TERMS OF REFERENCE

Board Committees

Approved by the Board of Directors - reviewed March 2026

Terms of reference, composition and 2025 attendance for the Audit, Risk, Remuneration and Nomination Committees.

Committee structure

The Board has established four committees, each chaired by an independent non-executive director and each operating under written terms of reference approved by the Board. Committees make recommendations to the Board; they do not exercise Board authority except where expressly delegated in writing.

Committee	Chair	Members	Meetings 2025	Attendance
Audit Committee	Independent NED	3	6	100%
Risk Committee	Independent NED	4	6	96%
Remuneration Committee	Independent NED	3	3	100%
Nomination Committee	Independent NED	3	4	92%
Board of Directors	**Chairman**	**7**	**8**	**98%**

Audit Committee

Oversees the integrity of the financial statements and Pillar 3 disclosures, the effectiveness of internal control over financial reporting, the internal audit plan and its findings, and the relationship with the reviseur d'entreprises agree including the assessment of independence and non-audit services.

Risk Committee

Recommends the risk appetite statement to the Board, reviews the adequacy of the risk management framework across credit, market, liquidity, operational, ICT, conduct and climate risk, and receives the reports of the Chief Risk Officer. It also reviews the internal capital and liquidity adequacy assessments and the recovery plan before Board approval.

Remuneration Committee

Recommends the remuneration policy, reviews its application to identified staff, and approves the individual remuneration of the members of authorised management and the heads of the control functions. It receives an annual independent review of compliance with the Capital Requirements Directive remuneration provisions.

Nomination Committee

Assesses the collective suitability of the Board, identifies gaps, recommends candidates, oversees succession planning for the Board and authorised management, and monitors progress against the Board diversity policy objectives.

Information flow and access

Committee papers are circulated at least five business days before each meeting. Each committee may obtain independent professional advice at the bank's expense and has unrestricted access to any employee, record or system. The chair of each committee reports orally to the next Board meeting and the minutes are provided to all directors.

Review and approval

This document is approved by the Board of Directors of China Everbright Bank (Europe) S.A. and is reviewed at least annually, or more frequently where a change in law, regulation, supervisory expectation or the bank's own risk profile requires it. It is maintained by the Company Secretary and forms part of the bank's internal governance framework as required by CSSF Circular 12/552 as amended and the EBA Guidelines on internal governance.

Important notice
This document is published on the bank's website as an illustration of the structure and content of its governance disclosures. It is a summary, is indicative in nature, and does not constitute the bank's constitutional documents or a legal instrument. Nothing here is an offer of securities or investment, legal or tax advice.