

**CHARTER GOVERNING THE SUBCOMMITTEE OF THE RISK POLICY COMMITTEE
OF THE SUPERVISORY BOARD
(RELATED PARTY TRANSACTIONS COMMITTEE)**

NIBC Holding N.V.

("Charter RPTC" or "Charter")

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(RELATED PARTY TRANSACTIONS COMMITTEE)**

The Charter governing the Related Party Transactions Committee of the Supervisory Board (the "Charter RPTC") was adopted by the Supervisory Board of NIBC Holding N.V. and NIBC Bank N.V. (the "Company" or "NIBC") on 8 March 2011 on the basis of Article 5.2 of the charter governing the Supervisory Board of NIBC Holding N.V. and of NIBC Bank N.V. (the "Charter SB") and article 31.7 of the Company's articles of association.

Article 1

Responsibilities of the Related Party Transactions Committee (RPTC)

- 1.1 Without prejudice to Article 5.1. of the Charter SB, the RPTC assists the Supervisory Board and the Risk Policy Committee in assessing material agreements of any kind with a person or group of persons who hold(s), directly or indirectly, 10 % of NIBC's issued and outstanding share capital or of the voting powers at the general meeting of shareholders of NIBC or otherwise directs its activities, or any person affiliated with such person, whereby an agreement shall in any event be considered material if the amount involved exceeds EUR10 million.
- 1.2 The Supervisory Board has delegated the authority to approve entering into, terminating or amending the material agreements referred to in article 1.1 to the RPTC. On the basis of the delegated authority, the RPTC may either grant or withhold such approval, or abstain from a decision and refer the matter to the next meeting of the Supervisory Board.
- 1.3 The RPTC Charter and the composition of the RPTC is published on the Company's website www.nibc.com.

Article 2

Information supply for the RPTC

The RPTC may request any information that is important for the performance of its tasks. The Managing Board shall supply such information at the RPTC's earliest request.

Article 3

Composition, expertise and independence of the RPTC

- 3.1 The RPTC shall consist of three members, of which two members will be appointed by the Supervisory Board from among the members of the RPC and one member from among the other Supervisory Board members.
- 3.2 Without prejudice to Article 3.3 of the Charter SB, the composition of the RPTC shall meet the following requirements:

- a) all of the members of the RPTC shall consist of members of the Supervisory Board who meet the requirement of Article 3.3 (f) of the Charter SB; and
 - b) all members of the RPTC shall consist of members who are independent within the meaning of Article 3.4 (e) of the Charter SB and are not members nominated by the general meeting of shareholders.
- 3.3 Members are appointed for a term of four years. RPTC 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

Chairman and Secretary

- 4.1 Subject to the provision of Article 2 of this Charter, the Supervisory Board shall appoint one of the committee members as the RPTC Chairman. The RPTC Chairman is responsible for the correct functioning of the RPTC. He/she shall act as the RPTC's spokesperson and as the main contact for the Supervisory Board and the Risk Policy Committee.
- 4.2 A person to be designated by the RPTC shall act as the Secretary.

Article 5

RPTC meetings (committee agenda, participants and minutes)

- 5.1 The RPTC will meet at least two times a year, and also often as the Managing Board or as one or more of the members of the RPTC considers necessary. As a rule, the meetings are held at the Company's offices, but they may also be held elsewhere.
- 5.2 Unless the RPTC gives notice that it wishes to meet in the absence of other parties, meetings will be attended by at least one member of the Managing Board of NIBC Holding N.V. and the RPTC Secretary. Other NIBC employees and third parties may also be invited to attend on an ad hoc basis.
- 5.3 Meetings shall be convened via the RPTC Chairman by the person requesting the meeting. Wherever feasible, RPTC 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 Secretary shall take minutes of RPTC meetings. As a rule, the minutes shall be adopted at the next meeting. However, if all RPTC members approve the contents of the minutes, they may also be adopted at an earlier date. The minutes shall be signed for adoption by the RPTC Chairman, and sent to all Supervisory Board members as soon as possible.
- 5.6 Every Supervisory Board member shall have unlimited access to all RPTC data. Supervisory Board members shall exercise these rights in consultation with the RPTC Chairman and the Secretary of the RPTC.

Article 6
Remuneration

The members of the RPTC will not be paid any remuneration or other kind of compensation by the Company for their services rendered as a member of the RPTC.

Article 7
Application of the Charter SB

Articles 1.2, 1.7, 1.8, 5.2, 5.5, 5.6, 11.1, 12, 17, 18 and 19 of the Charter SB shall apply likewise to the Charter RPTC.

Article 8
Evaluation of the functioning of the RPTC and its members

- 8.1 Each year, the RPTC shall evaluate the Charter RPTC and shall submit any amendments to the Supervisory Board for approval.
- 8.2 Each year, the RPTC shall evaluate its own functioning and report on this to the Supervisory Board.