



# **Charter Governing the Supervisory Board**

**December 2023**

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

## Charter Governing the Supervisory Board

In pursuit of best market practice and robust corporate governance within the institution and in light of applicable legislation and practices in The Netherlands including, but not limited to, the general principles promulgated by the Dutch Corporate Governance Code dated 20 December 2022 (“CGC”), by the set of documents titled ‘Future Oriented Banking’ (consisting of the Social Charter, Banking Code and Rules of Conduct) and by the regulations of the Dutch Central Bank, this charter (the “Charter”) governs the constitution, actions and responsibilities of the supervisory board of Nexent Bank N.V. (hereinafter the “Bank”). Moreover, this Charter also applies to the actions and responsibilities of the supervisory board of CEG N.V., the sole shareholder of the Bank.

Irrespective of the fact that the CGC does not per se carry direct effect for the Bank, this Charter nevertheless demonstrates a voluntary commitment to match best market practices in The Netherlands for listed Netherlands’ companies. The ‘Future Oriented Banking’ documents apply to all activities performed in or directed towards the Netherlands by banks established in the Netherlands having a banking license pursuant to the Financial Supervision Act. The Dutch Banking Code entered into effect in 2010 and was last updated in 2021.

This Charter was adopted for the first time by the supervisory board of the Bank in 2008. The Charter at hand is the latest one, approved by the Bank’s general meeting of Shareholders<sup>1</sup>, effective per 15 December 2023.

In this document, the following capitalized terms have the following meaning:

AoA	means the articles of association of the Bank;
ARC	means the Audit & Risk committee a sub-committee of the Supervisory Board;
Bank	means Nexent Bank N.V.;
CGC	means the Dutch Corporate Governance Code dated 20 December 2022;
Charter	means the charter governing the constitution, actions and responsibilities of the Supervisory Board;
Chair	means the chair of the Supervisory Board;
COC	means the Compliance Oversight Committee a sub-committee of the Supervisory Board;
ExCo	means the executive committee of the Bank consisting of the members of the Managing Board and the heads of the Bank’s three main business lines which currently are Corporate Banking, Bank Relations and Supply Chain Finance and Treasury;
FSA	means the Dutch financial supervision act ( <i>Wet op het financieel toezicht (Wft)</i> );
General Meeting	means the general meeting of shareholders of the Bank;
HRRNC	means the HR, Remuneration & Nomination committee a sub-committee of the Supervisory Board;
ICCC	means the Bank’s International Corporate Credit Committee;
Managing Board	means the managing board of the Bank; and
Supervisory Board	means the supervisory board of the Bank.

<sup>1</sup> Article 25(3) of the AoA.

## Article 1

### *Status and contents of the Charter*

- 1.1 This Charter is drawn up pursuant to Article 25 (3) of the AoA and the provisions herein are complementary to the rules and regulations (from time to time) applicable to the Supervisory Board under Netherlands law, the AoA and/or the Bank's policies and procedures.
- 1.2 If one or more provisions of this Charter is or becomes invalid, this shall not affect the validity of the remaining provisions. The Supervisory Board shall replace the invalid provisions by those which are valid and the effect of which, given the contents and purpose of this Charter is, to the greatest extent possible, similar to that of the invalid provisions.
- 1.3 The Supervisory Board will ensure that the external auditor of the Bank is informed about this Charter and it will oversee on a best effort basis that the external auditor will comply with the provisions thereof to the extent applicable to it.
- 1.4 The Supervisory Board and each member thereof declared unanimously to apply and commit to all provisions of this Charter as far as they apply to the Supervisory Board or to each individual member as the case may be. Prior to taking office a new member of the Supervisory Board declares in writing to adhere to the provisions of this Charter.
- 1.5 This Charter is published on the Bank's corporate website: [www.nexentbank.com](http://www.nexentbank.com).

## Article 2

### *Composition, suitability and independence of the Supervisory Board*

- 2.1 The Supervisory Board shall consist of **at least 3 members**<sup>2</sup>. The aim is that at least half of the board consists of members who qualify as 'independent' as described in article 2.3 below. Annex A hereto contains an overview of the Supervisory Board members (as per the date of this Charter), including their qualification.
- 2.2 With due observance of Article 2.1 and 2.3 of this Charter, when composing the Supervisory Board – inter alia – the following requirements shall be observed:
  - (a) the Supervisory Board shall be composed such that the requisite expertise, experience, competencies and independence are present for them to carry out their duties properly;
  - (b) the members of the Supervisory Board will be prepared and able to make sufficient time available for their duties and exhibit effort and commitment. At the same time the Supervisory Board members will be critical and independent;
  - (c) each member of the Supervisory Board will be aware of the social role of a bank and of the interests of the various stakeholders;
  - (d) each member shall be capable of assessing the main aspects of the overall policy of the Bank and its business in order to form a balanced and independent opinion about the basic risks involved. In addition, each member of the Supervisory Board shall also possess the specific expertise needed to perform his or her role in the Board. So, whenever there is a vacancy in the board, an **individual** profile shall be drawn up for a new member;
  - (e) the **suitability requirements** as set forth by the Dutch Central Bank and worked out in the Bank's suitability framework, shall be met with sufficient level of scoring. If the collective scoring is relatively low on a certain topic (e.g., below 12), the Supervisory Board acknowledges that such topic shall get further attention, for example by (individual or collective) training. A clean copy of the suitability framework is set forth in Annex B hereto;

<sup>2</sup> Minimum requirement of 3 members (natural persons) pursuant to Article 20 of the AoA. Section 3:19 FSA contains a similar provision.

- (f) at least **one of the members** of the Supervisory Board must have competence in financial reporting or auditing of financial statements<sup>3</sup>; and
- (g) none of its members may maintain more than five (5) memberships of supervisory boards in 'large corporates' – which are Dutch legal entities (incl. foundations) fulfilling 2 of the following 3 conditions: total assets in excess of EUR 20 mio, a net yearly turnover of more than EUR 40 mio and/or on average more than 250 employees in a year<sup>4</sup> (all calculated on the most recent balance sheet).

2.3 Members of the Supervisory Board may not be **considered independent**<sup>5</sup> (and shall accordingly be considered independent if none of the below apply to him/her) if he/she or his/her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- (i) has been an employee or member of the Managing Board in the five (5) years prior to his/her appointment;
- (ii) receives personal financial compensation from the Bank or a company affiliated with the Bank other than the compensation received for the work performed as a Supervisory Board member and insofar as this is not in keeping with the normal course of business;
- (iii) has had an important business relationship with the Bank or a company associated with it in the year prior to his/her appointment; this shall in any event include the situation where a Supervisory Board member, or the firm of which he/she is a shareholder, partner, associate or advisor, has acted as advisor to the Bank (consultant, external auditor, civil notary or lawyer) and the situation where a Supervisory Board member has been a managing board member or an employee of any bank with which the Bank has a lasting and significant relationship;
- (iv) is a member of the managing board of a company, of which a member of the managing board who he/she supervises is a supervisory board member (cross-ties);
- (v) has temporarily performed management duties during the previous twelve months in the absence or incapacity of the Managing Board members;
- (vi) (in)directly holds at least ten (10) percent of the shares in the Bank (including the shares held by natural persons or legal entities that co-operate with him/her under a legal, tacit, verbal or written agreement); or
- (vii) is a member of the managing or supervisory board – or is a representative in some other way – of a legal entity that holds either directly or indirectly at least ten (10) percent of the shares in the Bank, unless it concerns group companies.

In the annual report of the Bank, the Supervisory Board shall declare whether in its view the independence requirements as laid down in the CGC have been fulfilled and it shall indicate which Supervisory Board members it considers 'regulatory' (i.e., 'in state') independent.

2.4 The Supervisory Board members shall ensure that they fulfill their task with independence **in mind and appearance**. This means that the Supervisory Board members are able to act independently and can form a balanced judgment taking into account the interests of all stakeholders. Moreover, the Supervisory Board members must be able to prevent or manage the appearance of being conflicted in a certain (decision-making) process. For the Conflicts of Interests Handling Policy and related policies applicable in the Bank, please also refer to Article 11 below.

2.5 Each member of the Supervisory Board shall be required to **submit to the Chair** such **information** as is necessary to record or update, as the case may be, his/her:

- (a) sex or if desired by the person concerned, gender identity;
- (b) age;
- (c) principal position;

<sup>3</sup> Article 2 paragraph 3 Decree Audit Committee (*Besluit instelling auditcommissie*).

<sup>4</sup> Section 2:142a of the Dutch Civil Code.

<sup>5</sup> CGC Bpp 2.1.8 and for the general provisions on independence of the Supervisory Board CGC Bpp 2.1.7 to 2.1.9.

- (d) nationality;
- (e) other positions; as far as relevant in order to fulfill the duties as a member of the Supervisory Board;
- (f) date of initial appointment;
- (g) current term in office; and
- (h) number of shares in the Bank's capital.

2.6 Each new member of the Supervisory Board will have to give his/her **oath/affirmation** within 3 months after his/her appointment into the Supervisory Board.<sup>6</sup> The text of the oath/affirmation is set forth in Annex C<sup>7</sup> hereto. In connection with the oath/affirmation each member of the Supervisory Board will also need to declare that he/she will observe the rules of conduct, subject him/herself to enforcement of the rules of conduct and acknowledge the exercise of authority by the Disciplinary Committee and the Director General pursuant to the disciplinary scheme of the banking industry rules of conduct.

The members of the Supervisory Board who were appointed prior to 1 January 2015 gave their oath in June 2013 and in June 2015 each of them signed a declaration in which they confirmed their acceptance of the rules of conduct and the exercise of authority by the Director General pursuant to the disciplinary scheme.

## Article 3

### *Responsibilities of the Supervisory Board*

- 3.1 The Supervisory Board is responsible for overseeing all of the Bank's activities and providing **guidance, approval and advice** to the Managing Board on the Bank's general course of affairs and the business connected to it.
- 3.2 The **responsibilities** of the Supervisory Board as a whole (i.e., collectively) shall **include, inter alia**:
- (a) supervising, monitoring, and advising the Managing Board on: (i) the Bank's performance and the achievement of its objectives (on consolidated level), (ii) the (implementation of the) Bank's - sustainable long term value creation- strategy and risks inherent to its business activities (including: 'are commercial activities in line with the Bank's risk appetite?'), (iii) the structure and operation of the internal risk management and control systems, (iv) the (integrity and quality of the) financial and sustainability reporting (process), and (v) compliance with applicable laws and regulations;
  - (b) approving on an annual basis the Bank's risk appetite as proposed by the Managing Board and as per the advice of the ARC. Every material amendment of such risk appetite needs approval of the Supervisory Board as well<sup>8</sup>. The Supervisory Board is also responsible for having oversight whether new products introduced in the Bank are in line with the risk appetite;
  - (c) upon the advice of the ARC: (1) approving the annual accounts for presentation (with pre-advice) to the General Meeting<sup>9</sup>, (2) approving for disclosure the interim financial statements by the Bank, (3) approving the audit plan and (4) supervising the risk policy of the Bank as pursued by the Managing Board. The Supervisory Board shall discuss the Bank's risk profile, and assess at a strategic level whether capital allocation and liquidity impact are in line with the approved risk appetite and whether the operations in general are in line with the Bank's risk appetite<sup>10</sup>;
  - (d) overseeing the internal audit function and maintaining regular contact with the head of the internal audit department;

<sup>6</sup> Reference is made to Section 1 of the Regulation Bankers' Oath or affirmation financial sector 2015 ('*Regeling Eed of Belofte Financiële Sector 2015*'), effective per 1 April 2015.

<sup>7</sup> The text is attached as Annex 2 to the Regulation Bankers' Oath or affirmation financial sector 2015.

<sup>8</sup> See Chapter 'Risk Management' of the Banking Code.

<sup>9</sup> The Supervisory Board signs the annual accounts (as presented to it by the Managing Board): article 28(1) and (2) of the AoA. Article 28(3) of the AoA: "the [Sup.Board] renders a pre-advice to the General Meeting re. annual accounts."

<sup>10</sup> See Chapter 'Risk Management' of the Banking Code.

- (e) setting up -together with the Managing Board- a proper governance structure and monitor the compliance with these governance principles;
- (f) be alert to signs of actual or suspected misconduct or irregularities and monitor the Managing Board on the establishment and operation of a procedure for reporting actual or suspected misconduct or irregularities and monitor whether appropriate follow-up action on the basis of these reports is taken by the Managing Board<sup>11</sup>;
- (g) the development, promotion and maintenance of standards of the Bank with regard to integrity, morality and leadership together with the Managing Board (with due regard of each other's duties and powers);
- (h) provide for proper "checks and balances" (this also implies that the Compliance function has a permanent point of contact within the Supervisory Board (reference is made to Article 5 of this Charter))) and ensure a robust IT infrastructure which is essential for the functioning of the Bank;
- (i) compliance by the Bank's employees with the formal and self-regulations that apply to them (this is a joint responsibility of the Supervisory Board (whereby the Supervisory Board keeps oversight) and the Managing Board (with due regard of each other's duties and powers));
- (j) monitor (i) the promotion by the Managing Board of responsible behavior and a healthy culture - aimed at sustainable long-term value creation for the Bank and its affiliated enterprise- both at the top of the Bank and throughout the entire organization and (ii) Managing Board's responsibility that the Bank's employees comply with all applicable rules/regulations and remain aware of all rules, values and standards applicable to the Bank and the continuing focus on this;
- (k) stimulating openness and accountability within the Supervisory Board and between the Supervisory Board and Managing Board and supervise the establishment and implementation of internal procedures which safeguard that all relevant information is known to the Managing Board and Supervisory Board in a timely manner;
- (l) disclosing, complying with and enforcing the Bank's corporate governance structure, giving due regard to the Bank's internal rules agreed in that respect;
- (m) approving and adopting annual business plans (consolidated) presented by recommendation by the Managing Board and supervising implementation of such plans thereafter;
- (n) reviewing and approving certain specific corporate actions as required by Dutch law and/or the AoA<sup>12</sup>, including but not limited to the approval required for strategic -, recovery -, and capital requirement plans;
- (o) as per the advice of the HRRNC (see Article 5 below), recommending to the General Meeting candidates for and advising suspension of members of the Managing Board and nominating candidates for the Supervisory Board and proposing the compensation of its members;
- (p) as per the advice of the HRRNC (see Article 5 below), reviewing and approving the general principles of the Bank's Group Remuneration Policy (as may be amended from time to time) and further perform any and all tasks as described in such Group Remuneration Policy, including but not limited to the determining of the level of remuneration for the members of the Managing Board, approving/defining the group of Identified Staff (as defined in the Group Remuneration Policy), establishing the remuneration for Identified Staff and discussing annually the 'top 25' highest variable remunerations awarded in a year in the group;
- (q) evaluating and assessing the functioning of the Managing Board (this includes the assessment of how the members of the Managing Board fulfill their exemplary role), the Supervisory Board (see also Article 3.3 below), and their individual members (including the evaluation of the Supervisory Board's profile and the orientation program);
- (r) handling, and deciding upon, reported alleged irregularities that relate to the functioning of the Bank's Managing Board within the meaning of Article 12 of this Charter; and

<sup>11</sup> CGC Principle 2.6 and Bpp 2.6.4

<sup>12</sup> Article 18 of the AoA contains a list of Managing Board decisions that need approval of the Supervisory Board, and for some of them, also the approval of the General Meeting is required.



- (s) proposing to the General Meeting -and if the General Meeting fails to do so, appointing an external auditor pursuant to Article 27(2) of the AoA. The Supervisory Board shall supervise the functioning of the external auditor and maintain regular contact with the external auditor.

In general terms, in fulfilling its responsibilities, the Supervisory Board members are guided by the interests of all parties involved in the Bank, such as its clients, its employees and the shareholder(s). The members of the Supervisory Board have an exemplary role for all of the Bank's employees and this should be taken into the fullest account by them in their day-to-day activities.

- 3.3 The Supervisory Board is responsible for the **quality of its own performance**. The responsibility for the exercise of its duties is a joint responsibility by and among the Supervisory Board members. Once a year, the performance of the Supervisory Board is evaluated by means of a self-assessment in which it evaluates its own functioning, the functioning of the various committees of the Supervisory Board and that of the individual members of the Supervisory Board, the conclusions of this evaluation are discussed<sup>13</sup>. The effectiveness of the lifelong learning programme (see Article 4.2 below) is a fixed item of the self-assessment. In addition, the Supervisory Board shall conduct an annual review to identify any aspects with regard to which the Supervisory Board members require training or education.

It is intended that at least once every three (3) years, the functioning of the Supervisory Board is evaluated under independent guidance. Part of such 'external evaluation' is the assessment of the individual involvement of each Supervisory Board member, the culture within the board, and the relationship between the Supervisory Board and the Managing Board of the Bank.<sup>14</sup>

## Article 4

### *Chair, vice-chair and corporate secretary*

- 4.1 The Supervisory Board may appoint from among its members a **Chair and a vice-chair** who shall represent the Chair in his/her absence.<sup>15</sup> The Chair must qualify as independent (as described in Article 2.3 above) and may not be a former member of the Managing Board. The Chair shall chair the meetings of the Supervisory Board, act on behalf of the Supervisory Board as principal contact to the Managing Board, initiate the annual evaluation of the functioning of the Supervisory Board and of the Managing Board and each of its members and ensure the orderly and efficient conduct of the General Meeting.

Additionally, the Chair shall ensure:

- (a) co-ordination of the Supervisory Board's decision-taking process;
- (b) the proper functioning of the Supervisory Board (meetings) and its committees;
- (c) adequate and timely submission of information to members of the Supervisory Board as necessary for the proper performance of their duties;
- (d) there is ample time for consultation, consideration and decision-making by the Supervisory Board;
- (e) the appointment of a vice-Chair of the Supervisory Board, who shall replace the Chair in the event of his or her absence;
- (f) that the contacts with the Managing Board are productive and that the results thereof are timely and prudently communicated to other members of the Supervisory Board;
- (g) good contact and regularly consultation with the chair of the Managing Board;
- (h) receipt of, and resolution upon, reported potential conflicts of interest within the meaning of Article 11 of this Charter;
- (i) receipts of, and resolution upon, reported alleged irregularities relating to the functioning of the members of the Managing Board;

<sup>13</sup> In doing so attention will be paid to the items included in CGC Bpp 2.2.6.

<sup>14</sup> See Chapter 'Supervisory Board' of the Banking Code.

<sup>15</sup> See Article 25(1) of the AoA.

- (j) the functioning of individual Managing Board members and Supervisory Board members is assessed at least annually;
- (k) the Managing Board performs activities in respect of culture;
- (l) the Supervisory Board recognizes signs from the enterprise affiliated with the Bank and ensures that any (suspicion of) material misconduct and irregularities are reported to the Supervisory Board;
- (m) the general meeting proceeds in an orderly and efficient manner and effective communication with the shareholder(s) is assured;
- (n) the Supervisory Board is involved closely, and at an early stage, in any merger or acquisition process<sup>16</sup>; and
- (o) to arrange for the introduction and orientation of members of the Supervisory Board and ensure that the Supervisory Board members and Managing Board members follow their introduction/orientation programme.

4.2 The Chair shall coordinate organizing a **programme of lifelong learning** with the aim of maintaining the expertise of the Supervisory Board members at the required standard and improving their expertise where necessary. The learning programme shall cover relevant developments in the Bank and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards and the interest of the clients, integrity, IT-infrastructure, risk management, financial reporting and audits. Every member of the Supervisory Board shall take part in the programme.

4.3 The Supervisory Board shall be **assisted by a corporate secretary** to be appointed and dismissed by the Managing Board after approval by the Supervisory Board. Such appointment and dismissal may be at the initiative of the Supervisory Board.<sup>17</sup> The corporate secretary shall be primarily responsible for:

- (a) compliance of the Supervisory Board's proper functioning under Dutch law, the AoA and the rules and regulations issued pursuant thereto;
- (b) facilitate the provision of information of the Managing Board and Supervisory Board;
- (c) assisting the Chair of the Supervisory Board in the logistics of Supervisory Board organisation and functioning (information, meeting agenda, evaluation and training programmes, etc.); and
- (d) delivering an orientation program to Supervisory Board members (described in Article 8 of this Charter) when deemed necessary.

## Article 5

### *Supervisory Board committees*

- 5.1 The Supervisory Board shall have an **Audit & Risk Committee, HR, Remuneration and Nomination Committee, and a Compliance Oversight Committee**. The Supervisory Board shall be entitled to institute more committees. The (entire) Supervisory Board is and remains responsible for its decisions based on the advice of a Supervisory Board committee. A list with members per committee (as per the date of this Charter) is attached hereto as Annex D.
- 5.2 The Bank has established -inter alia- an ICCC. The credit authorization levels of any and all credit committees of the Bank are subject to approval of the Supervisory Board (see e.g., the addendum to the Bank's Corporate Credit Committee Charter). Procedures, limits and authorities of the ICCC are set forth in the Bank's Corporate Credit Committee Charter.
- 5.3 The Supervisory Board shall prepare rules governing the respective committees' practices and principles (responsibilities, composition, meetings, etc.). The committees are authorised, within the scope of their responsibility, to gather any information that the Supervisory Board requires from employees of the Bank and/or external parties. The committees to the Supervisory Board are entitled to gather external (legal) advice and to invite third parties, if necessary, to attend its meetings. As a standing invitation, every

<sup>16</sup> Reference is also made to CGC Principle 2.8.

<sup>17</sup> This procedure is in line with CGC Bpp 2.3.10.



Supervisory Board member (and in particular: each independent member) is invited and encouraged to attend meetings of committees to which (s)he is not a member.

5.4 Each committee shall choose from its members a chair. For the ARC and the COC such chair must qualify as independent as described in Article 2.3 above. The chair of a committee is the first responsible to render the report as mentioned in Article 5.6 below.

5.5 The composition of the committees, the frequency of committee meetings and the main items to be discussed therein shall be recorded in the Bank's annual report.

Specific requirements apply to the members of the ARC in terms of competency and experience. This means that (a fair number of) members of such committee must have sound knowledge of (a) the financial aspects of risk management or the experience needed to make a thorough assessment of risks encountered by the Bank, and/or (b) financial reporting and internal control systems and audits or the experience needed to thoroughly supervise these areas of attention.<sup>18</sup>

5.6 The Supervisory Board shall receive from each of the committees on a regular basis a report of their activities, deliberations and findings. The Supervisory Board shall discuss the items reported on by the different committees. For every Supervisory Board meeting, the ICCC shall report in writing (and verbally during the meeting) about the major credit line approvals/renewals (i.e., for new credit line approvals EUR 20 million and above and for renewals in case the existing limit was EUR 20 million or more and the increase exceeds EUR 5 million).

## Article 6

### *(Re-)appointment, term and resignation*

6.1 Members of the Supervisory Board shall be appointed and dismissed in the manner as provided in the AoA upon the nomination of the Supervisory Board.<sup>19</sup> The nomination for appointment shall state the reasons behind it. On re-appointment, the manner in which the candidate fulfilled his/her duties as member of the Supervisory Board shall be taken into account. Members of the Supervisory Board shall hold office **for a maximum period of four (4) years** at a time and shall thereafter for one-time be eligible for re-appointment for another four-year period. A Supervisory Board member may then be reappointed again for a period of two years which appointment may be extended by at most two years (see however Article 16.1 of this Charter). In the event of reappointment after an eight-year period, reasons should be given in the report of the Supervisory Board.<sup>20</sup> In Annex E to this Charter an overview is given on the respective (re-)appointment date per acting Supervisory Board member.

6.2 Members of the Supervisory Board shall retire early in the event of inadequate performance, structural incompatibility of interests, and other instances where retirement is deemed necessary by resolution of the Supervisory Board. Such early retirement is confirmed or decided upon by the General Meeting by virtue of article 22(1) of the AoA.

6.3 Members of the Supervisory Board who take on the management of the Bank temporarily, where the Managing Board members are absent or unable to discharge their duties, shall (temporarily) resign from the Supervisory Board in order to do so. Moreover, Supervisory Board members may at their own initiative at any time resign by sending a letter to the Chair – to be shared with the entire board.

## Article 7

### *Compensation and Indemnification*

7.1 The compensation, reimbursement of expenses and other agreed terms and conditions, including the date as of which such payments shall be made, shall be determined by the General Meeting and be agreed in writing between the Bank and each individual member of the Supervisory Board. The compensation to be paid to each member of the Supervisory Board shall be appropriate taking into

<sup>18</sup> See Chapter 'Supervisory Board' of the Banking Code.

<sup>19</sup> See Article 21 of the AoA for the appointment procedure: appointment by the general meeting upon nomination by the Supervisory Board.

<sup>20</sup> CGC Bpp 2.2.2.

account the time spent on Supervisory Board activities<sup>21</sup>. The compensation of a Supervisory Board member may not be made dependent on the Bank's results. If the members of the Supervisory Board are required to charge VAT on their fees, the Bank shall pay the amount of VAT. The notes to the annual accounts shall in any event contain the information prescribed by law as to the size and structure of the compensation of the members of the Supervisory Board.

- 7.2 Members of the Supervisory Board shall be **reimbursed for all reasonable costs** incurred in connection with their attendance to Supervisory Board meetings. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the prior consent of the Chair; the Chair shall inform the chair of the ARC of any extraordinary expenses on an annual basis.
- 7.3 The Bank shall indemnify and hold harmless each of its (former) Supervisory Board members against any and all liability, claim, suit, action, fine, penalty and civil, administrative, criminal and arbitration proceedings by or towards third parties (collectively "**Claims**"), resulting from the manner in which the relevant (former) Supervisory Board member has fulfilled his or her function, provided always that (i) the relevant (former) Supervisory Board member has, in fulfilling his function, not conducted an act of fraud, bad faith or willful misconduct and/or (ii) it is not finally, in court or arbitration proceedings or in an amicable settlement to which the (former) Supervisory Board member is a party, determined that he/she, in fulfilling his/her function, did not act in good faith and/or did not act in the reasonable belief that the manner of fulfillment of his/her function was in the interest of the Bank.

Based on this indemnity the Bank will reimburse the costs related to the performance of the duties of the Supervisory Board members. Such costs include:

- the costs of conducting defense against Claims to pay damages based on acts or omissions in the performance of the duties of the members, and
- the costs of conducting defense in court or administrative proceedings in which they are involved as a member of the Supervisory Board.

Costs will be reimbursed by the Bank forthwith upon receipt of the invoices, judgment or any other document indicating the costs or damages of the relevant member. The Bank indemnifies (former) members of the Supervisory Board against financial loss that is directly caused by such Claims. A (former) member of the Supervisory Board is not entitled to compensation of costs and indemnity as provided for in this article:

- (i) if (s)he has not notified the company as soon as practicable of any claim or any circumstances that may result in a claim; or
- (ii) if and to the extent, it is finally ruled in court that the performance of his/her duties regarding the acts or omissions giving rise to the Claim was apparently improper (*kennelijk onbehoorlijk*) for which a severe reproach (*ernstig verwijt*) can be made, in which case the reimbursed costs or damages paid by the Bank should be repaid by the relevant member to the Bank forthwith after the final court ruling; or
- (iii) if and to the extent, costs and losses have been reimbursed to him/her under any 'D&O'- policy that the Bank has taken out for the benefit of members of the Supervisory Board.

## Article 8

### Orientation program

At the time of appointment, each member of the Supervisory Board has followed an **orientation program geared to his role**, prepared and organized by the Bank, addressing:

- (a) general financial, social and legal affairs;

<sup>21</sup> See Article 23 of the AoA: 'compensation determined by the General Meeting'. See also Chapter 'Supervisory Board' of the Banking Code re 'appropriate compensation'.

- (b) financial and sustainability reporting by the Bank;
- (c) specific aspects unique to the Bank and its business activities;
- (d) company culture; and
- (e) responsibilities of members of the Supervisory Board.

## Article 9

### *Supervisory Board meetings (agenda, tele/videoconferencing, attendance, minutes)*

- 9.1 The Supervisory Board shall hold **at least six (6) meetings** per calendar year in a joint meeting with the Managing Board. Meetings may be held at the offices of the Bank and may also take place elsewhere. In addition, meetings may be held by telephone or videoconference.
- Prior to the beginning of a new calendar year, the Supervisory Board shall fix the meeting dates for the physical meetings in the new year. Nevertheless, meetings may also be convened whenever one or more of its members, or the chair of the Managing Board in consultation with the Chair, have requested a meeting.
- 9.2 Unless the Supervisory Board decides otherwise, meetings of the Supervisory Board shall **be attended** by one or more members of **the Managing Board**, save for meetings concerning:
- (a) the evaluation of the functioning of the Managing Board and its individual members, and the conclusions to be drawn from that evaluation;
  - (b) the evaluation of the functioning of the Supervisory Board and its individual members, and the conclusions to be drawn from that evaluation;
  - (c) the (quarterly) closed meetings of the Supervisory Board;
  - (d) the desired profile, scope and composition of the Supervisory Board; or
  - (e) any potential conflicts of interests of members of the Managing Board within the meaning of Article 11 of this Charter.
- 9.3 Supervisory Board members should attend the Supervisory Board meetings and the meetings of the committees of which they are a part. Members of the Supervisory Board who are frequently absent during meetings of the Supervisory Board shall be asked by the Chair to explain their absence.
- 9.4 The external auditor of the Bank shall attend each ARC at which the annual accounts and half-year reviews are discussed.
- 9.5 Meetings shall be convened by the corporate secretary on behalf of the member(s) requesting the meeting. Where this is practically possible, notices convening a meeting and the agenda with annexes of items to be considered and discussed therein shall be dispatched five (5) working days before the meeting and sent to each member of the Supervisory Board and of the Managing Board.
- 9.6 Minutes of the meeting shall be prepared by the assigned secretary of the meeting and shall provide insight in the decision-making process. They shall generally be adopted in the next meeting. If all members of the Supervisory Board agree on the contents of the minutes, they may be adopted earlier. The minutes shall be signed for adoption by the Chair and the assigned secretary and shall be dispatched to all members of the Supervisory Board as soon as practically possible. The assigned secretary may issue and sign extracts of the adopted minutes.

## Article 10

### *Supervisory Board resolutions (quorum, votes, items to be considered)*

- 10.1. Unless otherwise provided in this Charter, the Supervisory Board can only validly **adopt resolutions with a simple majority** in a meeting at which at least the majority of its members are present or represented. If there is no majority present or represented in the meeting, the Chair (or vice-Chair) shall consult with the absent members by telephone, fax or e-mail if the Chair believes that a resolution is required. The

Supervisory Board may also adopt resolutions outside a meeting, provided that the motion in question has been submitted to all of its members and none of them have objected to this form of decision-taking, and each of them participated in the voting. The Chair shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received. The adoption of resolutions outside a meeting must be reported at the next meeting.

- 10.2. The Supervisory Board can only adopt resolutions on the basis of proper, timely provided information and data from the Managing Board. The ultimate resolution is based on a proper paper trail and made in a balanced and effective manner while taking account of the interests of stakeholders.
- 10.3. The ongoing items to be considered and discussed at Supervisory Board meetings shall include review of the Bank's budget and financial results, approval of major decisions requiring Supervisory Board action, discussion and approval of corporate strategy (and changes thereto) with the Managing Board (e.g., long-term strategy, capital expenditures in excess of the Bank's budget, long-term capital structures, new lines of business, major acquisitions and divestments) and receipt of reports from the Supervisory Board's committees.

## Article 11

### *Conflicts of interests / Compliance matters*

- 11.1. A member of the Supervisory Board shall be alert to conflicts of interest and shall not:
- enter into competition with the Bank;
  - claim or accept substantial gifts from the Bank for himself/herself, his/her spouse, registered partner or other life companion, (foster) child, relatives by blood or marriage up to the second degree;
  - grant third parties unjustified advantages to the detriment of the Bank; and/or
  - utilize the Bank's business opportunities for himself/herself, his/her spouse, registered partner or other life companion, (foster) child, relatives by blood or marriage up to the second degree.
- 11.2. A member of the Supervisory Board shall resign in the event of a failure to adequately exercise his or her duties, structural differences of opinion, conflicting interests or other circumstances that hamper the team spirit and/or mutual trust. If not already dismissed by the General Meeting, a member of the Supervisory Board shall resign if he or she loses the confidence of the General Meeting. If necessary the Chair shall remind the member of his or her responsibilities in this respect.
- 11.3. The Banks has a **Conflicts of Interests Handling Policy** a summary of the terms and conditions are included herein by reference: see Annex F hereto. The Policy applies to both Supervisory Board as well as Managing Board members. Additionally, closely linked to the Conflicts of Interests Handling Policy, the Bank has in place a **Related Party Transactions policy**. A summary of the policy (by reference) is included in Annex G hereto.
- 11.4. With respect to the delivery of financial services by the Bank or any of its subsidiaries to a member or to members of the Supervisory Board, the terms and conditions of the '**Nexent Bank Internal Financial Services Regulation**' apply. A copy of such regulation is attached hereto as Annex H.
- 11.5. The members of the Supervisory Board are designated as '**insiders**' within the scope of the Policy on Private Investment Transactions of the Bank and are committed to the provisions under this policy.
- 11.6. The external auditor shall in any event have a conflict of interest with the Bank, if:
- (a) the independence of the external auditor with respect to its (supervision of) financial reporting is compromised by other than audit activities for the Bank;
  - (b) the responsible partner in the external auditors firm has been in charge of the audit activities for the Bank during a continuous period of seven years without rotation;
  - (c) under applicable law, such conflict of interest exists or is deemed to exist; or

- (d) the Supervisory Board in its sole discretion has ruled that such conflict of interest exists or is deemed to exist.

Each member of the Supervisory Board and Managing Board, as well as the external auditor of the Bank, shall immediately report any potential conflict concerning the external auditor to the Supervisory Board. The external auditor of the Bank, as well as each member of the Managing Board and Supervisory Board must provide all information relevant to the conflict of interest to the Supervisory Board. In all circumstances other than the ones listed under c) and d) above the Supervisory Board shall determine whether a reported (potential) conflict of interest qualifies as a conflict of interest pursuant to which the appointment of the external auditor shall have to be reconsidered or other measures must be taken to resolve it.

## Article 12

### *Complaints*

Alleged irregularities that relate to the functioning of the members of the Managing Board shall be reported to the Chair.

## Article 13

### *Information, relationship with the Managing Board and the Executive Committee*

- 13.1 In general, the Supervisory Board members shall **act in an atmosphere of mutual trust** and transparency towards the Managing Board. The Managing Board shall timely provide the Supervisory Board with all relevant information (if possible, in writing) on all material facts and developments concerning the Bank and its subsidiaries which the Supervisory Board may need to function as required and to properly carry out its duties, and, when necessary, verified by an internal and/or external auditor. The sharing of information is a continuous duty of the Managing Board and should take place at the Managing Board's initiative (i.e., also when the Supervisory Board is not requesting for this). The Managing Board is the main source of information for the Supervisory Board.

The Managing Board shall provide the necessary means in the event the Supervisory Board deems it necessary to obtain information from employees of the Bank and/or from external advisors.

The Managing Board ensures that the Supervisory Board shall timely receive from the Managing Board a report prepared in a format as agreed from time to time and setting out detailed information on *inter alia* the financial performance of the Bank and its subsidiaries.

Each year, without prejudice to the above, the Managing Board shall provide the Supervisory Board with a corporate budget for the following year, reports and/or summaries with the main features of the strategic policy, the general and financial risks, the management and control systems of the Bank and the compliance with all relevant laws and regulations.<sup>22</sup>

- 13.2 The Supervisory Board maintains contact with and remains informed about the main focus areas of the ExCo and all related developments through business updates to the Supervisory Board and by way of regular informal updates and contacts (if requested).
- 13.3 The Supervisory Board and its individual members shall have **their own responsibility for obtaining all information** from the Managing Board, the internal audit function and the external auditor that the Supervisory Board requires for the proper performance of its duties. If the Supervisory Board deems it necessary, it may obtain information from employees and external advisors of the Bank. The Managing Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings. The chair of the Audit & Risk Committee has direct access to/contact with the Head of Internal Audit of the Bank.

<sup>22</sup> Similar to Article 6.1 of the Bank's Managing Board Charter.

- 13.4 If a member of the Supervisory Board receives information or indications that are relevant to the entire board for the proper performance of its supervisory- and advisory tasks, he/she shall make this information promptly available to the other Supervisory Board members.

## Article 14

### *Supervisory Board members and the Bank's subsidiaries*

In Annex I to this Charter, an overview is given of the Bank's Supervisory Board members and their **board memberships in the Bank's banking subsidiaries**.

## Article 15

### *Confidentiality*

Members of the Supervisory Board shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Supervisory Board (or Managing Board), made public or otherwise made available to third parties, even after resignation from the Supervisory Board, unless it has been made public by the Bank or it has been established that the information is already in the public domain.

## Article 16

### *Non-compliance, amendment*

- 16.1 Without prejudice to the provisions of Articles 1.2 and 10.1 of this Charter, the Supervisory Board may occasionally decide in its sole discretion not to comply with and adhere to the provisions of this Charter pursuant to a Supervisory Board resolution to that effect.
- 16.2 This Charter may be amended by a resolution of the General Meeting (with pre-advice of the Supervisory Board) to that effect.

## Article 17

### *Governing law and jurisdiction*

This Charter shall be governed by and construed in accordance with the laws of the Netherlands.

Amsterdam, December 2023



## Annex A

*List with Supervisory Board members as per the date of the Supervisory Board Charter*

<b>Name</b>	<b>Remark</b>	<b>Independent (see article 2.3)</b>
Wilfred Nagel	Chair	✓
Ayşecan Ozyegin Oktay	Vice-Chair	
Korkmaz Ilkorur	Member	✓
Seha Ismen Ozgur	Member	✓
Ali Fuat Erbil	Member	✓

## Annex B

### Suitability framework

In line with the Dutch Central Bank's requirement, the bank has made its own suitability framework. Below is the 'clean', not filled in, version.

For every topic each SB member is given a **score** in the range of 1 to 3, where

'1' means that the SB member knows about the topic/has heard of it,

'2' means that the SB member has good knowledge and insight into the topic, and

'3' means that the SB member can make an independent balanced opinion about the topic.

		SIO	AFE	AO	WN	KI	$\Sigma$
A. management, organization and communication							
1.	Has knowledge of and experience with the management of processes and tasks						
2.	Has knowledge of and experience with the supervision of executives						
3.	Has knowledge in the field of social, ethical and professional norms, like the ones set forth in Dutch and international corporate governance codes and codes of conduct						
4.	Has knowledge and experience with the translation of external norms and regulations into internal rules and policies						
5.	Has experience with the compliance and enforcing of abovementioned codes and internal rules and applicable laws and regulations						
6.	Has knowledge and experience with the supervision of cross-border banking activities						
7.	Is familiar with the aspects of corporate governance in a privately owned financial institution						
8.	Knows interests of all the stakeholders of Nexent Bank in the Netherlands and in other countries of operations						
9.	Knows when stakeholders (supervisors, shareholders, clients, external auditor etc) have to be informed						
10.	Has knowledge of and experience with the engaging of external advisors to be able to perform his/her task well						

B. products, services and markets in which the bank is active		SIO	AFE	AO	WN	KI	Σ
11.	Has knowledge and experience with the relevant laws and regulations, including the (Dutch) Act on Financial Supervision, the Decree Prudential Rules, the Decree on supervision on conduct of financial institutions, and other relevant supervisory regulations and policy rules						
12.	Has knowledge and experience with the developed and emerging markets in which the bank is active, and has knowledge of the relevant developments there						
13.	Is familiar with the banking systems in countries where the bank is operating: in terms of opportunities, risks and challenges						
14.	Has knowledge and experience with the strategy and business model of the bank						
15.	Is familiar with the trade- and commodity finance business and related risks						
16.	Is familiar with retail lending and deposit taking businesses and related risks						
17.	Is familiar with corporate lending and project finance businesses and related risks						
18.	Has knowledge and experience with financial aspects of products and services of the bank and with administrative recording/booking						
19.	Has knowledge about the due care duties attached to (new and existing) banking products and services						
20.	Has insight in the internal expertise of the bank (within the managing board and internal audit) in the field of suitability/appropriateness of products for certain (groups of) clients						
21.	Is able to designate the long-term interests of the bank while assessing the products, services and markets in which the bank is active						

C. sound and honest execution/performance		SIO	AFE	AO	WN	KI	Σ
22.	Is able to assess/evaluate the design and working of the administrative organization and internal control						

23.	Is able to assess the structure, working and results of the compliance function: understanding the KYC procedures, and customer due diligence processes, sanction rules etc.						
24.	Is able to assess the structure, working and results of the IAD function						
25.	Is familiar with the functioning of the Audit & Risk Committees						
26.	Has insight in the most relevant risks of the bank, spread in time and within the bank						
27.	Is able to assess the risk appetite of the bank for all relevant risk areas						
28.	Is able to understand the policy in terms of risk management and the associated procedures and measure and is able to critically question the managing board members about it						
29.	Is familiar with the internal capital and liquidity adequacy assessment processes						
30.	Is able to assess the remuneration policy for executive board members, including Nexent Bank's phantom share plan						
31.	Is able to assess whether the client's careful treatment is warranted						
32.	Is able to assess/has knowledge of outsourcing						

D. balanced and consistent decision-making		SIO	AFE	AO	WN	KI	Σ
33.	Knows how the internal decision-making process works, and knows the SB members' tasks in that process						
34.	Knows the expected level of interaction with executives in different circumstances (i.e. probing, engaging, or directing)						
35.	Knows when to ask for additional, missing information in order to fulfil the SB member's job properly						
36.	Knows how to consider in the decision-making process sufficient alternatives and has experience with that						
37.	Knows how in the decision-making process the interests of all stakeholders are independently considered and has experience with that						

38.	Has a good understanding of Nexent Bank's policy on 'handling conflicts of interests' and the policy on 'related party transactions'						
39.	Is able to assess whether decision have been taken in line with the business strategy						
40.	Has knowledge and experience in the area of climate and environmental related risks						
41.	Knows how decision-making is carefully put in writing and has experience with that						

E. sufficient time		SIO	AFE	AO	WN	KI	Σ
42.	Is able to spend sufficient time on his/her board membership of the bank <sup>23</sup>						

## Annex C

TEXT OF THE OATH (only English text printed):

*Text of the oath for a Supervisory Board member*

*I swear/vow that:* :

*I will execute my function honestly and carefully.*

*I will make a balanced assessment between the interests that are associated with the company, being those of the clients, the shareholders, the employees and the society in which the company operates.*

*In the balancing of interests the clients' interests are placed at the centre.*

*I will comply with the statutory laws, the regulations and the codes that apply to me.*

*I will keep confidential all that has been entrusted to me.*

*I will not abuse my knowledge.*

*I will adopt an attitude of openness and verifiability and that I know my responsibility for the society.*

*I will make all efforts to retain and improve the trust in the financial sector.*

*So I declare and vow / so help me God.*

*On [ date] and [place]*

*In the presence of [ name] and*

*In the presence of [ name representative of the company ]*

*The above-described oath was given.*

*[ signature person concerned ]*

<sup>23</sup> Both quantitative (number of (additional) functions/board memberships and time spent) and qualitative (how much hours can the respective board member spend on his/her board membership (taking into account locations of the company, number of board meetings etc.)

## Annex D

*Composition of the committees (as per the date of the Supervisory Board Charter)*

subcommittee	members	chair
Audit & Risk	Ali Fuat Erbil Wilfred Nagel Korkmaz Ilkorur	Ali Fuat Erbil
HR, Remuneration & Nomination	Ayşecan Ozyegin Oktay Seha Ismen Ozgur Wilfred Nagel	Ayşecan Ozyegin Oktay
Compliance Oversight	Korkmaz Ilkorur Ali Fuat Erbil Seha Ismen Ozgur	Korkmaz Ilkorur

## Annex E

*Date of appointment (/re-appointment)*

Name	Remark	(re-)appointment date	End of current term
Wilfred Nagel	Chair	1 January 2021	1 January 2025
Ayşecan Ozyegin Oktay	Vice-chair	1 October 2021	1 October 2025
Seha Ismen Ozgur	Member	13 May 2023	13 May 2027
Korkmaz Ilkorur	Member	1 August 2022	1 August 2024
Ali Fuat Erbil	Member	12 May 2022	12 May 2026



## Annex F – Copy of Conflicts of Interests Policy

[250605-nexent-bank-info-on-coi-policy.pdf](#)

## Annex G – Copy of Related Party Transaction Policy

<https://www.nexentbank.com/media/4vyf0nbz/250625-nexent-bank-info-on-rpt-policy.pdf>

## Annex H – Copy of the ‘Nexent Bank Internal Financial Services Regulation’

### *Internal Financial Services Regulation*

This Regulation contains the rules and conditions to grant financial services to Board Members (as defined hereafter) of Nexent Bank N.V. (Nexent Bank, or the Bank).

The Regulation takes effect per 1<sup>st</sup> January 2011 and was reconfirmed on 10 June 2022.

The basis of this Regulation lies in the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and more in particular in article 11 of the Regulation on Prudential Rules (*besluit prudentiele regels*). By virtue of section 11, para. 4 and 5, of the Regulation Prudential Rules, a credit institution may only provide financial services (outside a framework of ‘special employee conditions’) to **members of its managing and supervisory board** and their family members, on the condition that such services are provided on **usual commercial terms and usual collateral**.

The provisions and conditions in this Regulation are in addition to, actually a specification of, the Nexent Bank’s Conflicts of Interest Policy (as amended from time to time) and the ‘Group Staff Loan Policy’. A copy of this Regulation is included as an Annex to the SB and MB charter respectively.

Nexent Bank does not have a framework of ‘special employee conditions’.

### *Basic principles of the Regulation*

The Regulation and its rights and obligations promulgated thereby, is established with a view to avoid (the appearance of) a conflict of interest between private interests of policy makers in the Bank and the interests of the Bank or its clients.

As a general rule, the Bank while granting loans to Board Members, will guard that at all times a healthy relationship exists between the (net) income of a Board Member on the one hand and the amount of the loan (to be) granted on the other hand.

### *Application*

This Regulation applies to Financial Services granted by Nexent Bank or by any of its subsidiaries to a Board Member. This Regulation also covers the approval process for granting Loans to a Board Member’s spouse and family members in second degree (see Nexent Bank ‘Related Party Transaction Policy’).

### *1. Definitions*

In this document, the following capitalized terms have the following meaning:

Board Members	means members of the Nexent Bank N.V. Managing Board or - Supervisory Board.
Collateralised Loan	means a car loan or a mortgage under the conditions of article 2.4 below.
Financial Services	means granting Loans or any service or product to a Board Member by the Bank or by any of its subsidiaries.
HR, Remuneration and Nomination Committee	means the subcommittee of the Bank's Supervisory Board, responsible for advising on remuneration related topics as further described in the Charter for the HR, Remuneration & Nomination Committee.
Loan	means a Salary Based Loan (defined hereafter) or a Collateralised Loan including guarantees or the like, granted by Nexent Bank N.V. or any of its subsidiaries, in whichever currency.
Regulation	means this regulation for directors' loans as amended from time to time.
Salary Based Loan	means a loan given as a multiple of net salary, under the conditions as further described in articles 2.2 and 2.3 below. It must be noted that 'net salary' for Supervisory Board members means the net compensation per month.

## 2. Conditions

- 2.1 Financial Services granted to a Board Member are extended under usual commercial conditions and – collateral.
- 2.2 A Salary Based Loan can be either
- a) **One (1) month's net salary;** granted to a Board Member without declaration of purpose; or
  - b) **Three (3) months' net salary:** Up to three month's net salary can be granted against presentation of documents, for the following purposes - only:
    - Purchase of furniture & fixtures for own use
    - House moving expenses
    - Unexpected personal tax charges
    - Child birth or medical treatments for children in case these are not covered by any health insurance
    - Personal trainings and personal educational requests which are not compensated by the Bank.
- 2.3 Further conditions to a Salary Based Loan are that:
- a) The maximum outstanding under Salary Based Loans and credit cards (issued under Nexent Bank), in total, cannot exceed **5 months' net salary;** and
  - b) The interest rate to be applied will be the standard loan rate applicable to regular customers. In any event, such interest rate cannot be less than equivalent of Libor + 5% p.a.; and
  - c) The maximum loan period is 2 years. Loans are repayable in monthly equal installments up to 24 months, maximum; and

- d) Unless an existing Salary Based Loan and accumulated interest is fully repaid, no new Salary Based Loan will be granted to the same Board Member.

2.4 The following conditions apply for a Collateralised Loan:

- a) **Re. mortgage loans:** a mortgage loan may only be granted for a Board Member's own permanent residence.

Further conditions:

- I. In principle, no mortgage loans are granted to expatriates. However, if an expatriate wants to buy a house in his/her home country, a loan collateralized with first degree mortgage of the related estate can be provided; and
- II. the maximum amount of a mortgage loan is EUR 250,000 (or equivalent in local currency) or an amount of 36 times net monthly salary/compensation - whichever is lower; and
- III. the LTV (Loan to Value) ratio cannot exceed 70%. Appraisals must always be obtained from external appraisers and must be validated by the internal appraisers; and
- IV. the maximum tenor cannot exceed 120 months; and
- V. the following security is required, in addition to a first ranking mortgage on the property: (1) assignment of the insurance (proceeds) on the property and (2) pledge on the (proceeds of the) life insurance of the Board Member. Title insurance is to the discretion of the CEO and CFO of the Bank; and
- VI. The interest rate to be applied will be the standard mortgage rate applicable to regular customers; and
- VII. If the property is a repossessed asset of the Bank, this has to be clearly indicated on the loan approval form and will be subject to the approval of the Bank's Remuneration Committee.

- b) **Re. car loans:** a car loan may be granted for purchasing a car for a Board Member's own use. Car Loans may be granted for cars not older than 3 years, provided that the Board Member concerned has made a 20% down- payment for the car. Further conditions:

- I. The maximum car loan amount is EUR 50,000 (or equivalent in local currency) or an amount of 10 times of a Board Member's net monthly salary/compensation, whichever is lower; and
- II. The maximum tenor cannot exceed 36 months. In any event the age of the car + the loan term cannot exceed 60 months; and
- III. The car and the insurance benefit have to be pledged to the Bank, up to the loan amount granted; and
- IV. The interest rate to be applied will be the standard rate applicable to regular customers.

2.5 Authorisation/approval: granting of Loans to Board Members is subject to prior approval of the Supervisory Board. In addition, the signature of the CEO and CFO of the Bank are needed to approve an application of a Board Member for a Loan. If the CEO or the CFO applies for a Loan, the authorization is given by the Chair of the HR, Remuneration and Nomination Committee and the Deputy CEO.

2.6 The terms and conditions of the Loans already outstanding on the effective date of this Regulation will not be affected by the current Regulation.

2.7 Loans outstanding plus the accumulated interest will become immediately due and payable at the time of termination of the employment contract by either party and for whatever reason.

2.8 No remission of Loans shall be granted.

### *3. Reporting*

Every year an overview of Financial Services granted to Board Members is sent to the HR & Remuneration Committee, listing all outstanding Loans and/or other Financial Services plus their details (like: the loan amount, outstanding amount, term, remaining term, interest rate, sort of collateral, etc). This overview is separate from the yearly total amount of Loans granted to Board Members as set forth in the bank's annual report.

### *4. Evaluation, amendment*

Every 2 years the rules of this Regulation are evaluated and if need be amended by or at the initiative of the HR Remuneration and Nomination Committee.

The Nexent Bank HR, Remuneration & Nomination Committee owns this Regulation: the Committee has reviewed and approved it and will evaluate its effectiveness every two (2) years.

Amsterdam, June 2022

## Annex I– Overview Board Memberships in the Bank’s Direct Banking Subsidiaries

	Nexent Bank Romania*	Nexent Bank Suisse	Nexent Bank UA
Wilfred Nagel			
Ayşecan Ozyegin Oktay			
Korkmaz Ilkorur	✓		✓
Seha Ismen Ozgur			
Ali Fuat Erbil			✓

\* This entity was dissolved as a result of the legal merger with the Bank effective from 1 January 2025.