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## **REGULATIONS FOR THE RISK & COMPLIANCE COMMITTEE OF THE SUPERVISORY BOARD OF DE VOLKSBANK N.V.**

13 February 2020

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 financiële instellingen* (NLFi). NLFi 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 pursues Shared Value. Shared Value optimises the aggregate value for all stakeholders.

De Volksbank applies the Banking Code and the Dutch Corporate Governance Code. The annual report and the website [www.devolksbank.nl](http://www.devolksbank.nl) set out how de Volksbank applies these codes.

### **Article 1 Definitions**

GM:	the general meeting of shareholders of de Volksbank
Board:	the board of directors of de Volksbank
MoU:	the memorandum of understanding between NLFi and de Volksbank
WC:	the works council of de Volksbank
R&CC:	the Risk & Compliance Committee of the SB
Regulations:	the rules set out in this document, together constituting the regulations for the R&CC
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 These Regulations govern the duties, functions, responsibilities, powers and procedures of the R&CC. These Regulations are based on the Articles. The Regulations are supplementary to statutory law provisions, the Articles and the Regulations for the SB. The members of the R&CC shall observe the rules included in the Regulations.
- 2.2 The amended Regulations were formally amended and adopted at the SB meeting on 13 February 2020. By way of the aforementioned resolution of the SB to amend the Regulations (each of the members of) the SB has agreed to the contents of the amended Regulations and to comply with the rules contained in these Regulations. These Regulations are effective as of 13 February 2020.
- 2.3 These Regulations can be amended whenever the SB so decides. Proposed amendments shall be discussed by the R&CC beforehand.

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- 2.4 These Regulations shall be provided to a new member of the R&CC prior to his or her appointment. Prior to his or her appointment, he or she shall subsequently declare that he or she agrees to the contents of these Regulations and shall comply with the rules as set out in these Regulations.
- 2.5 Upon the adoption of a resolution to amend these Regulations (each of the relevant members of) the SB declares to agree to the contents thereof and to observe the rules contained in these Regulations.
- 2.6 Notwithstanding the provisions of the Regulations and the Articles (each of the members of) the R&CC 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 R&CC**

- 3.1 The R&CC shall comprise a number to be determined by the SB of at least three members of the SB. The SB appoints the members and the chairman of the R&CC. The chairman of SB shall not fulfil the role of chairman of the R&CC. The SB shall have the authority to dismiss a committee member.
- 3.2 Members of the R&CC shall have thorough knowledge of the financial aspects of risk management or the necessary experience to permit a thorough assessment of risks.
- 3.3 Membership of the R&CC shall cease once the respective member of the R&CC is no longer in office as a member of the SB. A member of the R&CC may decide to step down as a member of the R&CC without stepping down as a member of the SB at the same time.

### **Article 4 Duties**

- 4.1 The duties of the R&CC shall support (the preparation of) the decision-making by the SB.

The R&CC shall provide advice to the SB in, inter alia, the following areas:

- (i) the profile of the financial and non-financial risks of de Volksbank and whether or not this profile corresponds with the Risk Appetite Statement;
- (ii) the evaluation if the business activities in a general sense fit within the risk appetite of de Volksbank in relation to the entrepreneurship and return (the strategic risk analysis);
- (iii) the management of the financial and non-financial risks, including discussions on reports related to those risks;
- (iv) the processes related to product approval of new products of de Volksbank;
- (v) the risk assessment on the remuneration policy of de Volksbank;
- (vi) the whistleblowing policy of de Volksbank (*klokkenluidersregeling*);
- (vii) the governance, ethics and compliance within de Volksbank.

These subjects shall be discussed at least once a year.

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- 4.2 At least once a year, the RC shall discuss the risk management policy of de Volksbank.
- 4.3 The R&CC shall annually evaluate the effectiveness of the Compliance Function in which context the R&CC shall review the achievement of the objectives of the Compliance Function, the follow-up status of the recommendations by the supervisory authorities and the findings of Internal Audit. The R&CC informs the Compliance Director proactively and completely transparently about all matters that may affect the effectiveness of the Compliance Function, including the aforementioned evaluation.
- 4.4 In exercising their duties, the members of the R&CC shall weigh the interests of customers, employees, society, shareholder(s) and other stakeholders.
- 4.5 The chairman of the R&CC shall provide the SB with all information requested by the SB on the manner in which the R&CC performs its duties.

## **Article 5 Secretary**

- 5.1 The position of secretary of the R&CC shall be filled by the Secretary or a person designated by the R&CC or SB. The secretary of the R&CC is not a member of the R&CC. The Secretary shall ensure that the proper procedures are followed and that the R&CC shall act in accordance with legal and statutory obligations. The Secretary shall assist the chairman of the R&CC in the actual organisation of the (meetings of the) R&CC.
- 5.2 The SB shall receive the minutes of the meetings of the R&CC and is authorised the review the meeting documents.

## **Article 6 Meetings**

- 6.1 The R&CC shall meet at least three times a year in accordance with a schedule drawn up annually. Upon request of one of more members of the R&CC additional meetings shall be scheduled and convened.
- 6.2 The R&CC may also adopt resolutions outside of meetings. All members of the R&CC shall then cast their vote in writing or by e-mail to the attention of the Secretary. The Secretary shall keep the documents containing evidence of any such resolution being adopted in the (digital) minute book and the archive of the R&CC.
- 6.3 R&CC meetings shall be chaired by the chairman of the R&CC. The chairman of the R&CC shall strive for an optimal participation of each of the members of the R&CC.
- 6.4 The CEO, CFO, CRO, the Audit director and the director Compliance & Security (*Compliance & Veiligheidszaken*) shall be invited to the meetings of the R&CC permanently.

The R&CC shall decide whether or not and when other staff members of de Volksbank shall attend (part of) its meetings.

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At least once a year, the R&CC shall invite the external auditor to a meeting, in which the persons mentioned above are not present. As a rule, the Audit director shall join that meeting.

- 6.5 After consultation with the Secretary, the agenda for the meeting shall be drawn up by the chairman of the R&CC. All members can announce items to be put on the agenda for the meeting of the R&CC and submit these to the Secretary.
- 6.6 The chairman of the R&CC shall hold a preliminary consultation with the CRO prior to each meeting.
- 6.7 The R&CC shall decide by a majority of votes cast. In order to be able to give advice, at least two members of the R&CC have to be present at a meeting. In the event of a tie, the relevant item on the agenda shall be forwarded to the SB for a decision by the SB.
- 6.8 The Secretary or the person designated by either the SB or the R&CC is responsible for the minutes of the R&CC meetings. Draft minutes shall be circulated among the members of the R&CC and shall be adopted at the next R&CC meeting. If all members of the R&CC agree to the contents of the draft minutes the adoption may also occur earlier. The Secretary shall – at his or her own discretion or on the basis of a legal obligation – be authorised to provide extracts from the minutes of the meeting of the R&CC to stakeholders.

#### **Article 7 Miscellaneous**

- 7.1 If and when desired the R&CC may, at the expense of de Volksbank, obtain advice from experts in order to be able to properly perform its duties.
- 7.2 The members of the R&CC shall have access to all business premises of de Volksbank and shall be permitted to inspect any and all files, documents, correspondence and other documentation. The members of the R&CC shall be authorised to take cognizance of any action taken place within de Volksbank. The members of the R&CC shall be authorised to consult directly with any staff member of de Volksbank and the external auditor.
- 7.3 The chairman of the R&CC shall inform the CEO and/or CFO of a situation referred to in paragraphs 1 or 2 of this article, unless a significant interest (*zwaarwegend belang*) dictates otherwise.

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## **ANNEX A**

### **OVERVIEW OF AMENDMENTS TO THESE REGULATIONS AS OF 25 SEPTEMBER 2014:**

The Regulations were adopted and amended as follows:

1. The Regulations were adopted at a meeting of the SB dated 25 September 2014.
2. The Regulations were amended and adopted at a meeting of the SB dated 30 September 2015.
3. The Regulations were amended and adopted at a meeting of the SB dated 23 March 2016.
4. The Regulations were amended and adopted at a meeting of the SB dated 14 December 2016.
5. The Regulations were amended and adopted at a meeting of the SB dated 7 March 2018.
6. The Regulations were amended and adopted at a meeting of the SB dated 6 March 2019. The effective date of the Regulations is 30 March 2019.
7. The Regulations were amended and adopted at a meeting of the SB dated 13 February 2020. The effective date of the Regulations is 13 February 2020.