

Release date: 2021.07.13

Date of approval: 25.08.2021

Created by: Business Development Committee

Approved by AS DelfinGroup
Supervisory Board decision as of 25 August 2021
Minutes No 9/2021

**CHARTER OF AS DELFINGROUP
SUPERVISORY BOARD'S BUSINESS DEVELOPMENT COMMITTEE
No 12PL12-0**

1. GENERAL REGULATIONS	1
2. TERMS	1
3. POWERS OF THE COMMITTEE	1
4. OBJECTIVES AND OBLIGATIONS OF THE COMMITTEE	2
5. COMPOSITION OF THE COMMITTEE	2
6. ORGANISATION OF THE COMMITTEE'S WORK	2

1. GENERAL PROVISIONS

- 1.1. The Charter of the AS *DelfinGroup* Supervisory Board's Business Development Committee set out the powers, objectives and duties of this committee, its composition, the organisation of its work, as well as the rights and obligations of the committee members.
- 1.2. The Charter of the Committee and all changes therein are approved by the Council, and they enter into force at the time of approval.
- 1.3. The Supervisory Board and Committee members shall follow this Charter unless it contravenes internal regulatory documents of DG and/or applicable legal acts.
- 1.4. DG provides resources for the operation of the Committee.

2. TERMS

- 2.1. DG - AS DelfinGroup
- 2.2. Supervisory Board- AS DelfinGroup's Supervisory Board
- 2.3. Board - AS DelfinGroup Board
- 2.4. Committee - AS DelfinGroup Business Development Committee
- 2.5. Charter– this Charter of AS DelfinGroup Supervisory Board's Business Development Committee statutes

3. POWERS OF THE COMMITTEE

- 3.1. The Committee is a body established by the Council.
- 3.2. The Committee operates pursuant to this Charter, Supervisory Board decisions and other legal acts binding to DG.
- 3.3. The Committee has the right to summon sector experts necessary for the performance of tasks of the Committee or Supervisory Board decisions.
- 3.4. The Committee has the right to ask DG Board members or invited experts to prepare, verify and submit to the Committee information required for making recommendations.

3.5. DG Board members, heads of branches, departments or units, subsidiaries (if such exist) or invited experts acting on the Board's instructions shall prepare, verify and submit to the Committee information required for the Committee's work and for making recommendations.

4. OBJECTIVES AND OBLIGATIONS OF THE COMMITTEE

4.1. The Committee's objective is to support the DG Supervisory Board to perform its supervisory functions in regarding development of DG products and business areas .

4.2. The Committee has the following duties:

4.2.1. In the area of developing new products and services:

4.2.1.1. foster the development and implementation of innovative and profitable new products and services;

4.2.2. In the area of existing products and services

4.2.2.1. foster product efficiency;

4.2.3. In the area of developing and improving business processes

4.2.3.1. examine drafts of the budget and budget forecasts and make recommendations for improvement therein;

4.2.3.2. make recommendations to the Supervisory Board regarding approval of the budget and budget forecasts

4.2.3.3. analyse reasons for deviations of actual results from the budget and make recommendations for minimising negative deviations

4.2.3.4. To regularly monitor the effectiveness of internal business processes and give recommendations for improvement thereto;

4.2.3.5. Under instructions from the Council, evaluating significant changes to credit risk policy and process.

5. COMPOSITION OF THE COMMITTEE

5.1. The committee consists of 3 (three) Committee members who are appointed and recalled by the Supervisory Board. The Chair of the Committee is appointed by the Supervisory Board concurrently with the appointment of Committee members.

5.2. The Committee is chaired by a DG Supervisory Board member with knowledge, experience and skills in business development issues.

5.3. The Committee members are obliged to obtain and improve their knowledge in relation to the Committee's area of responsibility.

5.4. The Chair of the Committee may temporarily delegate his or her responsibilities to another Committee member during one's absence.

6. ORGANISATION OF THE COMMITTEE'S WORK

6.1. Committee meetings are headed by the Chair of Committee

6.2. Committee meetings are convened at least 11 times per year or more frequently if required. Each Committee member may ask the Chair of Committee convene a meeting or change the Committee's meeting agenda.

6.3. The calendar of Committee meetings shall be set one year in advance, indicating the date, time and place of meetings and the draft agendas.

6.4. The agenda Committee meeting shall be set by the Chair of Committee based on a list of priorities (matters to be considered in depth) Supervisory Board decisions and proposals of the Committee members and approved by the Committee, The Chair of Committee shall plan a list of matters and issues to be addressed at least 6 (six) months in advance, which shall be regularly updated. The agenda for each Committee meeting must include matters pertaining to financial results and fulfilment of the budget and development of existing and new products.

6.5. Committee meetings shall be held openly and/or using remote communication means if Committee members are able to hold real time discussions and decision making.

- 6.6. The Corporate Secretary shall inform the Committee members and invited persons of the date, time and place of the Committee meeting 7 (seven) days before the meeting. Materials for the Committee meeting shall be submitted to the corporate secretary not later than 3 (three) days before the meeting.
- 6.7. A shorter timeframe for convening a Committee meeting is permitted should all Committee members agree.
- 6.8. Minutes of Committee meetings shall be kept in accordance with the Charter of the Supervisory Board. Committee materials and minutes shall be kept by the corporate secretary and published in the Committee's shared space (the respective MS Teams section.)
- 6.9. The Committee shall have decision-making authority if more than half the Committee members, one of which is the Chair of the Committee (or the Chair's deputy) take part in the respective meeting, (.)
- 6.10. The Committee shall adopt decisions by a simple majority through an open vote.
- 6.11. In cases where the "for" and "against" votes are tied, the Chair of Committee shall have the casting vote.

Approved by: Supervisory Board of AS DelfinGroup

Information on versions and revisions

Date	Version No	Revisions
25.08.2021	12/PL 12-0	New document