

Information on the Related Party Transactions Policy

Nexent Bank N.V. (hereinafter “Nexent Bank”) enters into a multitude of transactions with a wide variety of customers, service providers and other third parties. When engaging in transactions with parties, which are related to Nexent Bank, a potential or actual conflict of interest arises and there is a risk that Nexent Bank is or is seen to be entering into such transactions for reasons or on terms that are otherwise than in the best interests of Nexent Bank, its shareholder(s) or customers.

Therefore, Nexent Bank adopted the Related Party Transactions Policy (“RPT Policy”) in order to establish:

- (i) arrangements for the proper management of conflicts of interests regarding related party transactions; and
- (ii) procedural rules to be respected in providing information on related party transactions.

Principles

- A potential conflict of interest exists if and when a transaction between Nexent Bank and a Related Party is to be concluded.
- Any Related Party Transaction is to be concluded at arm’s length basis, i.e. as if the parties involved were not related.

Related Party

A Related Party is:

- FIBA group entity, not being Nexent Bank’s parent company or one of its direct or indirect subsidiaries;
- an entity, not being a FIBA group entity in which a Nexent Bank Board Member (Supervisory and/or Managing Board Member):
 - holds directly or indirectly, a material interest (financial or another interest of 10% or more); and/or
 - holds directly or indirectly, a management or supervisory position;
- an ultimate beneficial owner or director of a Related Party-Entity with whom a Nexent Bank Board Member has a relation under family law (by blood or marriage up to and including the second degree);
- a person with whom a Nexent Bank Board Member has a relation under family law (by

blood or marriage up to and including the second degree).

A list of Related Parties is prepared and maintained by Nexent Bank and is subject to regular revision.

Types of Related Party Transactions

Related Party Transactions are categorized in the RPT Policy as follows:

Qualified Related Party Transactions (“Qualified RPT”)

Any financial transaction or other service, qualifying as:

- a) Credit proposal for the benefit of a Related Party-Entity.
- b) Loan, guarantee or the like, for the benefit of a Related Party-Individual.

Exempt Related Party Transactions

Any financial transaction or other service, not qualifying as Qualified RPT. For example, current accounts, savings accounts, time deposits, fiduciary placements, insurance contracts, purchases or sales of financial instruments (e.g. purchase or sale of bonds).

Conflict management in relation to qualified RPT

Nexent Bank recognises that any Qualified RPT offered to a Related Party-Entity or Related Party-Individual may lead to a potential or actual conflict of interest. It is therefore that Nexent Bank has established arrangements to manage such conflicts of interest. These arrangements can be grouped under the following categories.

Qualified RPT offered to a Fiba group entity, excluding any subsidiary of Nexent Bank

The key component of the arrangement established for handling credit proposals for the benefit of Fiba group entities, excluding any subsidiaries of Nexent Bank, is the risk appetite to be applied to Fiba group.

Such appetite represents the total related party exposure on Fiba group, excluding any subsidiaries of Nexent Bank, that Nexent Bank at group level is willing to accept and is subject to approval from all independent Supervisory Board members of Nexent Bank.

Individual credit proposals for the benefit of any Fiba group entities (including any subsidiaries of Nexent Bank) are delegated by the Supervisory Board of Nexent Bank for deliberation and approval to the appropriate executive body within Nexent Bank.

Further details regarding the deliberation and approval of corporate and FI credit proposals are included in the Corporate Credit Committee Charter and FI Credit Committee Charter respectively.

Qualified RPT offered to a non-Fiba group entity

Individual credit proposals for the benefit of any non-Fiba group entities must be presented to the appropriate executive body within Nexent Bank for deliberation and approval. Further details regarding the deliberation and approval of corporate and FI credit proposals are included in the Corporate Credit Committee Charter and FI Credit Committee Charter respectively.

Qualified RPT offered to a subsidiary of Nexent Bank

Any intragroup (or intercompany) corporate credit proposals are to be reviewed and approved by the International Corporate Credit Committee (ICCC). Any intragroup (or intercompany) FI credit proposals are to be reviewed and approved by Amsterdam Credit Committee (ACC). The RPT Policy includes further details regarding the roles of the ICCC and ACC including the situation in which a member of the ICCC or ACC is conflicted.

Qualified RPT offered to an individual qualifying as a Related Party-Individual

Individual loans (i.e. salary-based loan or collateralized loan, including guarantees or the like) to be granted for the benefit of any Related Party-Individuals are reviewed and approved in accordance with the set rules thereto in Nexent Bank's Internal Financial Services Regulation (included as an Annex to the Supervisory Board Charter and Managing Board Charter respectively).

Such rules require approval of Nexent Bank's Supervisory Board for any loans to be granted to Board Members, or their spouses and other family members up to and including the second degree.

The RPT Policy includes further details for the situation in which a Supervisory Board member is conflicted.

Related Party Transactions Reporting

Internal

The Managing Board of Nexent Bank is responsible for an adequate reporting on Related Party Transactions to the Supervisory Board of Nexent Bank.

The Audit & Risk Committee monitors the developments in Related Party Transactions, including any irregularities found in the management of conflicts related to such transactions. For this purpose, a quarterly report on Related Party Transactions is prepared under responsibility of the Managing Board of Nexent Bank and discussed in the periodical Audit & Risk Committee meetings.

External

In line with the best practices of the Dutch Corporate Governance Code, a list of performed transactions with Related Parties is disclosed externally. For this, Nexent Bank adheres to best market practice in terms of disclosure in its annual report.

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