BOARD POLICY

Director Nomination & Succession

Approved by the Board of Directors - reviewed March 2026

Selection criteria, the fit-and-proper assessment and the CSSF approval process applied to every Board appointment.

Appointment process

Every appointment to the Board or to authorised management follows the same sequence, regardless of whether the candidate is internal, external or nominated by the shareholder. The process is owned by the Nomination Committee and is documented so that it can be evidenced to the supervisor.

Step	Activity	Owner	Typical duration
1	Collective suitability assessment and gap analysis	Nomination Committee	2 weeks
2	Approval of the written role specification	Nomination Committee	1 week
3	Candidate sourcing (external search or internal)	Search firm / HR	6-10 weeks
4	Shortlisting and interviews	Committee and Chairman	3 weeks
5	Individual suitability and independence assessment	Nomination Committee	2 weeks
6	Board recommendation and resolution	Board	1 week
7	Fit-and-proper submission to the CSSF	Company Secretary	As required
8	CSSF assessment and non-objection	CSSF	Variable
9	Appointment effective and induction begins	Company Secretary	-

Suitability criteria

- Knowledge, skills and experience relevant to banking, financial markets, regulation, risk management, accounting or the sectors the bank finances.
- Reputation, honesty and integrity, evidenced by declarations and independent checks.
- Sufficient time commitment, assessed against other mandates held and the limits in the Capital Requirements Directive.
- Independence of mind, required of every director, distinct from formal independence.
- Collective suitability of the body as a whole, which no individual assessment can substitute for.

Succession planning

The Nomination Committee maintains an emergency succession plan for the Chairman, each committee chair and each member of authorised management, and a development plan for identified internal successors. Both are reviewed annually. The emergency plan names a designated interim holder for every reserved role so that the bank is never dependent on a single individual for a function required by its licence.

Induction and ongoing development

New directors receive a structured induction covering the business model, the risk appetite framework, the Luxembourg regulatory environment, the group relationship and the bank's control functions. Each director receives a minimum of fifteen hours of continuing professional development each year, with content proposed by the Committee and reported to the Board.

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.