

General provisions

The Charter of the Supervisory Board of AS Citadele banka (Supervisory Board) determines the operation and internal order of the Supervisory Board, the work organization, rights, responsibilities and liability of the Supervisory Board members, the procedure for the convening and course of Supervisory Board meetings, and passing and processing of resolutions, as well as the operation of the Corporate Secretary of the Supervisory Board.

Approval and amendment of the Charter

The Charter is approved and amended by the resolution of the Supervisory Board. Proposals for amendments may be submitted by the Chair or members of the Supervisory Board, the Audit and Governance Committee, the Management Board, or the Corporate Secretary. In case of any contradiction between the Charter and the applicable laws or regulations of the Republic of Latvia, the provisions of the law shall prevail. Similarly, the Bank's Articles of Association and the Shareholders' Agreement - which specifically governs Supervisory Board procedures such as quorum and voting thresholds - take precedence over the Charter in the event of inconsistency. The Chair of the Supervisory Board is the owner of the process, while the Corporate Secretary acts as the coordinator. A notice regarding the approval, amendment, or revocation of the Charter is sent to the coordinator, the Management Board, each member of the Supervisory Board, the Risk Director, the Head of Legal Sector, and the Corporate Secretary.

Role and responsibilities of the Supervisory Board

The Supervisory Board represents the interests of the Bank's shareholders between shareholder meetings and is responsible for overseeing the Management Board's performance and decision-making. It ensures effective implementation of the Group's strategy and objectives, and critically reviews proposals and decisions made by the Management Board. The Board evaluates and strengthens the Bank's internal governance framework and ensures that strategic goals, risk management practices, and key internal policies - such as compliance, conflict of interest management, and remuneration - are properly implemented. It promotes and monitors a strong risk culture across all levels of the institution and oversees adherence to the Code of Ethics. The Board also manages oversight of related party transactions, ensures the integrity of financial reporting, and monitors the effectiveness of internal controls. Additionally, it supports the independence of internal control function heads and ensures they can escalate concerns directly to the Board. It also supervises the implementation of the internal audit plan in coordination with the Risk and Audit Committees.

Rights and responsibilities of a Supervisory Board member

Supervisory Board members are responsible for actively participating in meetings, reviewing materials and draft resolutions in a timely manner, and keeping their contact information up to date. They must notify the Board of any planned absences and submit a resignation letter if stepping down. Members are also required to declare any potential conflicts of interest and recuse themselves from related decision-making.

They have the right to propose agenda items, request information from the Management Board and relevant Bank units, express opinions or objections, and monitor the implementation of Supervisory Board resolutions. Additionally, members can access meeting minutes and

other documentation to stay informed and ensure accountability.

Chair of the Supervisory Board

The Chair of the Supervisory Board is elected by the Board members at their first meeting after appointment, along with a Deputy Chair. The Chair leads and organizes the work of the Supervisory Board, including planning, convening, and chairing meetings, setting agendas, and ensuring effective communication within the Board and with the Management Board and committees. The Chair promotes open and informed discussions, ensures strategic priorities are addressed, and that decisions are made on a sound basis. In the Chair's absence, these responsibilities may be delegated to the Deputy Chair or another Board member. The Chair may resign or be removed if unable to fulfill the duties.

Procedure for convening Supervisory Board meetings

Supervisory Board meetings are held at least six times a year, with no more than eight weeks between regular meetings. Meetings may be regular, extraordinary, or workshops, depending on whether formal decisions are needed. Workshops are held for discussions or updates that do not require formal decisions, such as trainings, regulatory briefings, or site visits. Meetings can be initiated by the Chair, Deputy Chair, any Board member, or the Management Board with justification.

For regular meetings, materials must be submitted at least 14 business days in advance; extraordinary meetings require 10 days' notice, and workshops require 5. The Supervisory Board Secretary sends out notices and meeting materials, confirms attendance, and ensures timely distribution of all documents. In urgent cases, materials may be submitted closer to the meeting date with prior consent. Meetings may be held in person or remotely, and compliance-related decisions are also communicated to the Bank's Compliance Division.

Course of Supervisory Board meetings

Supervisory Board meetings follow a structured procedure and are generally held as closed sessions. Participants may include Board members, Management Board representatives, the Risk Director, the Supervisory Board Secretary, the Corporate Secretary, and other invitees. The Board only discusses matters within its competence and respects legal and internal governance boundaries.

A meeting has quorum if more than half of the members are present, unless otherwise specified. Members with a conflict of interest must recuse themselves from related discussions and votes. When a member recuses due to a conflict of interest, their absence does not affect quorum once it is established, and votes are calculated excluding the recused member. Meetings can be held in person or remotely, as long as real-time interactive communication is ensured. Voting is done openly, typically by raising hands or verbal confirmation in remote settings, and decisions are made by simple majority.

The Chair leads the meeting, reviews the agenda, invites speakers, encourages discussion, and oversees the voting process. Minutes are taken in English, recording attendance, discussions, voting results, and any dissenting opinions. Draft minutes are circulated for comments within three business days, and final versions are signed and securely stored. All materials are confidential unless otherwise noted.

Corporate Secretary of the Supervisory Board

The Corporate Secretary of the Supervisory Board is an independent role reporting directly to the Supervisory Board, responsible for ensuring compliance with corporate governance standards and supporting the Board in fulfilling its duties. The Secretary is appointed and removed by the Supervisory Board and is accountable to it as a whole.

Key functions include drafting and reviewing meeting minutes, supporting agenda planning, advising on governance matters (especially for independent members), managing conflicts of interest, overseeing onboarding and training, and ensuring decisions are made in line with internal and legal frameworks. The Corporate Secretary also ensures the Supervisory Board meets statutory and regulatory requirements, assists with strategic implementation, supports regulatory reporting, and advises on business ethics and compliance.

To fulfill these duties, the Secretary participates in meetings, reviews materials in advance, communicates with management and Bank units, and may seek support from internal functions or external advisors. During absences, a substitute is appointed - typically the Head of Legal Sector or another designated person.

The Supervisory Board Secretary

The Supervisory Board Secretary is responsible for providing technical and administrative support to ensure the smooth functioning of the Supervisory Board. This includes sending meeting notices, preparing and distributing agenda materials via the Convene Azeus application, and managing communications with speakers and invited participants.

The Secretary takes and drafts meeting minutes in English, organizes their signing, and prepares extracts in Latvian when needed for the Management Board or regulatory authorities. They are responsible for securely storing signed minutes and related documents, monitoring the implementation of Supervisory Board resolutions, and reporting on their status.

Additionally, the Secretary facilitates efficient communication between the Management and Supervisory Boards and performs other tasks as instructed by the Chair, Deputy Chair, or Board members. All information shared by the Secretary on behalf of the Supervisory Board is classified as confidential or strictly private and confidential.