

STATUTES OF THE NATIONAL BANK OF BELGIUM¹

(Unofficial translation)

Latest amendments by the Council of Regency of 14 January 2015,
approved by Royal Decree of 10 March 2015².

CHAPTER I CONSTITUTION

Section I - Name, rules applicable and establishments.

Article 1. - The National Bank of Belgium, hereinafter referred to as the Bank, in Dutch "Nationale Bank van België", in French "Banque Nationale de Belgique", in German "Belgische Nationalbank", established by the Act of 5 May 1850, shall form an integral part of the European System of Central Banks, hereinafter referred to as ESCB, whose Statute has been established by the Protocol relating to it and annexed to the Treaty establishing the European Community.

Furthermore, the Bank shall be governed by the Act of 22 February 1998 establishing the Organic Statute of the National Bank of Belgium, by these Statutes and, additionally, by the provisions relating to public limited liability companies [sociétés anonymes - naamloze vennootschappen].

Pursuant to Article 141 § 1 of the Act of 2 August 2002 on the supervision of the financial sector and on financial services, the words "and, additionally, by the provisions relating to public limited liability companies" are to be interpreted as meaning that the provisions on public limited liability companies do apply to the National Bank of Belgium only :

1° as regards matters which are not governed either by the provisions of Title VII of Part Three of the Treaty establishing the European Community and the Protocol on the Statute of the European System of Central Banks and of the European Central Bank, or by the abovementioned Act of 22 February 1998 or the present Statutes; and

2° in so far as they are not in conflict with the provisions referred to in 1°.

Notwithstanding the first and second paragraphs, the Bank is a public limited liability company which arranges or has arranged issues for general subscription.

Art. 2. - The Bank's registered office shall be in Brussels, boulevard de Berlaimont, number 14.

The Bank shall establish outside offices in locations on Belgian territory where the need for them exists.

Section II - Share capital and rights attaching to shares.

Art. 3. - The Bank's share capital, which shall amount to ten million euro, shall be represented by four hundred thousand shares, of which two hundred thousand - registered and non-transferable - shall be subscribed by the Belgian State and two hundred thousand shall be registered or dematerialised shares. The share capital shall be fully paid up.

The shares shall have no nominal value.

Art. 4. - Each share shall confer the right to a proportional and equal part in the ownership of the Bank's assets and in the sharing out of the profits.

¹ An amendment of these statutes is currently being prepared in order to align them with the organic act of the National Bank of Belgium.

² *Moniteur belge/Belgisch Staatsblad* of 24 March 2015.

Art. 5. - The rights and obligations attached to a share shall follow the title of ownership, into whatever hands it may pass.

The share shall be indivisible vis-à-vis the Bank; the Bank shall recognise only one owner for each share.

Owners in joint ownership, usufructuaries and naked owners, and all other persons who are jointly entitled under a same share, should be represented by one and the same person. So long as this requirement is not met, the Bank may suspend the exercise of the rights pertaining to these shares. This right of suspension shall be exercised by the chairman of the General Meeting.

Art. 6. - Possession of a share shall signify acceptance of the Bank's statutes and of the decisions regularly taken by the General Meeting.

Art. 7. - The shareholders, their heirs or creditors may neither cause the Bank's assets and valuables to be put under seal nor request apportionment or sale by auction or interfere in the Bank's administration.

They must rely, for the exercise of their rights, on the inventory of the Bank's assets and on the resolutions of the General Meeting.

Art. 8. - Except for those belonging to the State, the shares may be converted into registered or dematerialised shares, free of charge, as the owner wishes.

Art. 9. - Ownership of a registered share shall be established by entry in the Bank's registers.

The registered owner shall receive a certificate which does not constitute a transferable title.

The register of nominative shareholders can be kept in electronic form.

Art. 10. - Shareholders shall be liable for losses only to the extent of their interest in the Bank.

Section III - Dissolution.

Art. 11. - The dissolution may not take place other than by means of a law.

CHAPTER II

OBJECTIVES, TASKS AND OPERATIONS

Section I - Objectives and prohibition of monetary financing.

Art. 12. - The Bank shall participate in achieving the objectives of the ESCB, which shall be :

- primarily, to maintain price stability;
- without prejudice to the objective of price stability to support the general economic policies in the European Community with a view to contributing to the achievement of the objectives of the Community as laid down in Article 2 of the Treaty establishing the European Community.

In order to achieve these objectives, the Bank shall act in accordance with the principles laid down in Article 3A of the Treaty establishing the European Community.

Art. 13. - The Bank shall be prohibited from granting overdrafts or any other type of credit facility to European Community institutions or bodies, central governments, regional, local or other public authorities, other bodies governed by public law or public undertakings of Member States of the European Community, and also from purchasing their debt instruments directly from them.

The first paragraph shall not apply to publicly owned credit institutions which, in the context of the provision of liquidity by the Bank, receive from it the same treatment as private credit institutions.

Section II - Tasks and transactions.

Art. 14. - The Bank shall participate in the basic tasks to be carried out through the ESCB, which shall be:

- to define and implement the monetary policy of the European Community;
- to conduct foreign exchange operations consistent with Article 109 of the Treaty establishing the European Community;
- to hold and manage the official foreign exchange reserves of the Member States;
- to promote the smooth operation of the payment systems.

Art. 15. - When carrying out the tasks and duties referred to in this section, neither the Bank nor any members of its decision-making bodies shall seek or take instructions from institutions or bodies of the European Community, from any government of a Member State of the Community or from any other body.

Art. 16.

1. In order to achieve the objectives of the ESCB and to carry out its tasks, the Bank may :

- operate in the financial markets, outright by buying and selling (spot and forward), or under repurchase agreement or by lending or borrowing claims and marketable instruments expressed in Community or in non- Community currencies, as well as precious metals;
- conduct credit operations with credit institutions and other money market or capital market participants, with lending being based on adequate collateral.

2. The Bank shall comply with the general principles defined by the European Central Bank, hereinafter referred to as the ECB, for open market and credit operations, including those relating to announcement of the conditions under which such transactions are carried out.

Art. 17. - Within the limits and in accordance with the detailed terms and conditions adopted by the ECB, the Bank may also carry out, *inter alia*, the following transactions :

- 1° issue and redeem its own loan instruments;
- 2° accept deposits of securities and precious metals, undertake the redemption of securities and act on behalf of other parties in transactions in securities, other financial instruments and precious metals;
- 3° carry out transactions in interest-rate instruments;
- 4° carry out transactions in foreign currencies, gold or other precious metals;
- 5° carry out transactions with a view to the investment and financial management of its holdings of foreign currencies and of other external reserve elements;
- 6° obtain credit from foreign sources and provide guarantees for that purpose;
- 7° carry out transactions relating to European or international monetary cooperation.

Art. 18. - On being authorised to do so by the ECB, the Bank shall issue banknotes in euros intended to circulate as means of payment constituting legal tender in the territory of the States participating in Stage Three of Monetary Union.

The Bank shall comply, with regard to the issuance and design of the banknotes, with the rules laid down by the ECB.

Art. 19. - The Bank shall ensure that the clearing and payment systems operate properly and shall make certain that they are efficient and sound.

It may carry out all transactions or provide facilities for these purposes.

It shall provide for the enforcement of the regulations adopted by the ECB in order to ensure the efficiency and soundness of the clearing and payment systems within the European Community and with other countries.

Art. 20. - Without prejudice to the powers of the institutions and organs of the European Communities, the Bank shall implement the international monetary cooperation agreements by which Belgium is bound in accordance with the procedures laid down by agreements concluded between the Minister of Finance and the Bank. It shall provide and receive the means of payment and credits required for the implementation of these agreements.

The State shall guarantee the Bank against any loss and shall guarantee the repayment of any credit granted by the Bank as a result of the implementation of the agreements referred to in the preceding paragraph or as a result of its participation in international monetary cooperation agreements or transactions to which, subject to approval by the Council of Ministers, the Bank is a party. The State shall also guarantee the Bank the repayment of any credit granted in the context of its contribution to the stability of the financial system and guarantee the Bank against any loss incurred as a result of any transaction necessary in this regard.

Art. 20bis. - Within the framework set by Article 105 (2) of the Treaty establishing the European Community and Articles 30 and 31 of the Protocol on the Statute of the European System of Central Banks and of the European Central Bank, the Bank shall hold and manage the official foreign reserves of the Belgian State. Those holdings shall constitute assets allocated to the tasks and transactions coming under this section and the other tasks of public interest entrusted to the Bank by the State. The Bank shall record these assets and the income and charges relating thereto in its accounts in accordance with the rules referred to in Article 52.

Art. 21. - The Bank may, on the conditions laid down by, or by virtue of, law, and subject to their compatibility with the tasks within the domain of the ESCB, be entrusted with the performance of tasks of public interest.

Art. 22. - The Bank shall act as State Cashier on the conditions determined by law.

It shall be entrusted, to the exclusion of all other Belgian or foreign bodies, with the conversion into euros of the currencies of States not participating in Monetary Union or of States which are not members of the European Community borrowed by the State.

The Bank shall be informed of all plans for the contracting of foreign currency loans by the State, the Communities and the Regions. At the request of the Bank, the Minister of Finance and the Bank shall consult together whenever the latter considers that these loans are liable to prejudice the effectiveness of monetary or foreign exchange policy. The terms and conditions of this giving of information and this consultation shall be laid down in an agreement to be concluded between the Minister of Finance and the Bank, subject to approval of this agreement by the ECB.

Art. 23.

§ 1. The Bank shall contribute to the stability of the financial system. For that purpose, and in accordance with the provisions of Chapter IV/3 of the law of 22 February 1998 establishing the organic statute of the National Bank of Belgium, it shall in particular ensure the detection, assessment and monitoring of the different factors and developments which may affect the stability of the financial system, it shall issue recommendations on measures to be implemented by the various relevant authorities in order to contribute to the stability of the financial system as a whole, particularly through strengthening the robustness of the financial system, preventing the occurrence of systemic risks, and limiting the effect of potential disruptions, and it shall adopt measures falling within the ambit of its competences with a view to achieving the objectives described.

For all decisions and transactions made in the context of its contribution to the stability of the financial system, the Bank shall enjoy the same degree of independence as that determined by Article 130 of the Treaty on the Functioning of the European Union.

§ 2. The Bank may further be charged with the gathering of statistical information or with the international cooperation relating to any task referred to in Article 21.

Art. 23bis.

§ 1. The Bank shall exercise supervision of financial institutions in accordance with the law of 22 February 1998 establishing the organic statute of the National Bank of Belgium and specific laws governing the supervision of these establishments, and with the European rules governing the Single Supervisory Mechanism.

§ 2. Within the areas of supervision pertaining to its competence, the Bank may lay down regulations supplementing the legal or regulatory provisions on points of a technical nature.

Without prejudice to any consultation provided for in other laws or regulations, the Bank may, in accordance with the procedure of open consultation, explain, in a consultative memorandum, the content of any regulation it is considering adopting, and publish this on its website with a view to obtaining any comments by those concerned.

These regulations shall come into force only after their approval by the King and their publication in the *Moniteur belge*/Belgisch Staatsblad (Belgian Official Gazette). The King may amend those regulations or establish any rules Himself that He shall determine if the Bank has not laid down those regulations.

§ 3. The Bank shall carry out its supervisory tasks exclusively in the general interest. The Bank, the members of its bodies and the members of its staff shall not bear any civil liability for their decisions, non-intervention, acts or conduct in the exercise of the legal supervisory tasks of the Bank, save in the event of fraud or gross negligence.

§ 4. The Bank's operating costs relating to the supervision referred to in paragraph 1 are borne by the institutions subject to its supervision, according to the terms and conditions laid down by the King.

The Bank may make the administration of the Land Registry, Public Records and Crown Lands Office responsible for recovery of unpaid taxes.

Art. 23ter.

§ 1. The Bank shall exercise the duties of resolution authority and shall be authorised to implement the resolution tools and exercise the resolution powers in accordance with the Law of 25 April 2014 on the legal status and supervision of credit institutions.

§ 2. The operating costs relating to the task referred to in § 1 shall be borne by the institutions which are subject to the legislation referred to in § 1, according to the terms and conditions laid down by the King.

§ 3. The provisions of Article 23bis, § 3 shall apply to the tasks referred to in this article. In particular, the existence of gross negligence shall be assessed taking account of the actual circumstances of the case, and in particular the urgency confronting the persons concerned, the practices on the financial markets, the complexity of the case, threats to the protection of savings and the risk of damage to the national economy.

Art. 24. - The Bank may carry out all transactions and provide all services which are ancillary to or follow from the tasks referred to in the Act of 22 February 1998 establishing the Organic Statute of the National Bank of Belgium.

Art. 25. - The Bank may entrust the performance of tasks not within the domain of the ESCB with which it is charged or for which it takes the initiative, to one or more distinct legal entities specially

set up for this purpose and in which the Bank holds a significant interest; one or more members of the Bank's Board of Directors shall participate in directing such entities.

If the task is entrusted by law to the Bank, the prior consent of the King, on the proposal of the competent minister, shall be required.

Art. 26. - The legal entities referred to in Article 25 and controlled exclusively by the Bank shall be subject to auditing by the Accounts Audit Court [Cour des Comptes - Rekenhof].

CHAPTER III

ORGANS

Section I - Composition and powers.

Art. 27. - The organs of the Bank shall be the Governor, the Board of Directors, the Council of Regency, the Board of Censors, the Sanctions Committee and the Resolution College, without prejudice to Chapter VIII.

Art. 28.

1. The Governor shall direct the Bank; he shall preside over the Board of Directors, the Council of Regency and the Resolution College. He shall have their decisions implemented.
2. If he is unable to attend, he shall be replaced by the Vice-Governor without prejudice to the application of Article 10.2 of the Statute of the ESCB.
3. He shall present to the General Meeting the annual accounts and the Annual Report which have been approved by the Council of Regency.
4. He shall represent the Bank in legal proceedings.
5. The Governor shall send to the Chairman of the Chamber of Representatives the annual report referred to in Article 284(3) of the Treaty on the Functioning of the European Union, as well as a yearly report on the tasks of the Bank in the field of prudential supervision of financial institutions and on its tasks relating to its contribution to the stability of the financial system as referred to in Chapter IV/3 of the law of 22 February 1998 establishing the organic statute of the National Bank of Belgium. The Governor may be heard by the competent committees of the Chamber of Representatives at the request of these committees or on his own initiative.

However, communications made under this article may not, because of their content or the circumstances, jeopardise the stability of the financial system.

6. The Governor may not, during his term of office, receive any pension payable by the State.

Art. 29.

1. In addition to the Governor, who presides, the Board of Directors shall be composed of at least five but not more than seven directors, one of whom shall bear the title of Vice-Governor, conferred on him by the King. The Board of Directors shall include an equal number of French and Dutch speakers, with, possibly, the exception of the Governor.

The members of the Board of Directors must be Belgian.

2. The Board shall be responsible for the administration and management of the Bank and shall decide on the direction of its policy.

It shall appoint and dismiss members of staff and fix their salaries.

It shall have the right to make settlements and compromises.

3. It shall exercise regulatory power in the cases laid down by law. In circulars or recommendations, it shall lay down all measures with a view to clarifying the application of the legal or regulatory provisions whose application the Bank supervises.

4. It shall decide on the investment of the capital, reserves and depreciation accounts after consultation with the Council of Regency and without prejudice to the rules adopted by the ECB.
5. It shall pronounce upon all matters which are not expressly reserved for another organ by law, the Statutes or the Rules of Procedure.
6. It shall provide opinions to the various authorities that exercise legal or regulatory power on all draft legislative or regulatory acts relating to the supervisory tasks with which the Bank is or may be charged.
7. In urgent cases determined by the governor, except for adopting regulations, it may take decisions by written procedure or by using a voice telecommunications system, in accordance with the specific rules laid down in the Bank's Rules of Procedure.

Art. 30.

1. The Council of Regency shall be composed of the Governor, the directors and ten regents. It shall include an equal number of French- and Dutchspeaking regents.

The members of the Council must be Belgian.

2. The Council shall exchange views on general questions concerning the Bank, monetary policy and the economic situation of the country and the European Community, supervisory policy with regard to each of the sectors subject to the Bank's supervision, Belgian, European and international developments in the field of supervision, as well as, in general, any development concerning the financial system subject to the Bank's supervision; without however having any competence to intervene at operational level or take cognizance of individual dossiers. It shall take cognizance every month of the situation of the institution.
3. On a proposal from the Board of Directors it shall lay down the Rules of Procedure, containing the basic rules for the operation of the Bank's organs and the organisation of its departments, services and outside offices.
4. *Repealed.*
5. It shall approve the Annual Report to be presented by the Governor to the General Meeting.
6. *Repealed.*
7. The Council shall fix the individual salaries and pensions of the members of the Board of Directors. These salaries and pensions may not include a share in the profits, and no remuneration whatsoever may be added thereto by the Bank, either directly or indirectly. The Bank shall, however, meet the governor's housing and furniture expenses.
8. The Council shall approve the expenditure budget and the annual accounts submitted by the Board of Directors. It shall finally determine the distribution of profits proposed by the Board.
9. The regents shall receive attendance fees and, if appropriate, a travel allowance. The amount of such remunerations shall be fixed by the Council of Regency.

Art. 31.

1. The Council of Regency shall meet at least twenty times per year.

The Council may not deliberate unless the majority of its members is present.

Decisions shall be adopted by a majority of votes.

In the event of a tie, the chairman shall have the casting vote.

2. Minutes shall be kept of the deliberations of the Council of Regency.

They shall mention the nature of the deliberations, their object and, briefly, the grounds for the decisions.

The minutes shall be signed by all the members present and by the Secretary.

3. In urgent cases, determined by the governor, the Council of Regency may decide by written procedure or via a voice telecommunications system, in accordance with the specific rules laid down in the Bank's Rules of Procedure.

Art. 32.

1. The Board of Censors shall be composed of ten members. It shall include an equal number of French and Dutch speakers. At least one member of the Board of Censors shall be independent as defined by Article 526*ter* of the Companies Code.

The members of the Board of Censors must be Belgian.

The Board shall choose its chairman and its secretary from among its members.

2. The Board of Censors shall supervise the preparation and implementation of the budget. It is the audit committee of the Bank and shall exercise in this capacity the tasks laid down by Article 32*bis*.

The censors shall receive an allowance, the amount of which shall be set by the Council of Regency.

Art. 32*bis*.

1. Without prejudice to the responsibilities of the organs of the Bank and without prejudice to the execution of the tasks and transactions within the domain of the ESCB and their review by the statutory auditor, the audit committee shall, at least:
 - a) monitor the financial reporting process;
 - b) monitor the effectiveness of the internal control and risk management systems, and of the Bank's internal audit;
 - c) monitor the statutory audit of the annual accounts, including the compliance with the questions and recommendations formulated by the statutory auditor;
 - d) review and monitor the independence of the statutory auditor, and in particular the provision of additional services to the Bank.
2. Without prejudice to Article 27.1 of the Protocol on the Statute of the European System of Central Banks and of the European Central Bank, and without prejudice to the competence of the Works Council with respect to the nomination, the proposal of the Board of Directors for the appointment of the statutory auditor shall be given on proposal of the audit committee. The Works Council shall be informed of this proposal. The audit committee shall also advise on the tender procedure for the appointment of the statutory auditor.
3. Without prejudice to any reports and notices of the statutory auditor to the organs of the Bank, he shall report to the audit committee on key matters arising from the statutory audit, and in particular on material weaknesses in internal control in relation to the financial reporting process.
4. The statutory auditor shall:
 - a) confirm annually in writing to the audit committee his independence from the Bank;
 - b) disclose annually to the audit committee any additional services provided to the Bank;
 - c) discuss with the audit committee the threats to his independence and the safeguards applied to mitigate those threats and that have been documented by him in the audit working papers.
5. The Rules of Procedure shall specify the rules of procedure of the audit committee.

Art. 33. - The Board of Censors shall meet at least eight times per year.

It may not take decisions unless the majority of its members is present.

Decisions shall be adopted by a majority of the votes cast.

Art. 33bis.

§ 1. The Bank hereby establishes a Resolution College, which shall be responsible for performing the tasks referred to in Article 23ter.

§ 2. The Resolution College shall be composed of the following persons:

- 1° the Governor;
- 2° the Vice-Governor;
- 3° the director of the department in charge of the prudential supervision of banks and stockbroking firms;
- 4° the director of the department in charge of prudential policy and financial stability;
- 5° the director designated by the Bank as the person responsible for resolution of credit institutions;
- 6° the Chairman of the Financial Services and Markets Authority;
- 7° the President of the Management Committee of the Federal Public Service Finance;
- 8° the official in charge of the Resolution Fund;
- 9° four members designated by the King by Royal Decree deliberated in the Council of Ministers; and
- 10° a magistrate designated by the King.

§ 3. The persons referred to in § 2, paragraph 1, 9°, shall be appointed on the basis of their particular experience in banking and in financial analysis.

The persons referred to in § 2, paragraph 1, 9° and 10° shall be appointed for a renewable term of four years. These persons can be relieved of their duties by the authorities which have appointed them only if they no longer fulfil the conditions necessary for their role or in the event of serious misconduct.

§ 4. The King shall determine, by Royal Decree deliberated in the Council of Ministers:

- 1° the organisation and operation of the Resolution College and of the departments tasked with preparing its work;
- 2° the conditions under which the Resolution College shares information with third parties, including other bodies and departments of the Bank; and
- 3° the measures to prevent any conflicts of interest between the Resolution College and other bodies and departments of the Bank.

§ 5. In the event of infringements of the provisions of book II, titles IV and VIII of the Law of 25 April 2014 on the legal status and supervision of credit institutions and of the measures taken to comply with these provisions, the Resolution College shall replace the Board of Directors for the purposes of applying section 3 of chapter IV/1 of the Law of 22 February 1998 establishing the organic statute of the National Bank of Belgium.

Section II - Method of designation of the members of the organs.

Art. 34.

1. The Governor shall be appointed by the King for a renewable term of five years. He may be relieved from office by the King only if he no longer fulfils the conditions required for the performance of his duties or if he has been guilty of serious misconduct. With regard to this

decision, he shall have the right of appeal as provided in Article 14.2 of the Statute of the ESCB.

2. The other members of the Board of Directors shall be appointed by the King, on the proposal of the Council of Regency, for a renewable term of six years. They may be relieved from office by the King only if they no longer fulfil the conditions required for the performance of their duties or if they have been guilty of serious misconduct.

Art. 35.

1. The regents shall be elected for a three-year term by the General Meeting. Their term may be renewed.

Two regents shall be chosen on the proposal of the most representative labour organisations.

Three regents shall be chosen on the proposal of the most representative organisations from industry and commerce, from agriculture and from small firms and traders.

Five regents shall be chosen on the proposal of the Minister of Finance.

The methods of proposing candidates for these appointments shall be laid down by the King, after deliberation in the Council of Ministers.

2. The terms of office of the regents shall end after the Ordinary General Meeting. They may be re-elected.

They shall leave office each year in groups, one of four members and the other two of three members. The order in which they leave office shall be initially determined by the drawing of lots.

The regent elected to replace a member who has died or resigned shall complete the term of the one whom he replaces.

3. If a regent's mandate becomes vacant, then, without prejudice to Article 62, second paragraph, 2°, this shall remain vacant until the next General Meeting.

Art. 36

1. The censors shall be elected for a three-year term by the General Meeting of Shareholders. They shall be chosen from among persons with special qualifications in the field of supervisory procedures. Their term may be renewed.

2. The terms of office of the censors shall end after the Ordinary General Meeting. They may be re-elected.

They shall leave office each year in groups, one of four members and the other two of three members. The order in which they leave office shall be initially determined by the drawing of lots.

The censor elected to replace a member who has died or resigned shall complete the term of the one whom he replaces.

3. If a censor's mandate becomes vacant, then, without prejudice to Article 62, second paragraph, 2°, this shall remain vacant until the next General Meeting.

Section III - Incompatibilities.

Art. 37. - Members of the Legislative Chambers, the European Parliament, the Councils of the Communities and the Regions, persons who hold the position of minister or secretary of state or of member of the Government of a Community or Region and members of the staff of a member of the Federal Government or of the Government of a Community or Region may not hold the office of Governor, Vice-Governor, member of the Board of Directors, member of the Sanctions Committee, member of the Resolution College, regent or censor. The last-mentioned functions shall

automatically cease when their holder takes the oath of office for exercise of the abovementioned offices or performs such functions.

Art. 38.

1. The Governor, the Vice-Governor and the other members of the Board of Directors may not hold any office in a commercial company or a company which is commercial in form or in any public body which carries on an industrial, commercial or financial activity. Subject to the approval of the Minister of Finance, they may however hold office in :
 - 1° international financial institutions established under agreements to which Belgium is party;
 - 2° the Securities Regulation Fund (Fonds des Rentes - Rentenfonds), the Fund for the Protection of Deposits and Financial Instruments (Fonds de protection des dépôts et des instruments financiers - Beschermingsfonds voor deposito's en financiële instrumenten instrumenten), the Rediscount and Guarantee Institute (Institut de Réescompte et de Garantie - Herdiscontering- en Waarborginstituut) and the National Delcredere Office (Office National du Ducroire - Nationale Delcredere dienst);
 - 3° the legal entities referred to in Article 25.

For duties and mandates in an institution subject to the Bank's supervision pursuant to Articles 19, 23 or 23bis, the prohibitions referred to in the first paragraph shall continue to apply for one year after the governor, vice-governor and other members of the Board of Directors have relinquished their office.

The Council of Regency shall determine the conditions relating to the relinquishment of office. It may, on the recommendation of the Board of Directors, waive the prohibition laid down for the period concerned after the relinquishment of office if it finds that the activity envisaged has no significant influence on the independence of the person in question.

2. The regents, the members of the Resolution College and the majority of censors may not be a member of the administrative, management or supervisory bodies of an institution subject to the supervision of the Bank pursuant to Articles 19, or 23bis, nor may they perform management duties in such an institution.
3. On a proposal from the Board of Directors, the Council of Regency shall lay down the code of conduct which must be respected by the members of the Board of Directors and the staff, as well as the monitoring measures concerning respect for this code. Persons responsible for supervising compliance with that code must maintain professional secrecy as provided for in Article 458 of the Penal Code.

Section IV - Responsibility of the members of the organs.

Art. 39. - The Governor, the directors, the regents and the censors shall not contract any personal obligation by reason of the Bank's liabilities; they shall be responsible only for the performance of the duties of their office.

Section V - Expiry of terms of office.

Art. 40. - The terms of the members of the Board of Directors, the Council of Regency and the Board of Censors shall expire no later than when they reach the age of sixty-seven years.

However, subject to authorisation by the Minister of Finance, they may complete their current term. The terms of the members of the Board of Directors may afterwhile still be extended by one year, which term may be renewed. In the case of the Governor's term of office, the authorisation to complete the current term or its extension shall be granted by Royal Decree deliberated in the Council of Ministers.

On no account may the office-holders referred to in this article remain in office beyond the age of seventy years.

CHAPTER IV

SUPERVISION BY THE MINISTER OF FINANCE

Art. 41.

1. Except as regards the tasks and transactions within the domain of the ESCB, the supervisory tasks referred to in Article 23bis and the tasks referred to in Chapter IV/3 of the Law of 22 February 1998 establishing the organic statute of the National Bank of Belgium, the Minister of Finance, through his representative, shall have the right to supervise the Bank's transactions and to oppose the implementation of any measure which is contrary to the law, the Statutes or the interests of the State.

2. The representative of the Minister of Finance shall, *ex officio*, attend the meetings of the Council of Regency and the Board of Censors. He shall attend in an advisory capacity. Except as regards the tasks and transactions within the domain of the ESCB, the supervisory tasks referred to in Article 23bis and the tasks referred to in Chapter IV/3 of the Law of 22 February 1998 establishing the organic statute of the National Bank of Belgium, he shall supervise the Bank's transactions and suspend and bring to the attention of the Minister of Finance any decision which is contrary to the law, the Statutes or the interests of the State.

If the Minister of Finance has not given a decision within eight days of the suspension, the decision may be implemented.

3. The salary of the representative of the Minister of Finance shall be fixed by the Minister of Finance in consultation with the management of the Bank and shall be borne by the latter.

The representative of the Minister shall report to the Minister of Finance each year on the performance of his task.

Art. 42. - Except as regards the transactions within the domain of the ESCB, the representative of the Minister of Finance shall have the right to take cognisance at any time of the state of business and to check the accounts and the cash holdings.

The Bank's administration shall be required to provide him, whenever he so requests, with a certified true copy of the Bank's financial statement.

He shall attend the General Meetings when he deems fit.

CHAPTER V

STATUTORY FUNCTIONS

Art. 43. - The Secretary and the Treasurer shall be appointed by the Council of Regency, which may dismiss them.

The Rules of Procedure shall define the duties inherent in their functions.

Their functions may be performed by one of the directors.

CHAPTER VI

FINANCIAL PROVISIONS

Section I - Annual accounts, reserve funds and distribution.

Art. 44. - The annual accounts shall be drawn up as of 31 December each year. They shall be prepared by the Board of Directors and submitted to the Council of Regency for approval.

The approval of the annual accounts by the Council of Regency gives discharge to the members of the Board of Directors.

Art. 45. - *Repealed.*

Art. 46. - The reserve fund is intended for:

- 1° compensating for losses in capital stock;
- 2° supplementing any shortfall in the annual profit up to a dividend of six per cent of the capital.

Upon expiration of the Bank's right of issue, the State shall have a priority claim to one fifth of the reserve fund. The remaining four fifths shall be distributed among all the shareholders.

In accordance with Art. 141 § 9 of the Act of 2 August 2002 on the supervision of the financial sector and on financial services, the words "the Bank's right of issue" shall be construed as meaning that the right of issue in question includes the right of issue which the Bank may exercise pursuant to Article 106 (1) of the Treaty establishing the European Community.

Art. 47. - *Repealed.*

Art. 48. - *Repealed.*

Art. 49. - The annual profit shall be distributed as follows :

1. a first dividend of six per cent (6%) of the capital shall be allocated to the shareholders;
2. from the excess, an amount proposed by the Board of Directors and established by the Council of Regency shall be independently allocated to the reserve fund or to the available reserves;
- 3° from the second excess, a second dividend, established by the Council of Regency, forming a minimum of fifty per cent (50%) of the net proceeds from the assets forming the counterpart to the reserve fund and available reserves shall be allocated to the shareholders;
- 4° the balance shall be allocated to the State; it shall be exempt from company tax.

Art. 50. - The profit established for allocation to the shareholders for the financial year ended 31 December of each year shall be distributed in a oner within the month following the General Meeting, on a date fixed by the latter.

If the profit for distribution among the shareholders is less than 6% per annum, it shall be supplemented by drawing on the reserve fund.

This drawing shall be refunded to the reserve if, the next year, this refund can be made without reducing the profit for distribution to below 6%.

Art. 51. - *Repealed.*

Art. 52. - The accounts and, if appropriate, the consolidated accounts of the Bank shall be drawn up:

- 1° in accordance with the Act of 22 February 1998 establishing the Organic Statute of the National Bank of Belgium and the mandatory rules drawn up pursuant to Article 26.4 of the Protocol on the Statute of the European System of Central Banks and of the European Central Bank;
- 2° and otherwise in accordance with the rules laid down by the Council of Regency.

Articles 2 to 4, 6 to 9 and 16 of the Act of 17 July 1975 on business accounting and their implementing decrees shall apply to the Bank with the exception of the decrees implementing Articles 4 (6) and 9, § 2.

Section II - Allocations to the State.

Art. 53. - *Repealed.*

Art. 54. - Any capital gain realised by the Bank through arbitrage transactions of gold assets against other external reserve components shall be entered in a special unavailable reserve account. This capital gain shall be exempt from all taxation. However, where some external reserve components have been arbitrated against gold, the difference between the purchase price of that gold and the average purchase price of the existing gold stock shall be deducted from the amount of that special account.

The net income from the assets which form the counterpart to the capital gain referred to in the first paragraph shall be allocated to the State.

External reserve components acquired as a result of the transactions referred to in the first paragraph shall be covered by the State guarantee as provided in Article 9(2) of the Act of 22 February 1998 establishing the Organic Statute of the National Bank of Belgium.

The terms and conditions for application of the provisions contained in the preceding paragraphs shall be fixed by agreements to be concluded between the State and the Bank. These agreements shall be published in the *Moniteur belge/Belgisch Staatsblad*.

Art. 55. - Notwithstanding Article 54, the capital gain made from the transfer of assets in gold with regard to the issuing by the State of numismatic or commemorative coins, shall be allotted to the State to the extent of the unused balance of the 2.75% of the weight of gold which appeared in the Bank's assets on 1 January 1987, and which could be used by the State, particularly for issuing coins, by virtue of Article 20bis (2) of the Act of 24 August 1939 on the National Bank of Belgium.

CHAPTER VII

PROFESSIONAL SECRECY AND EXCHANGE OF INFORMATION

Art. 56. - Except when called upon to give evidence in court in a criminal case, the Bank and members and former members of its organs and its staff shall be subject to professional secrecy and may not divulge to any person or authority whatsoever confidential information of which they have had knowledge on account of their duties.

Paragraph 1 shall not preclude the communication of confidential information to third parties in cases laid down by or by virtue of the law.

The Bank, members of its organs and its staff shall be exempt from the obligation contained in Article 29 of the Code of Criminal Procedure.

Contraventions of this article shall incur the penalties laid down by Article 458 of the Penal Code. The provisions of Book 1 of the Penal Code, including Chapter VII and Article 85, shall be applicable to contraventions of this article.

This article does not prevent the observance, by the Bank, the members of its organs and its staff, of specific legal provisions as to professional secrecy, whether more restrictive or not, notably when the Bank is charged with collecting statistical data or information on prudential supervision.

CHAPTER VIII

GENERAL MEETING

Art. 57. - The General Meeting shall represent the totality of the shareholders. It shall be presided over by the Governor.

Its decisions, taken in a regular manner, shall be binding, even on those absent or dissenting.

Art. 58. - The right to take part in the General Meeting is granted to shareholders who have fulfilled the legal formalities to be admitted to the General Meeting of a listed company.

Art. 59. - Before the session is opened, the shareholders shall sign the attendance list.

Art. 60. - Each share shall confer the right to one vote.

Art. 61. - The Ordinary General Meeting shall be held in Brussels on the third Monday of the month of May and, if that day falls on a public holiday, on the first following bank working day, at 2 p.m.

It shall hear the Annual Report on the past year's operations.

It shall elect the regents and censors whose terms of office expire and shall take steps to fill the vacancies which have arisen owing to death, resignation or for other reasons.

Art. 62. - An Extraordinary General Meeting may be convened whenever the Council of Regency deems fit.

It must be convened:

- 1° if the meeting is requested by either the Board of Censors or by shareholders representing one tenth of the capital stock;
- 2° if the number of regents or of censors falls below the absolute majority.

Art. 63. - *Repealed.*

Art. 64. - The function of scrutineers shall be performed by the two shareholders present who own the largest number of shares, who do not form part of the administration and who accept this duty.

They shall sign the minutes with the chairman and the other members of the bureau.

The copies and extracts to be supplied to third parties shall be signed by the Secretary.

Art. 65. - The General Meeting shall deliberate:

- 1° concerning the matters mentioned in the convening notices and concerning those submitted to it either by the Council of Regency or by the Board of Censors;
- 2° concerning proposals, signed by one or more shareholders who together own at least 3 % of the company's capital, which have been brought to the attention of the Council of Regency at least twenty-two days before the meeting for inclusion in the agenda.

If the meeting acknowledges the urgency of other proposals made by the Council of Regency, these shall be included in the deliberations.

Art. 66. - All resolutions shall be adopted by an absolute majority of the votes.

In the event of a tie, the proposal shall be rejected.

Art. 67. - Voting will take place either electronically, by roll call, by show of hands, or by ballot.

Elections or dismissals shall take place by secret ballot.

Art. 68. - *Repealed.*

Art. 69. - Regents or censors may be dismissed only by a majority of three quarters of the votes of the shareholders present owning at least three fifths of the shares.

CHAPTER IX
AMENDING THE STATUTES

Art. 70. - The Council of Regency shall amend the Statutes in order to bring them into conformity with the Act of 22 February 1998 establishing the Organic Statute of the National Bank of Belgium and with the international obligations which are binding on Belgium.

Other amendments to the Statutes shall be adopted, on the proposal of the Council of Regency, by a majority of three quarters of the votes pertaining to the total number of shares present or represented at the General Meeting of Shareholders.

The General Meeting of Shareholders referred to in the second paragraph shall be specially convened and its proceedings shall only be valid if the purpose of the proposed amendments was specially stated in the convening notice and if those attending the meeting represent at least half of the capital stock.

If a first meeting does not represent the proportion of the capital stipulated above, a new meeting shall be convened, whose proceedings shall be valid irrespective of the proportion of the capital present or represented.

Amendments to the Statutes shall require the approval of the King.

CHAPTER X
SIGNING OF ACTS

Art. 71. - All acts that are binding on the Bank may be signed:

- a) either by the governor;
- b) or by a majority of members of the Board of Directors;
- c) or by a director together with the secretary;

without being required to furnish proof of any power whatsoever vis-à-vis third parties.

They may also be signed by one or two representatives authorised either by the governor, or by a majority of members of the Board of Directors or by a director together with the secretary.

Furthermore, acts of day-to-day management may be signed:

- a) either by the vice-governor or a director;
- b) or by the secretary or the treasurer;
- c) or by one or two members of staff authorised to act as proxy by the Board of Directors for this purpose.

CHAPTER XI
GENERAL AND TRANSITIONAL PROVISIONS

Section I - Use of languages.

Art. 72. - The Bank and its outside offices shall comply with the statutory provisions on the use of languages in administrative matters.

Art. 73. - *Repealed.*

Art. 74. - *Repealed.*

Art. 75. - *Repealed.*

Art. 76. - Repealed.
