

## **CHARTER CORPORATE GOVERNANCE AND NOMINATION COMMITTEE**

This charter has been approved by the Supervisory Board of Credit Europe Bank N.V. on 8 September 2017.

### **Article 1**

#### **Definitions**

- Bank** means Credit Europe Bank N.V., incorporated under the laws of the Netherlands, having its registered office at Karspeldreef 6a, 1101 CJ Amsterdam, The Netherlands;
- Committee** means the Corporate Governance and Nomination Committee, a sub-committee of the Supervisory Board and the subject of this charter;
- Supervisory Board** means the Supervisory Board of the Bank.

### **Article 2**

#### **Status of this charter**

- 2.1 This charter sets forth the tasks, functions, responsibilities, authorities, composition 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 of the Bank.

### **Article 3**

#### **Composition of the Committee**

- 3.1 The Committee consists of at least two (2) members –of which at least one (1) is an independent Supervisory Board member. All members need to be member of the Supervisory Board.
- 3.2 The members of the Committee are appointed by, and can at any time be dismissed by the Supervisory Board.
- 3.3 The Committee chooses its own chairman.
- 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 Corporate Secretary of the Bank is secretary of the Committee. His/her tasks may be delegated to another person – after approval of the chairman of the Committee.

- 3.6 In general, the CEO and/or another member of the Managing Board of the Bank will participate in the meetings of the Committee. He/they will join in the Committee discussions; he/they will not have a voting right.

#### **Article 4**

##### **Tasks and responsibilities**

- 4.1 The general task of the Committee is to prepare the resolutions to be taken by the Supervisory Board in the field of corporate governance and nomination.
- 4.2 The Committee has at least the following tasks:  
As far as the subject of 'corporate governance' is concerned:
- a. keep the Supervisory Board informed on applicable rules and/or best practices in Dutch and international corporate governance rules, update the Supervisory Board on developments, review these rules and/or best practices for applicability to the Bank and/or advise on adjustments;
  - b. review the implementation of corporate governance principles and -practices in the Bank and advise on adjustments. Recommend the Supervisory Board on updates to the Bank's corporate governance guidelines and – practices;
  - c. discuss with the Managing Board of the Bank the functioning of the corporate governance framework in the Bank and its subsidiaries;
  - d. review, consider and/or advise implementation of applicable corporate governance rules and/or best practices in the Bank's subsidiaries; and
  - e. arrange for periodical evaluation of the functioning of the collectivity and of the individuals in the Managing Board and Supervisory Board.
- As far as the nomination is concerned:
- f. establishment of selection criteria, the profile and the nomination process for members of the Supervisory Board and the Managing Board of the Bank – subject to the Dutch (supervisory) rules for nomination. The selection criteria and profile for the Supervisory- and Managing Board shall take into account requirements resulting from the Dutch Corporate Governance Code, the Banking Code and the 'suitability' requirements and other regulatory requirements issued from time to time by the Dutch (supervisory) authorities;
  - g. advising the profile of the Supervisory Board candidate and/or the profile of a Managing Board member to the Supervisory Board (and subsequently to the General Meeting) of the Bank prior to its decision making;
  - h. periodical evaluation of the size and composition of the Supervisory Board and the Managing Board of the Bank;
  - i. advise on the dismissal and retirement of members of the Bank's Managing Board;
  - j. make proposals for (re)appointments of Supervisory- and Managing Board members consistent with the selection criteria and profile referred to under (f) hereinabove;
  - k. supervise the Managing Board's policy re. selection criteria and nomination procedures for senior management within the Bank;
  - l. preparing a plan for the succession of the Supervisory Board and Managing Board members; and
  - m. supervise, consider and regularly review the succession planning for the CEO and other key positions within the Bank.
- 4.3 The Committee shall have authority to retain and terminate any search firm that is experienced in identifying candidates for the Supervisory Board or Managing

Board of the Bank and the Committee has the authority to approve of fees and other retention terms for such firm.

- 4.4 The tasks and responsibilities of the Committee will never extend beyond those of the Supervisory Board. The Supervisory Board remains responsible, collectively, for the fulfillment of its task.

## **Article 5 Meetings**

- 5.1 The Committee meets 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 and arrange a meeting.
- 5.2 The agenda for the meeting is sent to all members of the Committee at least four (4) working days before the meeting date. For each agenda item, as much as available, any relevant documentation and information is provided.
- 5.3 The Committee may invite other senior staff from the Bank and/or experts to a meeting.
- 5.4 All members of the Committee are expected to attend each meeting, in person or via telephone or via videoconference.
- 5.5 The secretary to the meeting shall draft minutes of the items discussed during a meeting of the Committee.

## **Article 6 Reporting to the Supervisory Board**

- 6.1 At every Supervisory Board meeting, the chairman of the Committee 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 (the "Report").
- 6.2 Each member of the Supervisory Board has unlimited access to the written Reports and all other information belonging to the Committee.

## **Article 7 Miscellaneous**

- 7.1 The Supervisory Board may amend this charter at any time.
- 7.2 This charter and the composition of the Committee shall be published on the Bank's website.

Amsterdam, September 2017.