board for final decision-making.
- 5.6 The secretary to the meeting shall draft minutes of the items discussed during a meeting of the Committee. These minutes shall be sent to the members of the Committee, as well as – where appropriate – to the Supervisory Board and the Managing Board.

Article 6

Miscellaneous

- 6.1 In every Supervisory Board meeting, the Chair or another member of the Committee shall provide the Supervisory Board - either in writing or verbally – with a report on the discussions, decisions, findings, recommendations and/or proposals of the Committee.
- 6.2 The Supervisory Board has unlimited access to all information used by, or accessible to, the Committee and any other information the Supervisory Board may deem relevant to the topic at hand.
- 6.3 The Supervisory Board may amend this charter at any time.
- 6.4 This charter and the composition of the Committee shall be published on the Bank's website.

Amsterdam, March 2025