

**POSITION PROFILE
SUPERVISORY BOARD MEMBERS**

Taken into account the nature, size, risk profile and complexity of Credit Europe Bank NV (the “Bank”) and Credit Europe Group N.V. (“Credit Europe Group”) (hereinafter also jointly referred to as “CEB”), the following profile is established for its supervisory board members. This overview consists to a large extent of elements from the ‘Charter governing the Supervisory Board’ of CEB.

Any new or re-appointed member of the Supervisory Board must at least acknowledge the duties and responsibilities of the Supervisory Board, must fulfill the ‘competences’ and ‘level of education’ described below and must be aware of and – to the extent possible - fulfill the independence requirements for Supervisory Board members.

1.	ROLE	<p>The Supervisory Board is responsible for overseeing all of CEB’s activities and providing guidance, approval and advice to the Managing Board on CEB’s general course of affairs and the business connected to it.</p> <p>In general terms, in fulfilling its responsibilities, the Supervisory Board members are guided by the interests of all parties involved in CEB, like its customers, its employees and the shareholder(s). The members of the Supervisory Board have an exemplary role for all of CEB’s employees and this should be taken into the fullest account by them in their day-to-day activities.</p> <p>The supervision, monitoring and advising of the Managing Board by the Supervisory Board includes the following areas:</p> <ul style="list-style-type: none"> (i) CEB’s performance and achievement of its objectives (on consolidated level); (ii) (implementation of) CEB’s -long term value creation- strategy and risks inherent to its business activities; (iii) the structure and operation of the internal risk management and control systems; (iv) the (integrity and quality of the) financial reporting process; and (v) compliance with applicable laws and regulations. <p>Furthermore, the Supervisory Board is responsible for the quality of its own performance. The responsibility for the exercise of its duties is a joint responsibility of the Supervisory Board members.</p> <p>Once a year, the performance of the Supervisory Board is evaluated by means of a self-assessment. The effectiveness of the lifelong learning program is a fixed item of the self-assessment. At least once every three (3) years, the functioning of the Supervisory Board is evaluated under independent guidance. Part of such ‘external evaluation’ is the assessment of the individual involvement of each Supervisory Board member, the culture within the board and the relationship between the Supervisory Board and the Managing Board of CEB.</p>
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2.	COMPOSITION	<p>The Supervisory Boards of the Bank and Credit Europe Group shall consist of the same members. In case of important reasons it may be decided to deviate from this principle.</p> <p>The Supervisory Board shall consist of at least 3 members. Members of the Supervisory Board shall hold office for a maximum period of 4 years at a time and shall thereafter for one-time be eligible for reappointment for another 4 year period. A Supervisory Board member may subsequently be reappointed again for a period of 2 years which appointment may be extended by at most 2 years (reference is made to article 6.1 of the Supervisory Board charter). In the event of reappointment after an 8-year period, reasons should be given in the report of the Supervisory Board.</p> <p>In the selection of members of the Supervisory Board, CEB aims for a balance in nationality, gender, age and educational and working background. In case of new appointments to the Supervisory Board the aim is to appoint female candidates in order to be more in line with the statutory target of having at least 30% men and 30% women in the Supervisory Board.</p> <p>Within the Supervisory Board at least half of the members must qualify as independent within the meaning of the Dutch Corporate Governance Code.</p> <p>Apart from the 'legally required' independence, Supervisory Board members must also be able to show independence 'in appearance' and 'in mind': they must be able to critically question the business operations and achievements independent from any specific stakeholder's perspective and background. Moreover, the Supervisory Board members must avoid any (appearance of) conflict of interest situations. So, each of them shall act in accordance with CEB's 'conflict of interests handling' procedures and in line with the 'related party transactions policy'.</p> <p>Supervisory Board members shall be appointed in accordance with the rules laid down in the Dutch Civil Code and/or the Articles of Association of the Bank/Credit Europe Group.</p>
3.	COMPETENCES	<p>The Supervisory Board members should fulfill the suitability criteria as a collective, as referred to in the Suitability Policy Rule 2012 (<i>Beleidsregel geschiktheid 2012</i>), and each member of the Supervisory Board should have the specific suitability (in terms of knowledge, skills and professional conduct) which is necessary to fulfill his/her role in the Supervisory Board.</p> <p>The Supervisory Board should have collective knowledge of and experience with the following matters:</p> <ul style="list-style-type: none"> (i) management, organization and communication: knowledge of and experience with inter alia compliance with and maintenance of social, ethical and professional standards, corporate governance, labor relations, HR management

		<p>and supervision of cross-border banking activities;</p> <ul style="list-style-type: none"> (ii) products, services and markets in which CEB operates: including relevant laws and regulations, financial aspects and (international) banking knowledge; (iii) controlled and sound business operations: compliance function, internal audit, risk management, accounting organization and internal control, remuneration policy, diligent treatment of customers, outsourcing and safeguarding of suitability and professional skills within CEB; (iv) balanced and consistent decision-making with a central role for the interests of customers and other stakeholders in CEB; and (v) sufficient time: including time to acquire insight into the activities of CEB, its most important risks and the implications of its company's and risk strategy, as well as sufficient time in periods where there is increased activity of the company or affiliated entities. <p>All members shall have thorough knowledge of CEB's (and banks in general) role in society and of the interests of all parties involved.</p> <p>The Supervisory Board members (collectively and individually) should have international banking, legal and/or investment and/or finance experience – preferably with respect to the countries where CEBNV is active.</p> <p>Main competences for CEB's Supervisory Board members are: authenticity, decisiveness, risk awareness, helicopter view and show good judgment, international focus, cooperativeness, loyalty, independence (in mind), convincing, responsible behavior and good communication skills.</p> <p>Each member shall be capable of assessing the main aspects of the overall policy of the Bank and its business in order to form a balanced and independent opinion about the basic risks involved. Each member of the Supervisory Board shall also possess the specific expertise needed to perform his or her role in the board.</p> <p>In addition each Supervisory Board member (i) must be, and remain, trustworthy (<i>betrouwbaar</i>) and suitable (<i>geschikt</i>) in the opinion of the Dutch Central Bank, (ii) must take the oath/make the affirmation within 3 months after his/her appointment to the Supervisory Board in accordance with the Regulation Bankers' Oath or Affirmation financial sector 2015 and adhere to the principles thereof and (iii) cannot maintain more than five memberships of supervisory boards</p>
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4.	TIME EXPENDITURE	<p>All Supervisory Board members must be able to spend sufficient time to the roles and tasks as board member (i.e. on average around 35 hours a month for the Bank/Credit Europe Group board membership excluding any</p>

		<p>supervisory positions in CEB's subsidiaries). Within the Bank it is standard practice that the Supervisory Board members visit or attend all board meetings ('face to face' meetings or video/call meetings).</p> <p>The chair in particular, shall be sufficiently available and contactable to properly perform his/her tasks in the board and its committees.</p> <p>A fair amount of commitment, loyalty and flexibility is required from every member of the Supervisory Board to spend sufficient time to the board members' duties.</p>
5.	LEVEL OF EDUCATION	CEB prefers that the Supervisory Board members have an academic (i.e. university) level of education.
6.	LEVEL OF EXPERIENCE	By recommendation, several years (min. 10) of experience in international (corporate) banking, investment management or risk management/legal/compliance experience.