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

13 February 2020

De Volksbank N.V. (de Volksbank) has 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 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 set out how de Volksbank applies these codes.

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
R&CC:	the Risk & Compliance 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 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 observe the rules contained in these Regulations. These Regulations are effective as of 13 February 2020.

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- 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 These Regulations are made available to a new member of the SB prior to his or her appointment. He or she shall then declare prior to his or her appointment, 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 specify 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*). Each member of the SB shall periodically inform the SB and the Secretary of de Volksbank of all other board positions held by him or her.
- 3.4 The (chairman of the) SB shall periodically, and in a timely manner, discuss the rotation schedule of the SB members. With reference to the Articles, a member of the SB may be appointed no more than twice for a period that runs up to the first GM that is held after four years from the date of his or her (re)appointment have lapsed. After that, a third or a fourth reappointment is possible under certain circumstances. In the case of a third and a possible fourth reappointment of a member of the SB, the appointment periods shall run up to the first GM that is held after two years from the date of his or her reappointment have lapsed. In that case, such reappointment is to be accounted for in the Report. In the case of a reappointment the following shall be taken into account: (i) the current profile and (ii) the functioning of the relevant member of the SB.

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- 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 shall 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, the GM and the WC. Furthermore, the chairman of the SB shall ensure that the SB shall, in good time, and closely be involved in any merger or acquisition process.

The chairman of the SB has regular meetings with the chairman of the Board. The chairman of the SB is the first point of contact for and may always be contacted by other members of the SB, the Board and the GM. The chairman of the SB shall keep the other members of the SB accurately and regularly informed of the aforementioned interactions. 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 point of contact for members of the SB and members of the Board on the functioning 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 R&CC and (iii) the MOC_o.
- 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 these committees, (ii) the number of committee meetings and (iii) the main items discussed.
- 5.3 The member(s) of the SB who have been appointed on the recommendation of the WC shall automatically be a member of the MOC_o during their term of appointment in the SB.
- 5.4 The SB shall draw up regulations for each committee. These regulations may be amended whenever the SB so decides.

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Article 6 Duties

- 6.1 The SB is collectively responsible for (i) 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) properly functioning checks and balances, with adequate compliance policies, (vi) a robust IT infrastructure, (vii) operational integrity, (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 of the performance 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 corporate 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 external financial reporting process.

- 6.4 The assessment of the functioning of the external auditor (whether or not drawn up in cooperation with the AC) 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 Board's assessment.

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

The SB shall annually (or earlier if necessary) receive a report on the developments in the relationship with the external auditor from the Board. This report in particular includes: (i) the quality of the 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 at least every ten (10) years.

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- 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.
- 6.6 The SB shall discuss at least once a year (and earlier if necessary): (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 R&CC. 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 MOCO. The SB shall receive all relevant information from the Board.
- 6.9 The SB approves the remuneration policy for the Board, the SB, senior management and Identified Staff. The remuneration policy for the Board, the SB, senior management and Identified Staff is periodically reviewed by the SB. The SB is also responsible for the supervision on the implementation of the remuneration policy of the Board, the SB, senior management and Identified Staff.

The SB is responsible for the remuneration policy of the Board and the SB. Every discussion and assessment (by the SB) of the remuneration policy of the Board and the SB shall be prepared by the MOCO. To this end, the SB shall receive all relevant information from HR via the Board. The SB shall resubmit the remuneration policy of the Board and the SB to the GM for adoption at least every four years after adoption. The proposal for the remuneration policy shall not be submitted to the GM until the WC has been given the opportunity to render advice to the SB. The advice of the WC shall be submitted to the GM together with the proposal to adopt the remuneration policy. If the SB does not (fully) follow the advice of the WC, a written explanation for not (completely) following the advice of the WC shall be submitted to the GM. The remuneration of the Board and the SB is ultimately adopted subject to the provisions of the Articles and the Regulations of the MOCO.

The SB is also responsible for the frameworks of the remuneration policy for senior management, which is governed by the remuneration policy of de Volksbank. Frameworks are understood to mean the remuneration components and the level of remuneration. These frameworks shall, in the event of amendments to the policy, be submitted to the SB for approval (preparation by the MOCO) and 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 shall ensure that at least once a year a central and independent internal review shall be carried out to test the implementation of the remuneration of the Board, the SB, senior management and Identified Staff on compliance with the remuneration policy and procedures.

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

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implementation thereof. The remuneration report shall be submitted to the GM for a consultative vote.

- 6.10 The SB shall, in the absence of the Board, annually discuss:
- (i) its own functioning, (ii) the functioning of the individual members of the SB, (iii) the functioning of the AC, the R&CC and the MOCo, (iv) the desired profile, composition and competences of the (members of the) SB, (v) the relationship with the Board, (vi) the effectiveness of the Lifelong Learning programme, as well as the conclusions to be drawn from this.

This evaluation shall once every three years be carried out under independent, external supervision. The Report addresses 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 assess whether members of the Board can continue to meet the eligibility requirements of the Dutch Central Bank and Netherlands Authority for the Financial Markets. For the purposes of this evaluation, members of the MOCo shall hold discussions with individual members of the Board as well as with the Secretary. Mention of this evaluation of the performances shall be made in the Report. The Report addresses this evaluation.
- 6.12 The chairman of the SB shall ensure that the functioning 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 the information required to properly perform their duties in a timely manner. In addition, members of the SB are each responsible for gathering all required information from the Board and the external auditor to properly perform their supervisory duties. The SB may also obtain information from employees and/or external employees of de Volksbank. The SB may require certain from employees and/or external employees of de Volksbank to attend its meetings.

Article 7 Secretary to the SB

- 7.1 The duties of the Secretary are performed by the deputy secretary of the SB under direction of the Secretary.
- 7.2 The Secretary is not a member of the SB. The Secretary shall ensure that procedures are followed, that legal and statutory obligations are met and that these Regulations are complied with. 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 in the organisation of scheduling meetings, evaluations and training programmes.

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- 7.3 If the Secretary notices that the interests of the Board and the SB are diverging and that a (loyalty)conflict may arise for the Secretary as a result of this, the Secretary shall notify the chairman of the SB accordingly.

Article 8 Meetings

- 8.1 In principle, the SB shall meet six times a year in accordance with a schedule drawn up annually and at the offices of de Volksbank in Utrecht. Additional meetings shall be scheduled and convened upon request of one or more members of the SB.
- 8.2 The SB may also adopt legally binding resolutions outside of meetings. All members of the SB shall then cast their vote in writing or by email to the attention of the Secretary. The Secretary shall collect and retain the documents evidencing the votes of all members of the SB in the (digital) minute book and archive of the SB.
- 8.3 The meetings of the SB shall be chaired by the chairman of the SB. The chairman of the SB shall strive for 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 perform his or her duties and attend meetings of the SB and committees on which the relevant member of the SB sits. The Report shall state the attendance rate of each SB member at meetings of the SB and meetings of the committees of the SB. If members of the SB are frequently absent, they shall be called to account by the chairman of the SB.
- 8.5 After consultation with the Secretary, the chairman of the SB shall draw up the agenda for the meeting. All members can propose items for the agenda for the SB meeting and submit them to the Secretary. If the SB is required to take a decision on an agenda item, the meeting documents shall clearly include a proposal on which the SB is required to take a decision.
- 8.6 The Compliance Director and/or Audit Director may also directly propose items for the agenda of the SB meeting and submit them to the Secretary. If the SB is required to take a decision on an agenda item, the meeting documents shall clearly include a proposal on which the SB is required to take a decision.
- 8.7 The SB shall adopt legally binding resolutions 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 only two members, a proposal shall in the event of a tie be rejected. The SB cannot take any decisions if the majority of members is either not present or not represented.
- 8.8 The Secretary is responsible for the minutes of the SB meeting. In the Secretary's absence, the chairman of the SB shall appoint a person to take the minutes of that meeting. Minutes shall be circulated among all the members of the SB (in draft form) and shall be adopted at the next SB meeting. If all members of the SB agree to the contents of the draft minutes, adoption of the

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minutes may also take place earlier. The Secretary is authorised to provide extracts from the minutes of the SB meeting.

Article 9 Relations with the General Meeting and Works Council

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 communication with the GM shall be effective. The SB shall respond to all requests for information from the GM in a timely manner, unless this is undesirable or impossible due to material interests of de Volksbank. The SB shall provide the required information to the WC, and shall respond to all requests for information from the WC (submitted pursuant to the Works Council Act), in a timely manner. Both the GM and the WC may file a request for information with the chairman of the SB and/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 consultation meetings of the WC.

Article 10 Lifelong Learning

10.1 The chairman of the SB shall ensure that a Lifelong Learning (*PE*) programme is in place for the (members of the) SB to maintain and broaden the level of expertise of the members of the SB, and shall see to the evaluation thereof. This programme shall in any event relate to developments within the bank and the financial services industry, corporate governance, the duty of care, integrity, IT infrastructure, risk management, financial reporting and audit. This programme shall consist of 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 shall ensure that members of the SB participate in the Lifelong Learning programme.

Article 11 Conflict of interest

11.1 A member of the SB shall promptly notify the chairman of the SB and other members of the SB of any (potential) conflict of interest. Such notification shall include 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 In the event of a subject or transaction involving a conflict of interest, the relevant member of the SB shall not take part in the discussion and decision-making process.

11.3 In the event of a (potential) conflict of interest on the part of the external auditor, the provisions in articles 11.1 and 11.2 of the Regulations shall be in force to the greatest extent possible.

Article 12 Integrity

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- 12.1 The SB is responsible for the supervision on the ethical business operations within de Volksbank. The Board has drawn up and implemented a policy to this end. In addition hereto, ethical business operations are pursued through openness and accountability between members of the SB themselves, but also in the communication with other bodies and committees of de Volksbank.
- 12.2 At least once a year the (committees of the) SB shall receive a report on the compliance with all regulations on ethical business operations and the management of related risks from the Board. The Board shall also 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 functioning of the notification procedure and the appropriate and independent investigations into any signals of malpractices and irregularities. If any such malpractice or irregularity is detected, the SB shall give adequate follow-up. If such 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.
- 12.4 Members of the SB shall be bound by all legal and internal regulations 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 legal and internal regulations on integrity (as referred to in article 12.4). In case of an integrity issue the relevant member of the SB shall promptly inform 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.
9. The Regulations were amended by the SB as of 1 January 2020 in its meeting of 12 December 2019.
10. The Regulations were amended by the SB as of 13 February 2020 in its meeting of 13 February 2020.