

RISK POLICY AND COMPLIANCE COMMITTEE CHARTER

NIBC

DATE
27 March 2018

ANNEX E

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

This charter governing the Risk Policy & Compliance Committee of the Supervisory Board (the “RPCC Charter”) of NIBC Holding N.V. and NIBC Bank N.V. (jointly referred to as “NIBC” or the “Company”) was adopted by the Supervisory Board of NIBC on 9 March 2018 with effective date 27 March 2018.

Article 1

Responsibilities of the Risk Policy & Compliance Committee (RPCC)

- 1.1 Without prejudice to Article 5.1. of the Charter of the Supervisory Board of NIBC (“SB charter”), the RPCC advises the Supervisory Board on its responsibilities relating to the supervision of the Company’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 Supervisory Board or otherwise, on credit, market, investment, liquidity, operational and compliance/regulatory risks, and any other material risks the Company is exposed to.
- 1.2 The RPCC’s responsibilities include supervising the organisation, design and functioning of the Company’s entire risk management framework in a proactive and forward-looking way. More specifically, the RPCC:
 - a. Approves the Company’s Risk Appetite framework; monitors that the risk profile of the Company remains within the Risk Appetite statements and approves deviations. Assesses whether the commercial activities in the general sense are appropriate in the context of the Company’s risk appetite.
 - b. Approves major policy changes and major changes in portfolio management principles that can significantly alter the risk profile of the Company, in the areas of the Company’s business lines.
 - c. 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 the Company;
 - d. Assesses and comments on proposals or reports relating to the taking, mitigation and/or monitoring of credit, market, investment, liquidity, operational and compliance/regulatory risks, and of any other material risk the Company is exposed to;
 - e. Assesses the impairment policy of the Company (specific impairments will be submitted for information);
 - f. Assesses the introduction of material new products or services, as well as the introduction of significant (process) changes within the Company.
- 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 the Company’s management report, the RPCC shall draw up an management report on its discussions and findings for the Supervisory Board.

Article 2

Information supply for the RPCC

- 2.1 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) Reports on the development of the Company's risk profile vis-à-vis the approved risk appetite.
 - b) Reports on the Company's Liquidity and Funding position.
 - c) Reports on the Company's Market Risk position.
 - d) Reports on the Company'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) Reports on the Company's Operational Risk position, including the introduction of material new products or services and significant (process) changes, as well as Information Security updates.
 - f) Reports on the usage of the economic capital;
 - g) Reports on compliance risks, the main regulatory developments, the relationship with the DNB, or other external parties such as the rating agencies.
 - h) The annual Basel III Pillar 3 report.
 - i) Summaries of relevant IAD reports on the topics listed in Items 2.1 a) to 2.1 h) above.
- 2.2 In addition to this regular information flow, the RPCC may request additional information that is important for the performance of its tasks. The Managing Board shall supply such information at the RPCC's earliest request.

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.
- 3.2 Without prejudice to Article 3.3 of the Charter SB, the composition of the RPCC shall meet the following requirements:
- a) A number of its members should have 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 must be independent within the meaning of Article 3.4 of the Charter SB.
- 3.3 Members are appointed for a term of four years. 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

Chairman and Secretary

- 4.1 Subject to the provision of Article 3 of this Charter, the Supervisory Board shall appoint one of the committee members as the RPCC Chairman. The Chairman is responsible for the correct functioning of the RPCC. He/she shall act as the RPCC's spokesperson and as the main contact for the Supervisory Board.
- 4.2 A Director or Managing Director of Risk, Legal, Compliance, CSR or a person designated by the CRO with the consent of the RPCC is the Secretary.

Article 5

RPCC 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 consider necessary. As a rule, the meetings are held at the Company's offices, but they may also be held elsewhere.
- 5.2 Unless the RPCC gives notice that it wishes to meet in the absence of other parties, meetings will be attended, as a minimum standard, by the Chief Risk Officer, at least one other member of the NIBC Holding Managing Board and the RPCC 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 Chairman 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 Secretary shall take minutes of RPCC meetings. 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. The minutes shall be signed for adoption by the Chairman and the CRO, and sent to all Supervisory Board members as soon as possible.
- 5.6 Every Supervisory Board member shall have unlimited access to all RPCC information. Supervisory Board members shall exercise these rights in consultation with the Chairman and the Secretary of the RPCC.

Article 7

Application of the Charter SB

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

Article 8

Evaluation of the functioning of the RPCC and its members

- 8.1 Each year, the RPCC shall evaluate the Charter RPCC and shall submit any amendments to the

Supervisory Board for approval.

- 8.2 Each year, the RPCC shall evaluate its own functioning and report on this to the Supervisory Board.