



**nexent
bank**

Compliance Oversight Committee Charter

March 2025

Disclaimer: As of 27 June 2025, the content of this charter has been updated solely to reflect the name change of the Bank.

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1. Definitions

Bank:	Nexent Bank N.V. (its Head Office, branches and overseas liaison offices), incorporated under the laws of the Netherlands, having its registered office at Karspeldreef 6a, 1101 CJ Amsterdam, The Netherlands
Nexent Bank group:	Bank, its banking- and non-banking subsidiaries
Committee:	Compliance Oversight Committee, the subject of this charter
Group Head of Compliance:	the officer employed by the Bank who is responsible for leading the group compliance function, overseeing its organisation, strategy, and effectiveness across Nexent Bank group
Managing Board:	Managing Board of the Bank
Report:	the report of the Committee as described in section 6 hereof
Supervisory Board:	Supervisory Board of the Bank

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.

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 In general, the term of membership of the Committee is not fixed upfront. The term is determined by the composition of the Supervisory 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 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.

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 Nexent Bank 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 Nexent Bank group;
 - b. Review the design, governance, and effectiveness of the group compliance function within Nexent Bank group and advise on adjustments and/or updates thereto as appropriate;
 - c. Supervise the efforts undertaken by the Managing Board to manage the compliance risk across Nexent Bank group in all forms, such as the execution and effectiveness of the compliance framework in Nexent Bank group (including but not limited to the adherence to applicable legal and regulatory obligations in the FEC domain, the results of i) compliance risk assessments, ii) compliance monitoring activities and iii) compliance trainings, 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 Nexent Bank 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 Nexent Bank group's internal compliance policies, procedures and controls. These are all responsibilities of the Managing Board.

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 5.4 below.
- 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 their sole discretion, the chair of the Committee may invite other persons (such as directors, officers or other employees of Nexent Bank group) – whose attendance the chair deems helpful or appropriate to the Committee – to attend all or part of any Committee meeting.
- 5.4 The chair of the Committee, or any or all of its members, shall meet with Group Head of Compliance as often as 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.

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.

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.