

**CHARTER  
COMPLIANCE OVERSIGHT  
COMMITTEE**

This charter is approved by the Supervisory Board of Credit Europe Bank N.V.

**Article 1  
Definitions**

Bank	means Credit Europe Bank N.V. (its Head Office, branches and overseas liaison office), incorporated under the laws of the Netherlands, having its registered office at Karspeldreef 6a, 1101 CJ Amsterdam, The Netherlands;
CEB Group	means the Bank, its banking- and non-banking subsidiaries;
Committee	means the Compliance Oversight Committee, the subject of this charter;
Compliance Charter	means the Compliance Charter of the Bank which describes the governance, roles and responsibilities, and the scope of the compliance function at the Bank;
Group Head of Compliance	means the officer employed by the Bank who has assumed responsibility for the function of Head of Compliance of CEB Group;
Managing Board	means the Managing Board of the Bank;
Report	means the report of the Committee as described in article 6 hereof;
Supervisory Board	means the Supervisory Board of the Bank.

## **Article 2**

### **Status of this charter**

- 2.1 This charter sets forth the composition, tasks and responsibilities, authorities, and work method of the Committee.
- 2.2 This charter is established by the Supervisory Board in accordance with the relevant provision(s) of the charter governing the Supervisory Board.

## **Article 3**

### **Composition of the Committee**

- 3.1 The Committee consists of at least three (3) members of the Supervisory Board, of which at least:
  - one (1) is also member of the Audit & Risk Committee, and
  - one (1) is an independent Supervisory Board member.

The replacement of a member of the Committee if one of the members is absent, shall be arranged for on a case by case basis.

- 3.2 All members of the Committee are appointed by, and can at any time be dismissed as member of the Committee by the Supervisory Board.
- 3.3 The Committee chooses its own chair, who must be an independent Supervisory Board member at all times.
- 3.4 Membership of the Committee will be reviewed annually by the Supervisory Board. In general, the term of membership of the Committee is not fixed upfront. The term is determined by the composition of the Supervisory Board, the Managing Board, and the other committees linked to the Supervisory Board.
- 3.5 The secretary of the Committee shall be Group Head of Compliance. His/her tasks may be delegated to another person with the prior approval of the chair of the Committee.
- 3.6 The secretary shall draft minutes of the items discussed during a meeting of the Committee. During absence of the secretary, the minutes will be drafted by a staff member of the Bank's compliance function.

## **Article 4**

### **Tasks and responsibilities**

- 4.1 The Committee is a standing subcommittee of the Supervisory Board that has as its general responsibility to assist the Supervisory Board in overseeing the overall compliance framework that is designed, in light of applicable local and international legal and regulatory requirements, to respond to the various compliance and regulatory risks CEB Group is exposed to.
- 4.2 The Committee has at least the following tasks:
- a. Keep the Supervisory Board informed and updated on any relevant developments and/or best practices in the field of compliance, in particular in the area of financial-economic crime (FEC) prevention (i.e. prevention of, inter alia, money-laundering and terrorism financing, tax evasion and aggressive tax planning, violation of sanctions regulations and corruption including bribery), and review these developments and/or best practices for applicability to CEB Group;
  - b. Review the design, implementation and maintenance of the Compliance Charter and the compliance principles within CEB Group and where appropriate, advise on adjustments and/or updates to be made to the Compliance Charter and the compliance principles;
  - c. Supervise the efforts undertaken by the Managing Board to mitigate the compliance risk to CEB Group in all forms, such as the execution and effectiveness of the compliance framework in CEB Group (including but not limited to the adherence to applicable legal and regulatory obligations in the FEC domain, the results of compliance risk assessments, the results of the compliance monitoring program, the results of the compliance training program, and follow-up (including disciplinary action) of any fraudulent acts or non-compliance);
  - d. Give guidance on how to further develop and improve one or more of the items mentioned under b. and c. (insofar and to the extent necessary or appropriate); and
  - e. Review the findings of any internal or external compliance audits, i.e. audits related to areas in scope of the compliance functions within CEB Group.
- 4.3 It is not the task of the Committee to plan or conduct compliance audits, to conduct investigations or to assure compliance with legal or regulatory requirements or CEB Group's internal compliance policies, procedures and controls. These are all responsibilities of the Managing Board.

## **Article 5 Meetings**

- 5.1 The Committee meets at least quarterly, or more frequent as circumstances dictate. Any member of the Committee can take the initiative to call for and arrange a meeting.

As a standard procedure, the CEO and CRO of the Bank shall attend the meeting of the Committee, except for the meeting referred to in article 5.4.

- 5.2 The agenda and any relevant information and/or documentation (if any) for the meeting are made available to all members of the Committee at least seven (7) calendar days prior to the meeting date.
- 5.3 At his sole discretion, the chair of the Committee may invite other persons (such as directors, officers or other employees of CEB Group) – whose attendance the chair deems helpful or appropriate to the Committee – to attend all or part of any Committee meeting.
- 5.4 The Committee meets with Group Head of Compliance as often as it considers necessary but at least once a year, without Managing Board being present.
- 5.5 All members of the Committee are expected to attend each meeting, in person or via telephone or via videoconference.

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

- 6.1 At every Supervisory Board meeting, the chair 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 Committee shall review and reassess the adequacy of this charter at least annually.
- 7.2 This charter and the composition of the Committee shall be published on the Bank's website.

Amsterdam, March 2023