

NOMINATION COMMITTEE TERMS OF REFERENCE (FROM THE CHARTER OF THE COMMITTEE)

1.2.1. General Provisions

The Nomination Committee (hereinafter referred to as the "Nomination Committee" or "Committee") of the Bank is a body established by a decision of the Supervisory Board of the Bank in accordance with the local regulatory requirements and the Bank's Articles of Association. The competence of the Bank's Supervisory Board's Nomination Committee extends also to the Bank's subsidiaries.

The present Charter is to be read in conjunction with the "Policy of assessment of the suitability of the president and members of the Management Board and key function holders" and "Policy of assessment of the suitability of members of the Supervisory Board".

1.2.3. The Committee's Responsibilities and Competencies

This Committee shall be responsible for the following:

1. propose members of the Management Board and Supervisory Board of the Bank;
2. prepare a description of duties and the criteria for the performance of the function of a member of the Management Board and the Supervisory Board, and assess the time commitment expected;
3. periodically, and at least annually, assess the structure, size, composition and performance of the Management Board and Supervisory Board and, if necessary, make proposals with regard to any changes including maintaining, documenting, and preparing follow-up reports on the performance of the Board;
4. periodically, and at least annually, assess the knowledge, skills and experience of individual members of the Management Board and Supervisory Board and of the Management Board and Supervisory Board collectively, and report to those bodies accordingly;
5. shall take part in the suitability assessment of a member of the Management Board and key function holders responsible for the operation of the control functions as follows: the preparatory activities regarding the suitability assessment and the preparation of the proposal for the decision on the suitability shall be carried out by the expert service of the Bank. The Management Board shall deliver the prepared proposal for the decision on the suitability of a candidate/member of the Management Board and key function

holders responsible for the operation of the control functions to the Nomination Committee for opinion. The decision on the suitability of such persons shall be then adopted by the Supervisory Board of the Bank.

6. shall take part in the suitability assessment of a candidate/member of the Supervisory Board as follows: the preparatory activities regarding the suitability assessment shall be carried out by the expert service of the Bank. Taking into account the outcome of such preparatory activities the Management Board shall prepare a proposal for the decision on the suitability of a member of the Supervisory Board to the Nomination Committee for opinion prior to submitting it to the General Meeting. The decision on the suitability assessment of such persons shall be then adopted by the General Meeting of the Bank.
7. shall decide on a target for the representation of the underrepresented gender in the Management Board and in the Supervisory Board and prepare a policy on how to increase the number of the underrepresented gender in the Management Board and in the Supervisory Board in order to meet that target. The target, policy and its committee implementation shall be made public;
8. periodically review the Policy on the assessment of suitability of members of the Supervisory Board, the Policy on the assessment of suitability of the members of the Management Board and key function holders, Policy on the structure of the Management Board and the Supervisory Board and make recommendations to the Management Board and to the Supervisory Board and propose amendments if deemed necessary;
9. ensuring to the possible extent and on an ongoing basis, the absence of domination of individuals or small groups of individuals in decision-making process within the Management Board and Supervisory Board in order to protect the interests of the Bank in general.

In case of its activities within the ambit of the suitability assessment as indicated in points 4 - 5 above, the Committee shall considered *inter alia* the following criteria:

- (a) total number of members/candidates;
- (b) ensuring an adequate collective knowledge and experience relevant to the activities of the Bank;
- (c) length and scope of past and present positions held by the members/candidates;
- (d) diversity including the skill mix, regional and industry experience and gender of members/candidates;

- (e) responsibilities of specific members/candidates;
- (f) nature and complexity of the experience, position in the organizational structure;
- (g) ability to commit sufficient time to the position;
- (h) personal, professional, economic relationships with other members/candidates in the Bank, with the parent company and its subsidiaries.