

**RELATED PARTY
TRANSACTIONS
COMMITTEE
CHARTER**

NIBC

DATE
December 2019

ANNEX F
CHARTER GOVERNING THE RELATED PARTY TRANSACTIONS COMMITTEE
OF THE SUPERVISORY BOARD

This Charter governing the Related Party Transactions Committee of the Supervisory Board (the "Charter RPTC") 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 16 December 2019 with effective date 17 December 2019.

Article 1

Responsibilities of the Related Party Transactions Committee (RPTC)

1.1 Without prejudice to Article 5.1. of the Charter of the Supervisory Board of NIBC ("SB charter"), the RPTC assists the Supervisory Board in assessing material related party transactions, being transactions between NIBC and any of its subsidiaries with a person or group of persons who hold(s), directly or indirectly, at least 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 EUR 10 million and/or that is considered inside information

Any transactions that qualify as related party transactions but which are offered at the same time also to all other shareholders (such as dividend distributions) are not considered related party transactions under this Charter.

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. Any material related party transaction that is not executed in the normal course of business or which conditions deviate from normal market conditions is subject to approval by the Supervisory Board.

1.3 Any material related party transaction that would qualify as inside information and is not executed in the normal course of business or which conditions deviate from normal market conditions will be made public at the time of the transaction. The communication on this transaction will include at least information on the nature of the relationship with the related party, the name of the related party, the date of the transaction, the value of the transaction and any other information that is necessary to judge whether the transaction is reasonable and fair from the view of NIBC and the shareholders that are not related parties. Non material transactions that were concluded in the same calendar year with the same related party, will be combined in order to judge materiality.

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 at least three members who will 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 RPTC shall meet the requirement that all of the members of the RPTC shall consist of members who are independent within the meaning of Article 3.4 of the Charter SB.
- 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

Chair 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 Chair. The RPTC Chair 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 & Compliance 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 as 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.
- 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

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

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 On adhoc basis, the RPTC shall evaluate its own functioning and report on this to the Supervisory Board.