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REGULATIONS FOR THE SUPERVISORY BOARD OF DE VOLKSBANK N.V.

30 March 2019

De Volksbank N.V. (de Volksbank) consists of four brands (trade names): ASN Bank, BLG Wonen, RegioBank and SNS. These brands operate under the banking licence of de Volksbank. De Volksbank is a wholly-owned subsidiary of Stichting administratiekantoor beheer financiële instellingen (NLF1). NLF1 issued depositary receipts for shares to the Dutch State.

The mission of de Volksbank is: "Banking with a human touch". To live up to this mission, de Volksbank has formulated an ambition based on the principle of Shared Value. Shared Value will optimise the aggregate value from which all stakeholders can benefit.

De Volksbank applies the Banking Code and the Dutch Corporate Governance Code. In the annual report and on the website www.devolkswagen.nl it is explained in which manner the codes have been applied.

Article 1 Definitions

AC:	the Audit Committee of the SB
GM:	the general meeting of shareholders of de Volksbank
Board:	the board of directors of de Volksbank
MOC:	de Mens en Organisatie Commissie van de RvC (<i>people and organisation committee of the SB</i>)
MoU:	the memorandum of understanding between NLF1 and de Volksbank
WC:	the works council of de Volksbank
RC:	the Risk Committee of the SB
Regulations:	the rules set out in this document, together constituting the regulations for the SB
SB:	the supervisory board of de Volksbank
Secretary:	the company secretary of de Volksbank
Articles:	the articles of association of de Volksbank
Report:	the report of the Board which is part of the annual accounts of de Volksbank
de Volksbank:	de Volksbank N.V.

Article 2 Role and status of the Regulations

- 2.1 The Regulations are based on the Articles. These Regulations are supplementary to statutory law provisions and the Articles. The members of the SB shall comply with the rules included in the Regulations.
- 2.2 The amended Regulations were adopted at the SB meeting on 6 March 2019. By way of the aforementioned resolution of the SB to amend the Regulations (each of the members of) the SB

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has agreed to the contents of the amended Regulations and to observe the rules contained in these Regulations. These Regulations are effective as of 30 March 2019.

- 2.3 These Regulations can be amended whenever the SB so decides.
- 2.4 When adopting a resolution to amend these Regulations (each of the members of) the SB shall also declare to agree to the contents thereof and to comply with the rules contained in these Regulations.
- 2.5 Prior to his or her appointment, a new member to the SB shall declare that he or she agrees to the contents of the Regulations and shall comply with the rules of the Regulations.
- 2.6 Notwithstanding the provisions of the Regulations and the Articles (each of the members of) the SB shall act in accordance with the MoU.
- 2.7 In the event that the provisions of the Regulations conflict with the provisions of the Articles, the Articles shall prevail.

Article 3 Composition of the SB

- 3.1 The SB shall comprise of at least three members. The GM appoints, dismisses and/or suspends the members of the SB. One third of the members of the SB shall be appointed by the GM on the basis of the enhanced right of recommendation of the WC.
- 3.2 The SB has sufficient expertise and shall be composed in such a way that it is able to properly perform its duties. The SB shall draw up a profile for the composition of the SB. Such profile shall define the required expertise, integrity, diversity and availability.
- 3.3 Persons may not be appointed as a member of the SB if they (i) are employed by de Volksbank, (ii) are employed by a dependent company, (iii) employed by a workers organisation that is involved in the determination of conditions of employment of persons who are employed by de Volksbank and/or a dependent company, (iv) are managing director at NLF1, (v) are managing director and/or supervisory director of a legal entity as mentioned in Section 2 of the Act on the administrative office for the management of financial institutions (*Wet administratiekantoor beheer financiële instellingen*). All (additional) positions of the members shall be notified periodically by each of the members to the chairman of the SB and the Compliance department of de Volksbank.
- 3.4 The (chairman of the) SB shall periodically and timely discuss the rotation schedule of the SB members. With reference to the articles of association of de Volksbank, a member of the SB can be appointed twice for a period that runs up and to the first GM that is held after four years have lapsed from the date of his or her (re)appointment. After that, a third or a fourth reappointment is possible under certain circumstances. In addition hereto, in case of a third and a potential fourth reappointment of a member of the SB, the appointment periods shall run up and to the first GM that is held after two years have lapsed from the date of his or her

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reappointment. In which case, such reappointment is to be accounted for in the Report. In case of a reappointment the following shall be taken into account: (i) the current profile for the composition and (ii) the performance of the relevant member of the SB.

- 3.5 If a member of the SB is not independent within the meaning of the Dutch Corporate Governance Code, the chairman of the SB will be informed immediately by the relevant member of the SB. The relevant member of the SB shall mention which criterion or criteria of dependence exists with respect to such member, his or her spouse, registered partner or other life companion, foster child or relative by blood or affinity up to the second degree.
- 3.6 The chairman of the SB shall ensure that all new members of the Board and SB shall follow an introduction programme.

Article 4 Chairman of the SB

- 4.1 The chairman of the SB shall coordinate all activities of the SB and shall pay attention to the proper functioning of the (committees of the) SB. The chairman of the SB shall ensure that good relationships are maintained between the SB and the Board, GM and WC. Furthermore, the chairman of the SB shall ensure that the SB shall, in good time, be closely involved in a merger or acquisition process.

The chairman of the SB has regular meetings with the chairman of the Board. The chairman of the SB may always be contacted by other members of the SB and the GM. In addition, the chairman of the SB is the primary contact (of the SB) for the Board and the GM. Of these contacts, the chairman of the SB will keep the other members of the SB accurately and regularly informed. The chairman of the SB shall be assisted in this role by the Secretary.

- 4.2 When the occasion arises, the vice chairman of the SB shall replace the chairman of the SB. The vice chairman of the SB shall also be the primary contact for members of the SB and members of the Board on the performance of the chairman of the SB.

Article 5 Committees of the SB

- 5.1 The SB has the following committees: (i) the AC, (ii) the RC and (iii) the MOCo.
- 5.2 The committees shall be composed by the SB from among its members. The SB shall compose the committees in such a manner that all members contribute to the activities of the committees. The SB shall appoint from among its members the chairmen of the committees. The Report shall set out (i) the composition of the various committees, (ii) the number of committee meetings and (iii) the main items discussed.
- 5.3 The SB shall draw up regulations for each committee. These regulations may be amended whenever the SB so decides.

Article 6 Duties

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- 6.1 The SB (i) is collectively responsible for the supervision on the Board, (ii) additionally has an advising role to the Board and (iii) fulfils duties of an employer to the members of the Board.

The following subjects fall within the scope of this supervision:

(i) achieving the (strategic) objectives of de Volksbank, taking into account Shared Value, sustainability, long-term value creation and the related risk profile, (ii) social aspects of entrepreneurship, (iii) risk policy and risk management and control systems, (iv) the financial reporting process, (v) well-functioning checks and balances, with adequate compliance policies, (vi) a robust IT infrastructure, (vii) integrity of business operations, (viii) the relationship with the shareholder, (ix) adequate provision of information by the Board and (x) the duties of an employer to the members of the Board.

The SB shall render account to the execution of its duties to the GM and shall inform the WC if and when required by the Works Council Act (*Wet op de ondernemingsraden*).

- 6.2 The SB shall encourage responsible behaviour and a sound culture, both at the top and throughout the entire business of de Volksbank and shall ensure that the Board properly performs its duties in this respect.
- 6.3 The SB shall supervise the set up and enforcement by the Board of internal procedures to prevent impairment of integrity of important (financial) information of the Board relating to de Volksbank, its subsidiaries and affiliated companies.

The SB shall supervise the assurance by the Board of the completeness, accuracy and timeliness of the process of external financial reporting.

- 6.4 The assessment of the performance of the external auditor (whether drawn up in cooperation with the AC or not) shall be carried out by the Board at least once every four years. The SB and the GM shall receive the most relevant conclusions of the assessment by the Board.

In addition, the Board shall advise the SB on (i) the nomination for the appointment of an external auditor and (ii) proposals for the withdrawal of the assignment of the external auditor. The SB shall nominate a candidate to the GM for the appointment of a new external auditor or shall make a proposal to the GM to withdraw the assignment. The GM shall appoint the external auditor or withdraw the assignment.

Annually (and earlier if necessary), the SB shall receive from the Board a report on any developments in the relationship with the external auditor. This report in particular includes: (i) the quality of the external auditor's services, (ii) the independence of the external auditor and (iii) the obligation to rotate (responsible partners at) the accountancy firm in charge of the external audit.

- 6.5 The SB shall invite the external auditor once a year (i) to explain the management letter and auditor's report, and (ii) to express his opinion on the financial statements.

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- 6.6 The SB shall discuss at least once a year (and earlier if required): (i) the strategy including the related risks and (ii) the findings of the assessment by the Board of the risk management and control systems of de Volksbank. These discussions shall be included in the Report.
- 6.7 Any discussion and assessment (by the SB) of the risk policy and the risk management and control systems shall be prepared by the RC. The SB shall receive all relevant information from the Board.
- 6.8 The SB shall be responsible for the succession policy (*opvolgingsbeleid*) of the Board. Any discussion and assessment (by the SB) of the Board's succession policy shall be prepared by the MOC_o. The SB shall receive all relevant information from the Board.
- 6.9 The SB shall approve the general principles of the remuneration policy for the Board, senior management and Identified Staff. In addition thereto, the SB shall also approve the proposed principles of the remuneration policy for other employees of de Volksbank. The principles of the remuneration policy for the Board, senior management and Identified Staff shall be periodically reviewed by the SB. The SB is also responsible for supervising the implementation of the remuneration policy of the Board, senior management and Identified Staff

The SB is responsible for the remuneration policy of the Board. Every discussion and review (by the SB) of the remuneration policy of the Board shall be prepared by the MOC_o. The SB shall receive all relevant information from the Board for this purpose. The SB shall submit the remuneration policy of the Board to the GM for adoption. The remuneration of the Board shall ultimately be adopted in accordance with the provisions of the Articles of de Volksbank and the Regulations for the MOC_o.

The SB shall ensure that at least once a year a central and independent internal review will be carried out to test the implementation of the remuneration of the Board, senior management and Identified Staff and of the other employees of de Volksbank on compliance with the remuneration policy and procedures.

The SB shall adopt the remuneration report. This remuneration report shall be prepared by the MOC_o and shall provide insight into the remuneration policy of the Board and the SB and the implementation thereof.

- 6.10 The SB shall, in the absence of the Board, annually discuss (i) its own performance, (ii) the performance of the individual members of the SB, (iii) the functioning of the AC, RC and MOC_o, (iv) the desired profile, composition and competences of the (members of the) SB, (v) the relationship with the Board, (vi) the effectiveness of the ongoing training programme, as well as the conclusions to be drawn from this. It shall also discuss the desired profile, composition and competences of the SB.

This evaluation shall once every three years be carried out under independent, external supervision. The Report shall mention this evaluation.

- 6.11 The SB shall, in the absence of the Board, annually discuss the performance of (the individual members of) the Board and any conclusions to be drawn from this. The SB shall ensure that

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members of the Board can continue to meet the eligibility requirements of the Dutch Central Bank and Netherlands Authority for the Financial Markets. For this purpose the members of the MOCo will hold meetings with the individual members of the Board and the Secretary. Mention of this evaluation of the performances shall be made in the Report.

- 6.12 The chairman of the SB shall ensure that the performance of each member of the Board and each member of the SB shall be assessed at least once a year.
- 6.13 In exercising their duties, the members of the SB shall weigh the interests of customers, employees, society, shareholder(s) and other stakeholders.
- 6.14 The chairman of the SB shall ensure that all members of the SB shall receive all information required to properly perform their duties. In addition, the members of the SB are each responsible for requesting from the Board and the external auditor all required information to properly perform its duties as a supervisory body. The SB may obtain information from staff and external advisers of de Volksbank. The SB may require certain staff members and external advisers to attend SB meetings.

Article 7 Secretary to the SB

- 7.1 The position of secretary of the SB shall be filled by the Company Secretary.
- 7.2 The Secretary is not a member of the SB. The Secretary shall ensure that the proper procedures are followed and that the SB shall act in accordance with legal and statutory obligations. The Secretary shall assist the chairman of the SB in the actual organisation of the (meetings of the) SB. Furthermore, the Secretary shall assist the chairman of the SB with scheduling meetings, evaluations and training programs.
- 7.3 If the Secretary identifies that the interests of the Board and the SB differ and a (loyalty)conflict may arise for the Secretary as a result of this, the Secretary shall notify this to the chairman of the SB.

Article 8 Meetings

- 8.1 In principle the SB shall meet at least six times a year in accordance with a schedule drawn up annually at the offices of de Volksbank in Utrecht. Upon request of one of more members of the SB additional meetings shall be scheduled and convened.
- 8.2 The SB may also adopt resolutions outside of meetings. All members of the SB shall then cast their vote in writing or by e-mail to the attention of the Secretary. The Secretary shall keep the

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documents containing evidence of any such resolution being adopted in the (digital) minute book and the archive of the SB.

- 8.3 SB meetings shall be chaired by the chairman of the SB. The chairman of the SB shall strive for an optimal participation of each of the members of the SB in the decision making and shall ensure that there is sufficient time for deliberations. In the absence of the chairman of the SB, the meeting shall be chaired by the vice chairman of the SB, unless the SB decides otherwise. The members of the Board shall have a standing invitation to attend the meetings of the SB.
- 8.4 Each SB member shall be sufficiently available and contactable to properly perform his duties and attend meetings of the SB and committees of which the relevant member of the SB is a member. The Report shall mention the attendance rate of the SB members at meetings of the (committees of the) SB. If members of the SB are absent regularly, they are addressed by the chairman of the SB.
- 8.5 After consultation with the Secretary, the agenda for the meeting shall be drawn up by the chairman of the SB. All members can announce items to be put on the agenda for the meeting of the SB and submit these to the Secretary. If one of the items on the agenda requires a resolution by the SB, the meeting documents shall contain a proposal for the resolution to be adopted.
- 8.6 The SB shall decide by a majority of votes cast. In the event of a tie, the chairman of the SB shall have a decisive vote. If due to circumstances the SB only consists of two members a proposal shall be rejected in case of a tie. The SB cannot adopt resolutions if the majority of members is either not present or not represented.
- 8.7 The Secretary is responsible for the minutes of the SB meetings. In the Secretary's absence the chairman of the SB shall appoint a minute taker for that meeting. Minutes will be drafted and circulated among all the members of the SB and shall be adopted at the next SB meeting. If all members of the SB agree to the contents of the draft minutes the adoption may also occur earlier. The Secretary is authorised to provide extracts from the minutes of the meeting of the SB.

Article 9 Relations with the GM and the WC

- 9.1 The chairman of the SB shall ensure that the meetings of the GM shall be held in an orderly and efficient manner and that the communication with the GM shall be effective. SB shall timely provide all requests for information by the GM, unless this is undesirable or impossible due to material interests of de Volksbank. The SB shall timely provide the WC with requested information and shall timely meet the requests of the WC (pursuant to the Works Council Act). Both the GM and the WC may file a request for information with the chairman of the SB or the Secretary.
- 9.2 If legally required or otherwise desired, the SB shall be represented by one or more members of the SB at the consultation meetings with the WC.

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Article 10 Ongoing training

- 10.1 The chairman of the SB shall ensure that an ongoing training programme is available to the members of the SB, which shall serve to maintain the level of expertise of the members of the SB and broaden it. This programme shall in any event relate to relevant developments in the bank and the financial services industry, to corporate governance, to the duty of care towards customers, ethical business conduct (integrity), IT infrastructure, risk management, financial reporting and audit. This programme comprises at least three sessions per year.
- 10.2 All members of the SB are obliged to attend at least three sessions per year. The chairman of the SB monitors participation of the members of the SB in the ongoing training programme.

Article 11 Conflict of interest

- 11.1 A member of the SB shall promptly notify the chairman of the SB and the other members of the SB of any (potential) conflict of interest. Such notification shall be supplemented by all relevant information. The SB shall, in the absence of the respective member of the SB, assess whether or not a conflict of interest exists and shall determine the consequences thereof. The chairman of the SB shall immediately report any conflict of interest on his or her part to the vice chairman of the SB. Transactions involving a conflict of interest that is of material significance to de Volksbank and/or the relevant member of the SB, shall be published in the Report stating the conflict of interest.
- 11.2 A member of the SB shall not take part in the discussion and decision-making on any subject or transaction in which his or her interests conflict with those of de Volksbank.
- 11.3 In the event of a (potential) conflict of interest of the external auditor the articles 11.1 and 11.2 of the Regulations shall apply equally to the extent possible.

Article 12 Integrity

- 12.1 The SB is responsible for the supervision on the ethical business conduct in de Volksbank. The Board has drawn up and implemented relevant policies. In addition hereto, ethical business conduct is pursued by openness and accountability between members of the SB themselves, but also through communication with other bodies and committees of de Volksbank.
- 12.2 At least once a year the (committees of the) SB shall receive from the Board a report on the compliance with any regulations on ethical business conduct and the management of related risks. Furthermore, the Board shall notify the chairman of the SB of any signals of (suspicions of) malpractices and irregularities within de Volksbank (and its affiliated companies).
- 12.3 The SB shall supervise the operation of the notification procedure and appropriate and independent investigations into any signals of malpractices and irregularities. If a malpractice or irregularity is detected, the SB shall give adequate follow-up. If the malpractice or irregularity is related to the Board, the SB may set up an investigation on its own initiative to ensure the independence of the investigation.

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- 12.4 Members of the SB shall be bound by all regulations on integrity stipulated by law and all internal rules on integrity, including the 'Common Sense, Clear Conscience' code of conduct.
- 12.5 Members of the SB shall exercise due discretion in handling all information and documentation received by them, all in accordance with all regulations on integrity stipulated by law and internal rules on integrity (as referred to in article 12.4). In case of an integrity issue the relevant member of the SB shall promptly bring the matter to the attention of the other members of the SB.

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ANNEX A

OVERVIEW OF AMENDMENTS TO THESE REGULATIONS AS OF 1 JULY 2014:

The Regulations were adopted and amended as follows:

1. The Regulations were adopted by the SB as of 1 July 2014 at its meeting of 14 May 2014.
2. The Regulations were amended by the SB as of 30 September 2015 at its SB meeting of 17 September 2015.
3. The Regulations were amended by the SB at its meeting of 23 March 2016.
4. The Regulations were amended by the SB as of 1 January 2017 in its meeting of 18 November 2016.
5. The Regulations were amended by the SB as of 8 March 2017 in its meeting of 8 March 2017.
6. The Regulations were amended by the SB as of 23 August 2017 in its meeting of 23 August 2017.
7. The Regulations were amended by the SB as of 13 December 2018 in its meeting of 13 December 2018.
8. The Regulations were amended by the SB as of 30 March 2019 in its meeting of 6 March 2019.