



# Management Board

Charter

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## Purpose

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The purpose of this charter (the "**Charter**") is to provide guiding principles for the composition, the tasks and responsibilities, appointment of the members and the necessary expertise and knowledge of the individual members of the management board (the "**Management Board**") of Anadolubank Nederland N.V. (the "**Bank**") and the Management Board as a whole.

## Principles

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### Article 1 Status and Content of the Charter

1. This Charter is drawn up pursuant to the Bank's articles of association (the "**Articles of Association**") and the Bank's policies and procedures. The Charter may only be amended pursuant to a resolution of the Management Board upon prior approval of the Supervisory Board.
2. In the event of conflicts arising between the provisions of this Charter and the Bank's Articles of Association and/or regulatory provisions, the latter will prevail.
3. In case of one or more provisions of this Charter are or become invalid, this shall not affect the validity of the remaining provisions. The Management Board will update and correct the invalid provisions in accordance with regulatory requirements.
4. Each member of the Management Board declares to apply and commit to all relevant provisions of this Charter. Prior to taking office a new member of the Management Board declares in writing to adhere to the provisions of this Charter, as amended from time to time. The original signed copy of the declaration shall be kept by the Management Board.
5. Business days as referred to in this Charter means any day other than Saturday, Sunday or a Dutch public holiday within the meaning of Article 3 of the Dutch General Extension of Time Limits Act (*Algemene Termijnenwet*).

### Article 2 Responsibilities of the Management Board

1. The Management Board shall be responsible for the management of the Bank, which means, among other things; setting up and achieving the Bank's strategy and business plans and the associated risk profile inherent to the Bank's business activities and financing in order to achieve the Bank's objectives. The Management Board is furthermore responsible for the development of the results and corporate social

responsibility issues.

2. Members of the Management Board shall acknowledge that the authority to manage the Bank is vested in the Management Board as a whole, notwithstanding that each of them is responsible and accountable within the Management Board for the specific task(s) which are assigned to him/her. An overview of the division of tasks of the Management Board is attached as annex 1. Each Management Board member shall inform the other members in a clear and timely manner about any major developments in the area of his/her responsibilities.
3. The Management Board shall perform their tasks in a meticulous, expert and fair manner taking into account the applicable laws, codes of conduct and regulations.
4. In all of its actions, the Bank's Management Board shall ensure that it carefully considers the interests of all of the parties involved in the Bank, such as the Bank's clients, its shareholders and its employees. These considerations shall take into account the continuity of the Bank, the environment in society in which the Bank operates and legislation, regulations and codes that apply to the Bank. The Management Board shall operate autonomously in the discharge of its duties and responsibilities as assign to it by the Articles of Association, this Charter and Dutch Law and make its own independent assessment of decisions to be taken. It shall involve the Supervisory Board in a timely manner so as to allow the Supervisory Board to effectively fulfill its advisory and supervisory tasks. The Management Board shall be responsible for compliance with all relevant statutory rules, regulations and policies for the management of risk in connection with the performance of the Bank. The Management Board shall also be responsible together with the Supervisory Board for the corporate governance structure of the Bank and statutory rules and other regulations in relation thereto.
5. The Management Board – and primarily the Chairperson of the Management Board (Chairperson means the Chief Executive Officer) - shall be responsible for adopting, implementing, monitoring and, where necessary, adjusting the Bank's overall risk policy. The Management Board shall propose the risk appetite statement to the Supervisory Board for approval at least once a year. Any material changes to the risk appetite statement in the interim shall also require the Supervisory Board's approval.
6. The Management Board shall ensure that risk management is organized and monitored adequately so that the Management Board is aware in good time of any material risks run by the Bank so that these risks can be managed properly. The Management Board shall take any decisions that are of material significance for the risk profile, the capital allocation or the liquidity impact.
7. One member of the Management Board will be made responsible for preparing the relevant documents for transparent decision-making with regard to risk management. This member will not bear any

individual commercial responsibility for the commercial task areas and operate independently from those areas.

8. The member of the Management Board whom is responsible for preparing timely documentation and presentation to the respective committees for the decision-making with regard to risk management shall be involved, in a timely manner, in the preparation of such decisions that are of material significance for the Bank's risk profile, especially where these decisions may result in a change of the risk appetite approved by the Supervisory Board. Risk management shall include the impact and reflection of such decisions on the financial stability of, and the impact on, that systemic risk could have on the risk profile of the Bank.
9. The Bank shall have a Product Approval Process. The Management Board shall organize the Product Approval Process and shall be responsible for the effectiveness of this process. Products that go through the Product Approval Process, proposed by the Bank shall not be launched on the market, or distributed, without careful consideration of the risks by the Management Board upon advice of the Bank's risk manager and a careful assessment of any other relevant risk & suitability factors, including the duty of care towards the client. Products will be launched on the market only after a resolution has been taken by the Management Board. Products will be withdrawn from the market after a resolution has been taken by the Management Board.
10. The Management Board is accountable for the performance of its duties to the Supervisory Board and shall perform its activities under the supervision of the Supervisory Board.
11. The Management Board will complement skills and seek assistance from its members for the respective responsibilities, if and when required, or seek advice from Supervisory Board or specialized advice (internal and/or external).
12. The Management Board appoints one Management Board Member to be responsible for the Bank's compliance with anti-money laundering and sanctions law ('Wwft en Sanctiewet 1997').

### **Article 3 Composition and Expertise of the Management Board**

1. The Management Board shall be composed in such manner that it is able to perform its tasks properly. Complementarily, collegiality, diversity, team spirit and independence are the preconditions for the Management Board to perform its tasks properly.
2. The Management Board shall have a chairperson designated by the Supervisory Board, who shall ensure the proper functioning of the Managing Board as a whole, and if necessary a vice-chairperson will be appointed, to replace the chairperson in his/her absence. Furthermore, the Management Board may

charge individual members of the Management Board with a specific division of duties and responsibilities without prejudice to the collective responsibility of the Management Board as a whole.

3. Each member of the Management Board must, or shall, possess a thorough knowledge of the financial sector in general, and the banking sector in particular with regards to at least like risk, products & services, balance sheet management and key ratios. Each member of the Management Board shall have thorough knowledge of the Bank's functions in society, regulatory requirements and rules, as well as the interests of all parties involved in the Bank. In addition, each member of the Management Board shall possess thorough knowledge so that he/she is able to assess and determine the main aspects of the Bank's overall policy and then form a balanced and independent opinion about the risks involved.
4. The Management Board shall divide its tasks among its members. The division of tasks specifies the duties and responsibilities assigned to an individual member of the Management Board member. The division of tasks is subject to prior approval of the Supervisory Board.

#### **Article 4 The Corporate Secretary**

1. The Management Board and the Supervisory Board will be assisted and supported by the Corporate Secretary. The Management Board appoints and dismisses the Corporate Secretary.
2. The Corporate Secretary is primary responsible for:
  - a) following and monitoring the correct procedures and acting of the Management Board in accordance with all obligations imposed by applicable law and regulations, including Dutch law and Articles of Association and all rules and regulations issued pursuant thereto;
  - b) facilitating the provision of information to the Management Board and the Supervisory Board;
  - c) assisting the Chairperson of the Supervisory Board with the organization of the affairs of the Supervisory Board (provision of information, Supervision meeting agendas, minutes, lifelong training program etc.)
3. If the Corporate Secretary notes that the interest of the Management Board and the Supervisory Board diverge, as a result it is unclear which interest the Corporate Secretary should represent, the Corporate Secretary shall report this to the Chairperson of the Supervisory Board.
4. All members of the Management Board and Supervisory Board will have access to the advice and services performed by the Corporate Secretary.

## **Article 5 (Re) Appointment of members of the Management Board**

1. Members of the Management Board shall be appointed by the general meeting of shareholders, after consultation with the Supervisory Board. The General Meeting of Shareholders also appoints, after consultation with the Supervisory Board, one of the Managing Board members as Chairperson. A Management Board member may be reappointed according to the same procedure.
2. A member of the Management Board is appointed for a term ending at the end of the closing of the first General Meeting of Shareholders held after the expiration of a period of four (4) years following the last appointment as a member of the Management Board unless a shorter term is determined at the time of appointment (see Corporate Governance Code). A member of the Management Board may be reappointed in accordance with the provisions of the previous sentence, provided the Supervisory Board is authorized to determine that a member of the Management Board may be reappointed for an additional term if this is in the best interest of the Bank.
3. A proposed and pre-approved candidate Management Board members must be approved by Dutch Central Bank ("DNB") before the appointment becomes final. The approval process includes an integrity and suitability test.
4. Members of the Management Board shall be terminated early, or decide to resign, in the event of inadequate performance, structural incompatibility of interests, and other instances where resignation is deemed necessary by resolution of the General Meeting of Shareholders at the proposal of the Supervisory Board.
5. Any member of the Management Board may be suspended and/or removed from office by the General Meeting of Shareholders after consultation with the Supervisory Board at any time.

## **Article 6 Management Board Meetings**

1. The Management Board shall in principle meet once every month, or more often as deemed desirable, necessary or required for the proper functioning of the Management Board or initiated by one or more Management Board members. The Management Board will hold an annual meeting dedicated to self – evaluation. Along with the regular Management Board meetings, related specific topics may also be discussed in the Asset/Liability Management Committee ("ALCO") meetings which are in principle held bi-weekly. The Management Board may upon the Supervisory Board request grant one or more Supervisory Board Members access to a Management Board meeting. Supervisory Board members present at a Management Board meeting shall be allowed to take part in the discussions but shall, for the

avoidance of doubt, not have the right to vote on the matters discussed.

2. The agenda of the Management Board meetings will be set by the Chairperson. In the absence of the Chairperson, the meeting itself shall appoint one of the members of the Management Board as Chairperson of the meeting.
3. Meetings of the Management Board will be called by the Chairperson or the Corporate Secretary upon instruction of the Chairperson. The meetings may also be called by a Management Board member by giving notice in writing to all other members at least five business days prior to the date of the meeting. The notice should include the purpose and the agenda of the meeting. Written materials in support of the discussions should be distributed to all participants of the meeting at least two business days prior to the meeting. In the event of an urgent matter, the Chairperson can decide that a Management Board meeting may be called a shorter notice period, provided that the best efforts will be made to give all Management Board members the framework or information for such an urgent meeting and the possibility to participate and prepare for the relevant topic.
4. A Management Board member may be represented at the Management Board meetings by another defined or designated Management Board member acting by virtue of the power of attorney issued in writing. Such power of attorney may only concern the one specifically designated meeting, or subject, stated therein.
5. The admittance to the meeting of people other than the Management Board members and Supervisory Board members shall be decided by the Management Board. The Corporate Secretary shall prepare minutes of the meeting within maximum two (2) weeks after the meeting for completion and circulation of the (draft) minutes. The minutes should contain a summary of discussions in the meeting and an overview of the resolutions taken at the meeting. The minutes shall be adopted by the Management Board at the same meeting or the next meeting. The approved minutes shall be signed electronically or during the next meeting by all members of the Management Board present at that meeting.
6. Management Board meetings are generally held at the offices of the Bank but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference provided that all participants have been notified timely and can communicate with each other simultaneously and recorded/minuted as well.

## **Article 7 Resolutions**

1. In the meeting of the Management Board each member of the Management Board shall have one vote.
2. Members of the Management Board may only be represented at meetings by another Management Board



member. Resolutions of the Management Board are, adopted by a majority, compromising the majority of the votes of the members of the Management Board present or represented in favor of the resolution. If there is insufficient consensus at the meeting about certain subjects, the Chairperson of the Management Board may refer to the relevant item on the agenda to the next meeting for further consideration. In case there is no consensus in the next meeting, the Chairperson shall have the casting vote.

3. The Management Board members shall receive all the information which is necessary for an informed and balanced decision at least two business days prior to the Management Board meeting. Whereas the Management Board is of the opinion that it has not (in a timely manner) received sufficient information to be able to discuss a certain topic, it shall act without undue delay to ensure it receives the requisite information from within the Bank. The Management Board shall postpone decision making as long as it is not in possession of the information it deems necessary to take a decision, provided such a postponement does not excessively harm the interests of the Bank.
4. In general, resolutions of the Management Board shall be adopted at a Management Board meeting.
5. The Management Board may also adopt resolutions outside a meeting, provided that the relevant proposal has been submitted to all members of the Management Board timely and none of the members of the Management Board opposes the adoption of the resolution in writing outside the meeting. In the event that a resolution shall be adopted outside a meeting, section 3 of this article applies. The adopted written and clear resolution shall be included in minutes drafted with respect to said resolution, or in the minutes of the next Management Board meeting.
6. The Management Board shall not pass a resolution relating to a specific task attributed to a particular Management Board member in the absence of that Management Board member, unless this Management Board member has agreed to this procedure and has expressed his/her view in advance in writing or unless the Chairperson decides it's an urgent matter, though must consult or inform the relevant Board Member.
7. Minutes shall be drafted by the Corporate Secretary of each meeting of the Management Board. The minutes shall reflect each resolution taken and shall particularly include – without limitation – what information and documentation underlies each resolution and the discussion that was the basis of the resolutions taken, including the way each stakeholder's interest was weighed in the course of that discussion and the reason that one interest ultimately prevailed over another.
8. The Corporate Secretary, on behalf of the Management Board shall keep records of all resolutions passed by the Management Board. Said records shall be open to the inspection of the Supervisory Board, (except

if regulation forbids) to the shareholders and the holders of depositary receipts that hold more than ninety percent of the Bank's shares at the office of the Company. Upon request a copy of or an extract from said records shall be supplied to any Supervisory Board member, (except if regulation forbids) to such shareholders or holders of depositary receipts at a charge not exceeding cost.

## **Article 8 Relationship with the Supervisory Board**

1. The Management Board shall at least quarterly update the Supervisory Board in a Supervisory Board meeting on the Bank's expected performance, results and the forecast for the year. The duty to inform includes inter alia an update on the performance to strategy, performance to budget, progress of implementation of policies, analysis of major risks and mitigants and generic overviews, market developments, regulatory developments, risk and control issues and significant HR issues and developments. The Management Board shall inform once a year the Supervisory Board on its rolling forward strategic plan for the next three years.
2. The annual accounts and the annual report for the financial year just ended shall be discussed in a meeting with the Supervisory Board within five months of this year's end. The half-year and quarterly accounts of the Bank for the respective period just ended shall be discussed in a meeting with the Supervisory Board within two months of the end of this period.
3. The following resolutions of the Management Board require prior approval of the Supervisory Board:
  - a) the Bank's strategy plan every three years and the annual budget and risk appetite statement every year based on the Management Board's proposal.
  - b) decisions regarding substantial and material changes to the operational and financial objectives,
  - c) decisions regarding substantial, material and/or reputational changes to the strategy designed to achieve the operational and financial objectives,
  - d) decisions regarding material changes to the parameters to be applied in relation to strategy, for example in respect of the financial ratios,
  - e) decisions regarding changes in adverse classifications of clients and/or investments;
  - f) decisions regarding material changes to the risk appetite of the Bank and any material changes regarding to risk appetite (when required, but at least annually);
  - g) decisions regarding major changes to the terms and conditions of employment and the remuneration

- policy for senior management and the principles of the remuneration policy for other employees;
- h) decisions regarding major changes to HR policies and practices;
  - i) proposals to the General Meeting of Shareholders regarding a change of the Articles of Association;
  - j) a proposal to the General Meeting of Shareholders to wind up the Bank;
  - k) an application for bankruptcy and/or for suspension of payments (*surséance van betaling*);
  - l) decisions to appoint and dismiss the head of audit and the head of compliance.
  - m) decisions regarding an issue of shares of the Bank and debt instruments issued by the Bank or of debt instruments issued by a limited partnership or a general partnership of which the Bank is the general partner with full liability;
  - n) decisions regarding the cooperation in the issue of depository receipts for shares;
  - o) decisions regarding an application for admission to trading of the instruments referred to in subsections o and p on a regulated market or a multilateral trading facility as referred to in article 1:1 of the *Wet op het financieel toezicht ("Financial Supervision Act")* or a system comparable to a regulated market or multilateral trading facility from a State which is not a Member State or an application for withdrawal of such admission;
  - p) decisions regarding the entry into, or termination of, a long-term cooperation of the Bank or an dependent company with another legal person or partnership or as a fully liable general partner in a limited partnership or general partnership, if such cooperation or termination is of a major significance for the company;
  - q) decisions regarding the acquisition of a participating interest by it or by a dependent company in the capital of another company, the value of which equals at least the sum of ten percent of the issued capital and the reserves of the participating company, as shown in its balance sheet with explanatory notes and any significant increase or reduction of such a participating interest;
  - r) decisions regarding the termination of the employment of a considerable number of employees of the Bank or of a dependent company at the same time or within a short time-span;
  - s) decisions regarding a significant change in the working conditions of a considerable number of employees of the Bank or of a dependent company; and
  - t) decisions regarding investments requiring an amount equal to at least the sum of one-quarter of the issued capital and the reserves of the Bank as shown in its balance sheet with explanatory notes;
4. The Management Board shall timely provide the Supervisory Board with all information necessary for the proper performance of the Supervisory Board's duties. The Management Board shall also provide the necessary means, allowing the Supervisory Board and its individual members to gather all information

that is necessary for them to be able to function as a supervisory body of the Bank.

## **Article 9 Relationship with the Shareholders**

1. All information provided to the (General Meeting of) Shareholders by the Managing Board shall be provided to the Supervisory Board at the same time.
2. The Management Board members shall be present at the General Meeting of Shareholders; a Management Board member will inform the secretary of this meeting in case they are unable to attend for important reasons in writing.
3. The policy of the Bank on additions to reserves and on dividends (the level and purpose of the addition to reserves, the amount of the dividend and the type of dividend) shall be decided separately and shall be mentioned as a separate agenda item at the General Meeting of Shareholders.
4. A resolution to pay a dividend shall be decided separately and shall be mentioned as a separate agenda item at the General Meeting of Shareholders.
5. The Management Board shall ensure compliance with all statutory and other provisions relating to the rights of the General Meeting of Shareholders and the rights of shareholders with respect thereto, including but not limited to all provisions requiring the approval of the General Meeting of Shareholders for actions of the Management Board.

## **Article 10 Bankers' Oath**

Each Management Board member will give the oath or promise in the presence of the fellow Management Board members, or in the event that the CEO of the Management Board gives the oath / promise in presence of the Chairperson of the Supervisory Board.

## **Article 11 Lifelong Training and Education**

1. The Chairperson of the Management Board, with the Corporate Secretary, shall organize a program of lifelong learning, with the aim of maintaining the expertise of the members of the Management Board at the required standard and improving their expertise where necessary. The learning program shall cover relevant developments at the Bank and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, risk management, financial reporting, audits, developments in Fintech and cyber technology.
2. Every member of the Management Board shall take part in the program referred to in section 1 of this

article and meet the requirements of lifelong learning. The Supervisory Board shall ascertain whether the members of the Management Board continue to fulfil the expertise requirements developed by DNB.

3. The Bank shall indicate in its annual report what manner it implemented the lifelong learning program.

## **Article 12 Confidentiality**

A member of the Management Board shall during his/her membership of the Management Board or even after its resignation from the Management Board not disclose in any way to anyone any information of a confidential nature regarding the business of the Bank and/or any companies in which it holds an interest, that came to the knowledge of the Management Board member in his/her capacity as such and which he/she knows or should know to be of a confidential nature other than is in the normal course of business and unless required by law. A Management Board member shall not use in any way whatsoever the information referred to above for his/her personal benefit.

## **Article 13 Conflict of Interest**

1. Any conflict of interest or apparent conflict of interest between the Bank and Management Board members shall be avoided. Decisions to enter into transactions under which Management Board members would have conflicts of interest that are of material significance to the Bank and/or to the relevant Management Board member require the approval of the Supervisory Board.
2. A Management Board member shall:
  - a) not enter into competition with the Bank;
  - b) not demand or accept (substantial) gifts from the Bank for himself/herself or for his/her wife/husband, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law;
  - c) not providing unjustified advantages to third parties to the detriment of the Bank; and
  - d) not take advantage of business opportunities to which the Bank is entitled for himself/herself or for his/her wife/husband, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law.
3. A Management Board member shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the Bank and/or to him/her, to the Chairperson of the Supervisory Board and to the other members of the Management Board and shall provide all relevant information, including information concerning his/her wife/husband, registered partner or other life

companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law.

4. The Supervisory Board shall decide, without the Management Board member concerned being present, whether there is a conflict of interest. A conflict of interests exists, in any event, if the Bank intends to enter into a transaction with a legal entity:
  - a) in which a Management Board member personally has a material financial interest;
  - b) which has a Management Board member who is related under family law to a Management Board member of the Bank, or
  - c) in which a Management Board member of the Bank has a management or supervisory position.
5. A Management Board member may not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has a conflict of interest with the Bank.
6. All transactions in which there are conflicts of interest with Management Board members shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with Management Board members that are of material significance to the Bank and/or to the relevant Management Board members require the approval of the Supervisory Board.

#### **Article 14 Complaints / Whistleblowing**

1. The Management Board establishes a procedure for reporting actual or suspected material misconduct or irregularities within the Bank. The Management Board ensures that employees have the possibility and the opportunity to file a report about alleged misconduct, without jeopardizing their legal position.
2. The Management Board informs the Chairperson of the Supervisory Board without delay of any signs of actual or suspected material misconduct or irregularities within the Bank. If the actual or suspected misconduct or irregularity pertains to the functioning of a member of the Management Board, employees can report this directly to the Chairperson of the Supervisory Board.

#### **Article 15 Outside Positions**

1. Management Board members shall not without prior written approval from the Chairperson of the Supervisory Board:
  - a) conduct a business as a self-employed person;
  - b) accept any other executive or non-executive position and/or any position as, managing or

supervisory director, agent or receiver for any other bank – company;

- c) establish or acquire a business for his/her own account or as an agent of a third party; or
  - d) act as counselor or consultant, or perform employment activities for third parties, whether paid or unpaid, for or in respect, or on behalf, of any other bank – company.
2. Such permission shall be given only if such function or activity is compatible with the interests of the Bank and/or with principles of corporate governance. A member of the Management Board may not be a Chairperson of a supervisory board of other banks – companies (can be if within the same group or holding).
  3. Permission requirement from the Chairperson of the Supervisory Board and the term outside position is not applicable where the position is held on behalf of the Bank or within the group structure, in which case the Chairperson of the Supervisory Board will be advised timely.
  4. Management Board members shall notify to the Supervisory Board all their other positions.

## **Article 16 Governing Law and Jurisdiction**

1. This Charter shall be governed by and construed in accordance with the laws of the Netherlands.
2. Possible disputes will be submitted to the court of Amsterdam.

## **Distribution**

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This policy will be published on the website of Anadolubank Nederland N.V.

## **Consultation**

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Any queries related to the content and interpretation of this Charter can be addressed to the Management Board.