



ASN Bank N.V.

Charter of the Technology, Data and Operations (“TDO”) Committee of ASN Bank N.V.

governing the internal proceedings of the TDO Committee

Effective as of 1 August 2026



Contents

Clause	Page
1	PURPOSE, RESPONSIBILITIES AND DEFINITIONS3
2	COMPOSITION OF THE COMMITTEE3
2.1	Size of the Committee, appointment of Committee members3
2.2	Qualifications3
2.3	Committee Chairperson4
3	RESPONSIBILITIES OF THE COMMITTEE4
3.1	General4
3.2	Technology4
3.3	Data4
3.5	Operations and operational resilience5
3.6	TDO Committee coordination with other committees5
4	SECRETARY6
5	MEETINGS OF THE COMMITTEE AND DECISION MAKING6
5.1	Convening meetings and agenda6
5.2	Meeting location7
5.3	Attendance7
5.4	Quorum7
5.5	Adoption of resolutions7
5.6	Meeting minutes8
5.7	Adopting resolutions without holding a meeting8
5.8	Evidence of adopted resolutions8
6	ACCESS TO COMPANY INFORMATION, ADVISERS9
7	REPORTING9
7.1	Regular reporting to the Supervisory Board9
8	MISCELLANEOUS9
8.1	Confidentiality9
8.2	Interpretation9
8.3	Review of this charter9

Annexes

Annex 1	Technology, Data and Operations Committee - Definitions
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1 PURPOSE, RESPONSIBILITIES AND DEFINITIONS

- 1.1.1 The TDO Committee (the "**Committee**") advises the Supervisory Board on matters within its area of responsibility and prepares the resolutions of the Supervisory Board on such matters.
- 1.1.2 More specifically, the Supervisory Board has assigned to the Committee the responsibilities set out in Clause 3.
- 1.1.3 This charter sets out the internal organisation of the Committee and its responsibilities, all in accordance with the Supervisory Board Rules and the Articles of Association.
- 1.1.4 In this charter capitalised terms have the meaning set out in Annex I. Any reference in this charter to a gender includes all genders, and any defined term in the singular includes the plural.
- 1.1.5 Any matters which are not covered by this charter are governed by the Supervisory Board Rules.

2 COMPOSITION OF THE COMMITTEE

2.1 Size of the Committee, appointment of Committee members

- 2.1.1 The Supervisory Board determines the size of the Committee, provided that the Committee consists of at least three members.
- 2.1.2 Members of the Committee are appointed by the Supervisory Board from among the Supervisory Directors until further notice and can be removed from the Committee by the Supervisory Board.

2.2 Qualifications

- 2.2.1 More than half of the members of the Committee must be independent within the meaning of provision 2.1.8 of the Code.
- 2.2.2 Together the members of the Committee must have sufficient knowledge, skills and expertise on the matters that fall within the remit of the Committee.
- 2.2.3 At least one member of the Committee shall have specific expertise relating to technology relevant to the Company.
- 2.2.4 No action of the Committee will be invalid by reason of any Committee membership requirement not being met at the time such action is taken.



2.3 Committee Chairperson

- 2.3.1 The Supervisory Board appoints one of the independent members of the Committee as chairperson of the Committee (the "**Committee Chairperson**"). The Committee Chairperson serves as the main contact for the Supervisory Board in relation to the Committee's responsibilities.
- 2.3.2 The Committee Chairperson chairs the meetings of the Committee. If the Committee Chairperson is not present at the meeting, the members of the Committee present at the meeting designate one of them to serve as chair of that meeting.

3 RESPONSIBILITIES OF THE COMMITTEE

3.1 General

The Committee shall assist the Supervisory Board, without prejudice to the responsibilities of the Audit Committee and the Risk and Compliance Committee, with the performance of its duties in overseeing technology, data and operations matters of the Company.

3.2 Technology

- 3.2.1 The Committee shall assist the Supervisory Board with the performance of its duties in relation to the oversight of:
- (a) the technology strategy of the Company and its implementation;
 - (b) related risks including risks arising from technology, artificial intelligence (generative and advanced) and other emerging technologies, including IT key controls, and their design, implementation and operating effectiveness; and
 - (c) substantial technology investments.

3.3 Data

- 3.3.1 The Committee shall assist the Supervisory Board with the performance of its duties in relation to the oversight of:
- (a) the data governance and data strategy of the Company and their implementation;
 - (b) related risks, including data key controls, and their design, implementation and operating effectiveness; and



- (c) substantial data investments.

3.4 Cybersecurity

3.4.1 The Committee shall assist the Supervisory Board with the performance of its duties in relation to the oversight of:

- (a) the cybersecurity strategy of the Company and its implementation;
- (b) related risks, including cybersecurity key controls, and their design, implementation and operating effectiveness; and
- (c) substantial cybersecurity investments.

3.5 Operations and operational resilience

3.5.1 The Committee shall assist the Supervisory Board with the performance of its duties in relation to the oversight of:

- (a) the operations and operational resilience strategy of the Company and its implementation including material ICT third-party arrangements;
- (b) related risks, including operations and operational resilience key controls, and their design, implementation and operating effectiveness; and
- (c) substantial operations and operational resilience investments.

3.6 TDO Committee coordination with other committees

3.6.1 The Committee Chair will provide the chairpersons of the other Supervisory Board committees with copies of the agenda and minutes of meetings of the Committee, so as to enable the chairpersons of these committees to provide input to the Committee if and when required and/or appropriate and to help ensure that the committees have received the information necessary to permit them to fulfil their duties and responsibilities.

3.6.2 The Committee shall coordinate with other committees of the Supervisory Board with regard to other committee's responsibilities relating to technology, data and operations matters.

3.6.3 The Committee conducts the periodical self-assessment of the Committee's own effectiveness and provides a report on this to the Supervisory Board for evaluation and assessment.



4 SECRETARY

4.1.1 The Committee appoints and dismisses a secretary (the "**Secretary**").

4.1.2 The Secretary:

- (a) sees to it that the Committee follows the correct governance procedures and ensures that the statutory obligations and obligations under the Articles of Association are complied with;
- (b) facilitates the information exchange with the Supervisory Board;
- (c) assists the Committee Chairperson in organising the Committee's affairs (such as maintaining the Committee's agenda, the agenda for each of its meetings, and preparing the minutes of its meetings);
- (d) performs such other tasks as set out in this charter; and
- (e) assists the Committee in such other ways as requested by the Committee from time to time.

5 MEETINGS OF THE COMMITTEE AND DECISION MAKING

5.1 Convening meetings and agenda

- 5.1.1 At least three regularly scheduled Committee meetings are to be held each financial year.
- 5.1.2 Extraordinary meetings may be convened on an ad hoc basis. A member of the Committee may, in consultation with the Committee Chairperson, arrange for an extraordinary Committee meeting to be convened.
- 5.1.3 Prior to a meeting of the Committee, the Committee Chairperson may have a preliminary consultation with the COO.
- 5.1.4 In so far as practically feasible, meetings are convened in writing at least eight days in advance, by, or on behalf of, the Committee Chairperson or, if the Committee Chairperson is absent or unable to act, any member of the Committee.
- 5.1.5 The Committee Chairperson will establish the agenda for the Committee meeting. In the event the Committee meeting is convened by someone other than the Committee Chairperson, then the agenda for such Committee meeting will be established in consultation with the chairperson for such meeting. The materials relating to the Committee meeting will be distributed to the members of the Committee and, at the discretion of the Committee Chairperson, others



invited for such meeting sufficiently in advance of each meeting to allow for meaningful review of such materials.

- 5.1.6 Unless otherwise decided by the Committee Chairperson, all meeting materials prepared for the Committee will be available to all members of the Supervisory Board.

5.2 Meeting location

- 5.2.1 Meetings of the Committee are normally held at the Company's offices but may also take place at other locations.
- 5.2.2 Meetings may also be held by telephone, videoconference or other means of electronic communication, provided that all participants can hear each other simultaneously. Members attending the meeting by telephone, videoconference or electronic communication are considered present at the meeting.

5.3 Attendance

- 5.3.1 A member of the Committee may be represented at a Committee meeting by another member of the Committee holding a proxy in writing.
- 5.3.2 Each Supervisory Director is entitled to attend all Committee meetings.
- 5.3.3 The Committee Chairperson may invite others to attend the Committee meetings.
- 5.3.4 Unless the Committee determines otherwise, the COO, CFCO, CSMO, CIO and CDO shall generally attend regularly scheduled meetings of the Committee.

5.4 Quorum

The Committee may only hold meetings and adopt resolutions at a meeting if at least two members of the Committee are present or represented at the meeting.

5.5 Adoption of resolutions

- 5.5.1 Each member of the Committee has one vote.
- 5.5.2 Where possible, the Committee adopts its resolutions by unanimous vote. If this is not possible, the resolution is adopted by a majority of the votes cast. In the event of a tie vote, the proposed resolution shall be rejected and shall be adopted by the Supervisory Board.
- 5.5.3 In their meetings, members of the Committee should engage in open and critical discussions, during which dissenting views are discussed in a constructive manner.



5.5.4 If there is insufficient agreement on a proposed resolution during the meeting, the chair of the meeting may defer the proposal for further deliberation at a later Committee meeting or withdraw the proposal. The Committee shall inform the Supervisory Board of any withdrawn proposal.

5.5.5 Where it is the responsibility of the Committee to review a specific matter and make a recommendation to the Supervisory Board, such recommendation shall be the subject of a vote by the Committee. In the event the proposal to make a recommendation to the Supervisory Board is not adopted, or not adopted unanimously, the Committee will share the views of the individual members of the Committee with the Supervisory Board.

5.6 Meeting minutes

5.6.1 The chair of the meeting and the Secretary ensure that adopted resolutions are communicated to all Committee members not present at the meeting, without delay.

5.6.2 The Secretary must prepare the meeting minutes. The minutes are adopted:

- (a) by a resolution adopted at the next Committee meeting; or
- (b) by the Committee Chairperson, after having consulted the Committee Members present or represented at that meeting.

5.7 Adopting resolutions without holding a meeting

5.7.1 The Committee may also adopt resolutions without holding a meeting, provided all Committee members have been informed of the proposal, none of them have objected to adopting the proposal without holding a meeting and at least two of the members entitled to vote have cast a vote with respect to the proposal.

5.7.2 Clause 5.5 equally applies to adopting resolutions without holding a meeting.

5.8 Evidence of adopted resolutions

5.8.1 Resolutions adopted at a meeting can be demonstrated by the adopted minutes or an extract thereof, or a statement signed by the Committee Chairperson

5.8.2 Resolutions adopted at a meeting can also be demonstrated by a statement signed by the chairperson of that meeting.

5.8.3 Resolutions adopted in writing can be demonstrated by the written resolution or an extract thereof, or a statement signed by the Committee Chairperson.



6 ACCESS TO COMPANY INFORMATION, ADVISERS

- 6.1.1 The Committee and the individual members may request the Executive Board and the Company's external auditor or any other person to provide them with all information they require for the proper performance of their duties. The requested information must be made available as soon as possible. Members of the Committee are to exercise judgment to ensure that their requests do not disrupt the business operations of the Company.
- 6.1.2 The Committee has the authority to retain, at the Company's expense, legal counsel, consultants, as well as other advisers as it deems necessary or appropriate to assist the members of the Committee in fulfilling its responsibilities, and the authority to approve any related fees and expenses.

7 REPORTING

7.1 Regular reporting to the Supervisory Board

- 7.1.1 The Committee Chairperson provides the Supervisory Board with a report of the Committee's business at the next Supervisory Board meeting immediately following the relevant Committee Meeting.
- 7.1.2 The Committee may at all times make any recommendation to the Supervisory Board it deems appropriate in relation to the Committee's responsibilities.

8 MISCELLANEOUS

8.1 Confidentiality

- 8.1.1 The meetings of the Committee are confidential.
- 8.1.2 Any communications to third parties must be made by or in consultation with the Committee Chairperson.

8.2 Interpretation

Decisions on the interpretation of the provisions of this charter are made by the Supervisory Board.

8.3 Review of this charter

The Committee reviews this charter annually and recommends any proposed changes to the Supervisory Board.



Annex 1 Technology, Data and Operations Committee - Definitions

"Articles of Association" means the articles of association of the Company;

"Auditor" means the Company's auditor appointed by the Company's general meeting in accordance with article 28.1 of the Articles of Association;

"Audit Committee" means the committee with the same name as set up by the Supervisory Board in accordance with the Supervisory Board Rules;

"Committee Chairperson" has the meaning ascribed to it in Clause 2.3.1 of this charter;

"Chief Data Officer" or **"CDO"** means the function with the title "Chief Data Officer";

"Chief Financial Crime Officer" or **"CFCO"** means the Executive Board member with the title "Chief Financial Crime Officer";

"Chief Information Officer" or **"CIO"** means the Senior Executive with the title "Chief Information Officer";

"Chief Operations Officer" or **"COO"** means the Executive Board member with the title "Chief Operations Officer";

"Chief Information Security Officer" or **"CISO"** means the function with the title "Chief Information Security Officer";

"Chief Sales and Marketing Officer" or **"CSMO"** means the Senior Executive with the title "Chief Sales and Marketing Officer";

"Code" means the Dutch Corporate Governance Code;

"Committee" has the meaning ascribed to it in Clause 1 of this charter;

"Supervisory Board" means the supervisory board (*raad van commissarissen*) of the Company;

"Supervisory Board Rules" means the regulations referred to in article 22.14 of the Articles of Association; and

"Supervisory Director" means a member of the Supervisory Board.