

Charter of the Technology and Operations Committee

TECHNOLOGY AND OPERATIONS COMMITTEE CHARTER

Article 1. Responsibilities of the Technology and Operations Committee

Task description T&O Committee

- 1.1 The Technology and Operations Committee shall assist the Supervisory Board with the performance of its duties in relation to oversight of:
- a. the Company's use of technology, including the technology strategy, governance, leadership and significant investments in support of such strategy;
 - b. significant technology initiatives and programmes, in particular those related to the operational resilience of the Company;
 - c. other technology and operations related topics as the Supervisory Board may assign to the Technology and Operations Committee.
- In case there are discussions to be held or decisions to be taken by the Supervisory Board related to the above, the Technology and Operations Committee shall assist the Supervisory Board and prepare such discussions and decisions in advance.

Recommendations to SB

- 1.2 The Technology and Operations Committee shall timely before the Supervisory Board meeting is held, review and assess, and recommend any actions to be taken by the Supervisory Board with respect to matters concerning technology and operations.

Resources

- 1.3 In the performance of its tasks, the Technology and Operations Committee will have adequate financial resources and access to whatever advice or support it requires in the discharge of its duties. The Technology and Operations Committee is authorised to gather information or seek advice from the Management Board, the Company's staff departments including control functions and/or external advisors.

Review of Charter

- 1.4 The Technology and Operations Committee shall annually review and assess the adequacy of this Charter and the content, format and frequency of the information to be reported to them.

Article 2. Reporting responsibilities

Minutes of meeting

- 2.1 Minutes of meetings of the Technology and Operations Committee shall be sent to the members of the Technology and Operations Committee, as well as – where appropriate – to the Supervisory Board and the Management Board. The chairperson of the Technology and Operations Committee shall report verbally on its most recent findings in the next meeting of the Supervisory Board.

Secretary

- 2.2 The Company shall make a secretary available to the Technology and Operations Committee, who, among other things, will take minutes of the meetings.

Alignment with other SB committees

2.3 The chairperson of the Technology and Operations Committee will provide the chairpersons of the other Supervisory Board committees with copies of the agenda and minutes of meetings of the Technology and Operations Committee, so as to enable the chairpersons of these committees to provide input to the Technology and Operations Committee if and when required and/or appropriate and to help ensure that the committees have received the information necessary to permit them to fulfill their duties and responsibilities. The chairpersons of the Technology and Operations Committee and other Supervisory Board committees may divide topics related to technology and operations as appropriate and organise joint meetings on topics where there is a potential overlap between the roles of these committees.

Article 3. Meetings

Meetings at least quarterly

3.1 The Technology and Operations Committee shall meet at as often as it determines, but at least quarterly. Meetings can also take place when the chairperson of the Technology and Operations Committee deems it necessary or upon request of the Supervisory Board or the CEO.

Attendance of MB/SB members and others

3.2 The Technology and Operations Committee shall decide who shall be invited to attend its meetings. The Technology and Operations Committee may invite:

- other members of the Supervisory Board to discuss specific subjects for which they are responsible;
- the CEO and other Management Board members;
- the Head of NFR;
- the General Counsel;
- the General Manager CAS;
- the External Auditor;
- any other staff member or external adviser who can contribute to the discussion.

The Chief Operations Officer and the Chief Technology Officer shall generally attend all regularly scheduled meetings of the Technology and Operations Committee.

Article 4. Composition

Composition

4.1 The composition of the Technology and Operations Committee shall be such that specific expertise relating to technology and the business of the Company and its Group Companies is available, with preferably at least one member having a background in technology relevant to the Company, and shall otherwise be in accordance with the requirements for the composition of Committees.

At least 3 members, independency

4.2 The Technology and Operations Committee shall have at least three members, of which no more than one member may be non-Independent; such a member, however, may not be appointed chairperson.