

USER COMMITTEE REGULATIONS

These internal regulations have been drawn up and adopted by the Board of Directors of equensWorldline SE (**equensWorldline**) in its meeting of 8 February 2017. They may be amended by a decision of the Board of Directors, from time to time. These Regulations will be publicly available on the equensWorldline website.

1. User Committee

- 1.1. equensWorldline SE (**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 Switch, Stand-in and/or CSM services, through advising the Board of Directors of equensWorldline in respect of material decisions that relate 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. 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.
- 2.3. The Users of category 2.1 will be succeeded every five years.
- 2.4. Each User will select one representative that will represent such User in the User Committee.
- 2.5. 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. The Chairman role will rotate on an annual basis. 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 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

- 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.

5. Confidentiality and conflict of interest

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.