|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Supervisory Board suitability matrix**  Your explanation of the candidate’s knowledge and experience is of great importance to DNB for conducting the suitability assessment. In the matrix, both a qualification related to the candidate’s knowledge and experience (Basic, Advanced, Expert) and an explanation with specific examples of this knowledge and experience for each topic are requested. After completing the matrix and providing an explanation of the candidate’s scores, you can also provide an explanation of the composition of the collective. Finally, for topic E, sufficient time, an explanation will be requested regarding the candidate’s time allocation.  *This matrix is a tool for the fit and proper test. The Policy Rule on Suitability 2012 is leading for the outcome of the assessment.* | | | | | | | | | | | | |
| Please indicate the suitability levels for each Supervisory Board member:  **B** = Basic = has basic knowledge and experience with this subject  **A** = Advanced = has a good understanding of the subject but is not an expert  **E** = Expert = has in-depth knowledge to independently form an expert judgement on the subject | Name | Name | Name | Name | Name | Name | Name | Name | Name | Name | Name | Name |
| Is the appointed supervisory board member formally independent? Please enter an “**I**” here; if no enter a “**D**”. For more details, please consult the Fit and Proper Assessments page on DNB.nl |  |  |  |  |  |  |  |  |  |  |  |  |
| **A.** **Governance, organisation and communication** | | | | | | | | | | | | |
| Has knowledge of and experience with supervising an organization, including managing processes, areas of responsibility, and employees. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has experience with developing and implementing strategies aimed at long-term value creation. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has experience with complying with maintaining applicable social, ethical and professional standards (including corporate governance codes and codes of conduct) |  |  |  |  |  |  |  |  |  |  |  |  |
| Has experience with timely, accurate, and clear communication of information to stakeholders (including supervisory authorities, shareholders, clients and external auditors). |  |  |  |  |  |  |  |  |  |  |  |  |
| Has experience with supervising and controlling outsourced activities. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has experience with communicating strategy, policy, and goals within the institution or group in a clear and transparent manner. |  |  |  |  |  |  |  |  |  |  |  |  |
| Explanation of candidate’s scores: | | | | | | | | | | | | |
| **B. Products, services and markets within the enterprise’s scope of activities** | | | | | | | | | | | | |
| Has knowledge of and experience with the financial aspects of the institution’s products and services. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with the market in which the institution operates and the relevant developments in that market. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has insight into the institution’s expertise (in the Board and at the internal audit department) with respect to the alignment of products with specific target groups. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has insight into identifying the long-term interests of the institution in assessing products, services and markets in which the institution operates and acts accordingly. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with relevant laws and regulations, including but not limited to the Financial Supervision Act (Wft), the Decree on Prudential Rules for Financial Undertakings (Bpr) as well as relevant supervisory regulations and policy rules. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with actuarial aspects (only for insurers). |  |  |  |  |  |  |  |  |  |  |  |  |
| Explanation of candidate’s scores: | | | | | | | | | | | | |

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Please indicate suitability levels for each Supervisory Board member:  **B** = Basic = has basic knowledge and experience with this subject  **A** = Advanced = has a good understanding of the subject but is not an expert  **E** = Expert = has in-depth knowledge to independently form an expert judgement on the subject | Name | Name | Name | Name | Name | Name | Name | Name | Name | Name | Name | Name |
| **C.** **Sound and controlled operational policies and processes** | | | | | | | | | | | | |
| Has knowledge of and experience with the setup and/or the assessment of the administrative organisation and internal control (AO and IC). |  |  |  |  |  |  |  |  |  |  |  |  |
| Is capable of setting up the internal audit function and/or assessing its setup, functioning and effectiveness. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with setting and implementing the institutions strategy and risk appetite. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with defining the risk management policy and corresponding procedures and measures and raising critical questions about this topic. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with detecting, assessing, controlling and monitoring IT risks for a (financial) institution. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with assessing whether the careful treatment of clients has been safeguarded. |  |  |  |  |  |  |  |  |  |  |  |  |
| Is capable of implementing succession planning. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with risk management related to integrity risks, including money laundering and financing of terrorism, conflicts of interest, criminal offenses and legal violations, CDD/KYC, and socially improper behavior. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with risk management related to sustainability (environment, society, and governance). |  |  |  |  |  |  |  |  |  |  |  |  |
| Is capable of setting up the compliance function and/or assessing its setup, functioning and effectiveness. |  |  |  |  |  |  |  |  |  |  |  |  |
| Is capable of understanding and assessing the outsourcing policy and asking critical questions about it. |  |  |  |  |  |  |  |  |  |  |  |  |
| Is capable to assess the remuneration policy and ask critical questions about it. |  |  |  |  |  |  |  |  |  |  |  |  |
| Explanation of candidate’s scores: | | | | | | | | | | | | |
| **D. Balanced and consistent decision making** | | | | | | | | | | | | |
| Has knowledge of and experience in considering all relevant interests (customers and other stakeholders) in decision-making. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with recognizing and raising the issue of conflicts of interest in the decision-making process. |  |  |  |  |  |  |  |  |  |  |  |  |
| Acts fairly, with integrity, and is independent of mind. Is thus able to bring his or her own thorough, objective, and independent viewpoint into the decision-making process. |  |  |  |  |  |  |  |  |  |  |  |  |
| Is capable of and has experience with ensuring that sufficient alternatives are taken into consideration in a decision-making process. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has insight in how the internal decision-making process is organized. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience with assessing whether decisions have been made in line with the strategy and the values of the organization. |  |  |  |  |  |  |  |  |  |  |  |  |
| Has knowledge of and experience in the careful documentation of decision-making. |  |  |  |  |  |  |  |  |  |  |  |  |
| Explanation of candidate’s scores: | | | | | | | | | | | | |

*Explanation:*

1. *What are the collective’s strengths and weaknesses, and why? How will the weaker suitability areas within the collective be compensated?*
2. *What does the candidate contribute to the board as a whole in terms of competencies and experience?*
3. *What is the knowledge and experience of the collective and the candidate regarding climate-related and environmental risks?*

|  |  |
| --- | --- |
| **Clarification of collective suitability** | |
| Suitability of the board (1) |  |
| Added value of candidate for the board (2) |  |
| Climate-related and environmental risks (3) |  |

|  |  |
| --- | --- |
| **Other** | |
| Matrix completed by | [name], [position], [date] |
| Has the candidate reviewed the completed suitability matrix ? | [yes/no] |
| Have the suitability scores been discussed by the board? | [yes/no] |

**E. Sufficient time – Time allocation**

To be completed for the appointed member of the supervisory board. Please list all (side) functions below, including the position for which the candidate is being nominated.

The time a candidate can dedicate to his or her tasks can be influenced by various factors. The assessment of whether a candidate has sufficient time to allocate is both a quantitative assessment (where compliance with applicable legal limitations must be ensured) and a qualitative assessment.

*Explanation:*

*(1) In the quantitative assessment of the number of positions of the candidate, the limits as expressed in the following laws and regulations apply - insofar as applicable to the candidate and the entity:*

* *Civil Code (Burgerlijk wetboek), article 2:132a, 2:142a, 2:242a and 2:252a*
* *Capital Requirements Directive, CRD IV, article 91*
* *Directive on markets in financial instruments (MiFID II), article 45*
* *Decree on the implementation of the Pensions Act (Besluit uitvoering Pensioenwet -Pw) and Compulsory Occupational Pension Scheme Act (Wet verplichte beroepspensioenregeling - Wvb), article 35a*

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Entity** | **Country** | **Function of the candidate** | **Extra Responsibilities (such as committees, and chair positions)** | **Term of office (from – to)** | **Time allocation (hours per week and/or days per month)** | **Number of meetings per year** | **Weighing of the function (1)** |
|  |  | [Intended function] |  |  |  |  |  |
|  |  | [Current other function(s)] |  |  |  |  |  |
|  |  | [Current other function(s)] |  |  |  |  |  |
|  |  | [Current other function(s)] |  |  |  |  |  |
|  |  | [Current other function(s)] |  |  |  |  |  |