

## **USER COMMITTEE REGULATIONS**

These internal regulations have been updated and adopted by the Board of Directors of equensWorldline NV (**equensWorldline**) in its meeting of 18 April 2023. These Regulations are publicly available on the equensWorldline website.

### **1. User Committee**

- 1.1. equensWorldline NV (**equensWorldline**) will have an internal advisory committee for Dutch users of equensWorldline, and the clients of such users, operating in the payment market in the Netherlands (the **Users**, such committee, the **User Committee**).
- 1.2. The objective of the User Committee is to safeguard the interests of the users regarding the smooth functioning of the Dutch payments processing by equensWorldline, related to the settlement services as defined in article 1:1 FSA, covering the Switch, Stand-in and/or CSM services, through advising the Board of Directors of equensWorldline in respect of material decisions related to the Dutch market.

### **2. Composition and admission criteria**

- 2.1. The User Committee consists of two User categories:
  - 2.1.1. Three Dutch User Banks;
  - 2.1.2. Three Dutch Users that are end-users, including large corporates with a high payment volume through equensWorldline's services
- 2.2. If a User bank is absent for more than 12 months, the User bank will be replaced. Until its replacement the User bank will make sure proper representation is in place until the replacement.
- 2.3. If an end-user is absent for more than 12 months, the end-user will be replaced. Until its replacement the end-user will make sure proper representation is in place until the replacement.
- 2.4. equensWorldline will elect at its sole discretion, prior to the incorporation of the User Committee, which Users falling in category 2.1.1 and 2.1.2 shall be admitted to the User Committee.
- 2.5. The Users will be succeeded every five years.
- 2.6. Each User will select one representative that will represent such User in the User Committee.
- 2.7. A representative shall have sufficient knowledge and experience in respect of the payment processing services provided by equensWorldline.

### **3. Operational provisions**

- 3.1. At the first User Committee meeting, the Users shall appoint a Chairman from their midst. It being understood that the Chairman may only be one of the representatives of the Dutch User Banks. The Chairman role will rotate on an annual basis, unless the Users and

equensWorldline unanimously agree to defer such a rotation to the next year. The User Committee shall determine the order of rotation. Each Chairman appointment shall be approved by the Board of Directors.

- 3.2. To facilitate a constructive and efficient dialogue between the Users and equensWorldline, equensWorldline NV will appoint a BoD member and/or senior manager to act as liaison for the User Committee, who will normally be expected to attend and participate in meetings of the User Committee.
- 3.3. The User Committee shall meet at a semi-annual basis. Further meetings will be convened by the Chairman in case he/she considers this necessary or appropriate.
- 3.4. The agenda for meetings will be set by the Chairman, in consultation with the other User representatives. Invitations to the meeting and the agenda of the meeting may be sent by email or such other means as may be determined appropriate by the Chairman.
- 3.5. Preparation and drafting of advices in line with Section 4 hereof do not need to occur in physical meetings of the User Committee, but may take place via email or telephone conversations.
- 3.6. To the extent that voting is required at a meeting, a simple majority of members present will be required for approval of a motion. In the case of equality of votes the Chairman will have a casting vote.
- 3.7. Minutes of a User Committee meeting will be circulated to all members of the User Committee in writing at such time and frequency as determined by the Chairman. At the option of the User Committee, reports of decisions taken at the User Committee and supporting documentation may be circulated in addition to minutes.
- 3.8. In order to facilitate the organization and functioning of the User Committee, equensWorldline will make available secretariat support which the User Committee may utilize under the direction of its Chairman. The content of such support is to be decided between the Chairman and the equensWorldline representative.

#### **4. Mandate User Committee**

- 4.1. The equensWorldline's Board of Directors will regularly - but at least twice a year preceding the bi-annual User Committee meeting - timely provide the User Committee with information which is relevant for the User Committee to accomplish the function set forth in clause 1.2 of these Regulations.
- 4.2. The User Committee has the right to advise at its own initiative equensWorldline's Board of Directors on material issues regarding the smooth functioning of the Dutch payment processing, that impact the Users.
- 4.3. The advice of the User Committee shall be independent from any direct influence by the equensWorldline's Board of Directors.
- 4.4. An advice shall be in the form of a written non-binding opinion containing detailed reasons, and shall be directed at equensWorldline's Board of Directors.

- 4.5. Each advice should be supported by a majority of the User Committee.
- 4.6. equensWorldline will promptly inform DNB on any decision the Board of Directors may take in which an explicit advice of the User Committee is not followed. The User Committee may inform DNB of any decisions in which it considers that the advice of the User Committee has not been followed by the Board of Directors.
- 4.7. DNB is not part of this User Committee and has no formal role nor obligation to resolve or decide on any discussion or dispute between the User Committee and equensWorldline's Board of Directors in case an explicit advice of the User Committee is not followed or in case the User Committee considers such explicit advice not followed. However, DNB will take any knowledge of such discussion or dispute into consideration in its capacity as overseer of equensWorldline.

## **5. Mandate Dutch User Banks**

- 5.1. The three Dutch User Banks have a prior approval right in case of any material changes to, the termination of or the exercise of other influence on the services delivered as mentioned in clause 1.2 of these Regulations.
- 5.2. The equensWorldline's Board of Directors will request the prior approval by email.
- 5.3. The response to the prior approval request shall be given by Dutch User Banks, acting jointly, by email within 20 business days after the prior approval request has been received.
- 5.4. The Dutch User Banks can discuss and coordinate matters among themselves exclusively in case they deem such matter to relate to their prior approval right. The Chairman will inform the Dutch Users thereof prior to the start of such discussion.
- 5.5. At the end of such exclusive discussion, and in the meantime in case this is deemed appropriate or relevant by the Chairman, the Dutch User Banks will inform the Dutch Users about the main items discussed and any conclusions they have reached in the discussion.

## **6. Confidentiality and conflict of interest**

- 6.1. Without prejudice to the right of DNB to be duly informed, the members of the User Committee shall be bound by confidentiality. Where the Chairman determines that a member has an actual or a potential conflict of interest in relation to a particular matter, that member shall not be allowed to vote on that matter.