

ClearBank Europe N.V. Pillar 3 Disclosure 2024

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The bank built for game changers

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This report was approved by the Management Board on 30 May 2025.

Pien Smeets
Chief Risk Officer

Purpose

At ClearBank, our purpose is to provide great technology that unlocks our clients' potential, ensuring everyone has the freedom to choose the financial services they need.



Vision

We're committed to being a responsible business, driving forward the transformation of payment services. Our technology platform and banking licence enable our clients to thrive by providing access to next generation financial solutions.

ClearBank at a glance

Driven by technology, powered by people

Who we are

ClearBank Europe N.V. ('ClearBank Europe' or 'the bank', hereafter) is a purpose-built, technology-enabled clearing bank offering market-differentiating banking products to financial institutions through a single Application Programming Interface (API). With its credit institution licence received on 25 July 2024 and under the supervision of both the Dutch Central Bank (De Nederlandsche Bank, DNB) and the European Central Bank (ECB), ClearBank Europe leverages innovative payments technology to enable financial institutions to offer secure accounts, clear payments in real-time, and enhance their banking propositions for their customers.

ClearBank Europe's strategy focuses on empowering financial institutions and corporates with innovative banking solutions, leveraging cutting-edge technology to deliver real-time payments and account access. ClearBank Europe is part of ClearBank Group Holdings Limited ('ClearBank'). ClearBank has two operating entities, being ClearBank Limited ('ClearBank UK') and ClearBank Europe. By using ClearBank's leading technology platform and industry-leading expertise, our clients are able to focus on their

differentiating value proposition, rather than trying to build their own infrastructure, or update their payment stack.

What we do

ClearBank Europe currently operates a single business line of payments clearing providing sponsored access for regulated financial institutions to regulated payment systems. ClearBank Europe currently does not invest customer deposits but holds customer deposits at the Dutch Central Bank. This low-risk model provides maximum safety and liquidity for customer deposits.

To mitigate risk, ClearBank Europe's clearing and settlement activities are pre-funded by its clients. ClearBank Europe currently does not provide fixed-term lending or engage in investment activities, resulting in the holding of extremely low risk weighted assets (RWAs), in the form of central bank reserves. This banking model provides a lower risk alternative to traditional "fractional reserve" banking models.

ClearBank Europe launched its agency banking proposition in 2024 after obtaining its credit institution licence. It has passported its licence into various countries in Europe.



Disclosures

Basis of preparation

These Pillar 3 disclosures are prepared according to Part eight of the Capital Requirements Regulation ('CRR') as applicable to non-listed firms meeting the definition of small and non-complex institutions, as set out in Article 433b.

We have not omitted any disclosures on the basis of being regarded as proprietary or confidential. If a disclosure has been omitted on the basis of being immaterial, this will be noted in the relevant section of the report.

Scope of consolidation

These disclosures are prepared for ClearBank Europe N.V. as at 31 December 2024 and covers the period of 1 January 2024 till 31 December 2024.

Verification and quality assurance

Pillar 3 disclosures are not subject to external audit and have been produced solely for the purpose of satisfying Pillar 3 regulatory requirements. However, these Pillar 3 disclosures have been reviewed in line with the internal governance procedures applicable to all ClearBank external reporting.

The Management Board have discussed the Pillar 3 Report and the internal governance to prepare this. The Management Board acknowledges

that the Pillar 3 Report adequately conveys the risk profile of ClearBank Europe and the risk management systems are adequate with regards to the profile and strategy of ClearBank Europe.

Frequency, media and location

The Pillar 3 disclosures are published on an annual basis on the corporate website www.clear.bank. The frequency of disclosure will be reviewed if there should be any material changes in regulatory requirements, corporate structure, or capital calculation methodology.

A self-assessment of the disclosure requirements can be found in the Appendix, which references the relevant sections of this document.

Risk management

Enterprise Risk Management Framework ('ERMF')

Our approach to risk management

The Enterprise Risk Management Framework (ERMF) covers the risk management processes of identification, assessment, control, mitigation and reporting of risks to which ClearBank Europe is exposed. This framework is applicable to all entities of ClearBank Group, with specific European implementation and requirements described as local additions to the Framework.

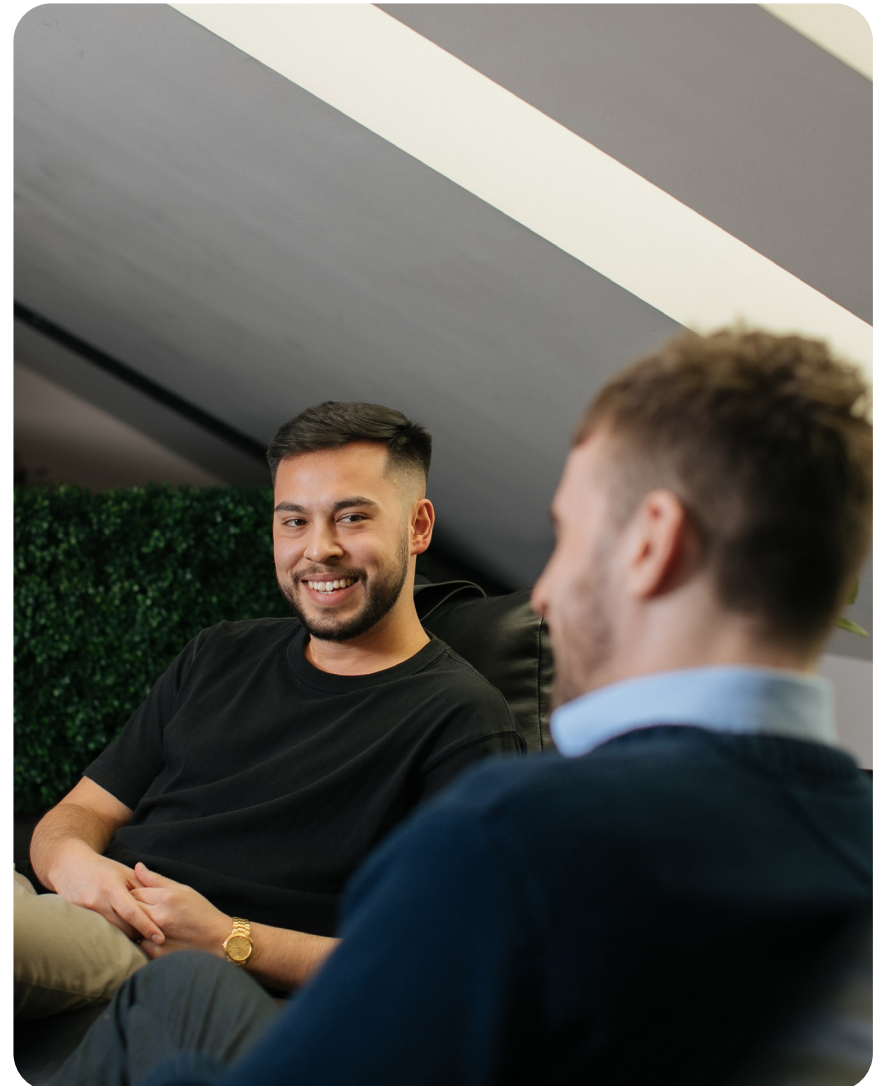
The ERMF has been designed to provide a clear and consistent approach to the management of all risks and controls within the boundaries of the agreed risk appetite of ClearBank Europe, which appetite is aligned to and within the risk appetite of ClearBank Group. The ERMF is underpinned by our risk culture and 3 Lines Model, aligned to industry best practice and discussed further below.

The 3 Lines Model

Supporting the risk management framework, we operate a 3 Lines Model, fostering collaboration between the first and second lines. This approach enhances accountability and ownership for delivering good outcomes and supports efficiency and scalability as we continue to grow.

ClearBank Europe's risk management approach is focused on the following principles:

- Ownership
- Forward looking
- Close monitoring



Risk management cont.



Risk reporting and governance

ClearBank Europe produces regular risk reporting for EU Risk committees covering key risks to which ClearBank Europe is exposed. ClearBank Europe governs itself in accordance with Group and local policies as applicable. The policies provide operational application details and are driven by regulatory requirements and other local considerations. Each committee has responsibility for the monitoring and oversight of our risk profile in line with our risk appetite, which is reviewed and approved annually by the respective Europe Boards.

Risk culture

A strong risk culture is the foundation of our ERMF. Our culture is cultivated and maintained through core values, risk principles, training and by the right tone from the top from the Management Board and Supervisory Board. This commitment ensures a clear and consistent emphasis on managing risk effectively.

Principal risks

To effectively manage risks, ClearBank Europe needs to recognise and understand risks that arise from new and existing activities as well as from external sources. Risk identification is an ongoing process and is considered through all levels of the organisation. It is important to understand the causes and impacts of risks to manage the risks effectively. Risk identification includes emerging risks, new risks being introduced as part of changes (such as new products or services) and existing risks. The identification and categorisation of risks is reflected within the relevant risk registers and aligned with the Risk Taxonomy.

Risk management cont.

The key risks that ClearBank Europe is exposed to are the following:

The key risks that ClearBank Europe is exposed to are the following:	Risk profile	Outlook
<p>Strategic risk Includes environmental and social, political, and economic risks as well as business and competition risks.</p>	<p>Prior to commencing the license application and business activity, the Bank performed a thorough review of its strategy to ensure that its financial plans and strategy are aligned to each other. The Bank tracks its client pipeline, controls costs and closely watches external factors, such as market trends, macroeconomic trends and geopolitical events that could impact its clients and its strategy.</p>	<p>While the geopolitical events around the world remain volatile, the Bank's healthy client pipeline provides a positive outlook to its business and strategic risk.</p>
<p>Financial risk Includes capital, liquidity, and funding risks, and also includes credit, interest rate and market risks.</p>	<p>To expand its services and cover its start-up losses, ClearBank Europe needs capital. The Bank's Internal Capital Adequacy Assessment Process (ICAAP) is used to determine its capital needs, ensuring that the levels of capital required to support the current and future risks of the Bank are met.</p> <p>The Bank's financial risk exposure is driven by the simple structure and composition of its balance sheet. ClearBank Europe currently does not engage in lending or investment business and holds its assets with the European Dutch Central Bank.</p>	<p>Whilst the overall volume will grow, the Bank will manage financial risks in a conservative way. With the growth of its client base, and considering its start-up losses, additional capital injections are required whilst the Bank scales and becomes profitable to maintain capital ratios above regulatory requirements and internal risk appetites. The Parent company has supported to provide the required capital, with a letter of commitment provided to support the going concern status of the Bank.</p> <p>As part of the license requirements, the Bank will develop a lending proposition to support key clients effectively managing their short term liquidity requirements.</p>
<p>Compliance risk Includes financial crime compliance and regulatory compliance risks.</p>	<p>Regulatory requirements are material for any party operating in the financial services sector. The Bank mitigates this risk through horizon scanning for changes in regulatory requirements, tracking regulatory change actions to closure ensuring we are and remain compliant, and performing regular oversight and control testing.</p> <p>Financial crime compliance risk includes risks related to AML and cofinancing, anti-bribery and corruption, sanction and proliferation finance, anti-tax evasion and (internal and external) fraud prevention. It is inherent to the Bank's business model where various financial crime compliance controls are outsourced to its regulated customers. This is mitigated by a robust onboarding process, in which the risk and control framework of the Bank's regulated clients is thoroughly reviewed, and by performing direct screening and monitoring activities.</p> <p>These financial crime risks are identified and analysed through the annual Systematic Integrity Risk Assessment (SIRA) and addressed in processes outlined in the Financial Crime related policies and procedures, as well as the Bank's Code of Conduct, Speak Up Policy, Bankers' Oath, and Screening Policy.</p>	<p>Financial crime continues to be challenged by the volatility of geopolitical events around the world.</p>

Risk management cont.

The key risks that ClearBank Europe is exposed to are the following:

The key risks that ClearBank Europe is exposed to are the following:	Risk profile	Outlook
<p>Conduct risk Includes culture and behaviours, as well as governance and product risks.</p>	<p>The Bank's conduct risk is mitigated through a consistent and appropriate 'tone from the top', regular training to support staff in understanding what good conduct looks like and robust product life-cycle governance.</p> <p>The Bank's remuneration policy is designed to support its behaviour being in line with its Code of Conduct and values, being compliant with relevant regulatory requirements and ensuring sound and effective risk management.</p>	<p>The level of change and product development will be an area of monitoring to mitigate conduct risk.</p>
<p>Operational risk Includes information, technology, transaction processing and execution risks, as well as people, financial reporting, and model risks.</p> <p>Also includes legal, outsourcing, physical security, and business continuity risks.</p>	<p>ClearBank Europe's operating model is significantly based on outsourcing. Many operating activities are outsourced to service providers within or outside the parent group. Outsourcing risk is therefore a key area of focus and is mitigated through extensive oversight arrangements and control testing.</p> <p>Additionally, our risk management systems and controls provide reasonable assurance that the financial reporting does not contain any material inaccuracies.</p>	<p>People risk will be an area for monitoring into 2025 to ensure that the team is commensurate to the expected increase in ClearBank Europe's business activity. Further automation is expected to mitigate people risk.</p>

Risk management cont.

Internal Capital Adequacy Assessment Process ('ICAAP')

ClearBank Europe undertakes an ICAAP on at least an annual basis which is an internal assessment of Pillar 2 capital requirements.

The Pillar 2 assessment considers firm specific risks and risks not included in Pillar 1. The Pillar 2G element provides an assessment of the bank's stressed capital adequacy in the context of its business strategy, risk appetite, risk profile and capital plan throughout a five-year planning horizon. The financial plan forms the starting point for stress testing which considers the impact of alternative scenarios to the ClearBank Europe's plan and deploys management actions where necessary to ensure we would remain within our risk appetite under the hypothetical scenarios. The ICAAP is undertaken annually or more frequently should the need arise.

The ICAAP is presented to the Assets and Liabilities Committee ('ALCO') and the Enterprise Risk Management Committee ('ERMC'), for discussion and review. The Supervisory Board approves the ICAAP following its recommendation by ALCO and ERMC. During the periodic Supervisory Review and Evaluation Process ('SREP'), DNB assesses ClearBank Europe's ICAAP and sets the Overall Capital Requirement ('OCR').

Internal Liquidity Adequacy Assessment Process ('ILAAP')

ClearBank Europe also performs a liquidity assessment on at least an annual basis, where liquidity and funding risks are stress tested as part of the ILAAP which is discussed and reviewed at ALCO and ERMC, and subsequently approved by the Supervisory Board.

DNB assesses ClearBank Europe's ILAAP and sets the Pillar 2 Liquidity requirements during the periodic SREP.



Key metrics

Robust metrics above regulatory minimums and internal risk appetite

During 2024 the following capital injection was made from the parent entity, ClearBank Group Holdings Limited, to ClearBank Europe:

€25 million on 9 July 2024

ClearBank Europe maintains a strong capital, liquidity and funding position, with a Common Equity Tier 1 ('CET1') of 180% at the year end 2024, a Leverage Ratio ('LR') of 90%, a Liquidity Coverage Ratio ('LCR') of 34,945%, and a Net Stable Funding Ratio ('NSFR') of 5,526%, maintaining headroom in excess of total capital and liquidity requirements. The table reflects the key metrics for ClearBank Europe at 31 December 2024.

Our Liquidity Coverage Ratio of
34945%
 and our Net Stable Funding Ratio of
5526%
 demonstrate the strong liquidity position of the bank.

Available own funds (amounts)		Amounts in EUR '000
1	Common Equity Tier 1 (CET1) capital	26,159
2	Tier 1 capital	26,159
3	Total capital	26,159
Risk-weighted exposure amounts		
4	Total risk-weighted exposure amount	14,503
Capital ratios (as a percentage of risk-weighted exposure amount)		
5	Common Equity Tier 1 ratio (%)	180.37%
6	Tier 1 ratio (%)	180.37%
7	Total capital ratio (%)	180.37%
Additional own funds requirements based on SREP (as a percentage of risk-weighted exposure amount)		
EU 7a	Additional CET1 SREP requirements (%)	6.01%
EU 7b	Additional AT1 SREP requirements (%)	8.01%
EU 7c	Additional T2 SREP requirements (%)	10.68%
EU 7d	Total SREP own funds requirements (%)	18.68%
Combined buffer requirement (as a percentage of risk-weighted exposure amount)		
8	Capital conservation buffer (%)	2.50%
EU 8a	Conservation buffer due to macro-prudential or systemic risk identified at the level of a Member State (%)	0%
9	Institution specific countercyclical capital buffer (%)	2.00%
EU 9a	Systemic risk buffer (%)	0.00%
10	Global Systemically Important Institution buffer (%)	0%
EU 10a	Other Systemically Important Institution buffer	0.00%
11	Combined buffer requirement (%)	4.50%
EU 11a	Overall capital requirements (%)	23.18%
12	CET1 available after meeting the total SREP own funds requirements (%)	157.19%
Leverage ratio		
13	Leverage ratio total exposure measure	28,984
14	Leverage ratio	90.25%

As at December 2024 capital resources were made up of CET1 capital, the highest quality of capital, consisting of ordinary share capital, associated share premium and allowable reserves.

Key metrics cont.

Additional own funds requirements to address risks of excessive leverage (as a percentage of leverage ratio total exposure amount)

EU 14a	Additional CET1 leverage ratio requirements (%)	0%
EU 14b	Additional AT1 leverage ratio requirements (%)	0%
EU 14c	Additional T2 leverage ratio requirements (%)	0%
EU 14d	Total SREP leverage ratio requirements (%)	3%
EU 14e	Applicable leverage buffer	0%
EU 14f	Overall leverage ratio requirements (%)	3.00%
Liquidity Coverage Ratio*		
15	Total high-quality liquid assets (HQLA) (Weighted value -year end)	26,584
EU 16a	Cash outflows - Total weighted value	304
EU 16b	Cash inflows - Total weighted value	1,813
16	Total net cash outflows (adjusted value)	76
17	Liquidity coverage ratio (%)	34944.98%
Net Stable Funding Ratio		
18	Total available stable funding	26,243
19	Total required stable funding	475
20	NSFR ratio (%)	5526.21%

Overview of risk weighted exposure amounts

Overview of risk weighted exposure amounts EUR m	Risk weighted exposure amounts (RWEAs)	Total own funds requirements
Credit risk (excluding CCR)	0.6	0.05
Of which the standardised approach (SA)	0.6	0.05
Operational risk	13.9	1.1
Of which basic indicator approach (BIA)	13.9	1.1

*Year-end positions are reported as ClearBank Europe does not have 12 preceding months of the LCR as the licence was only granted in July 2024. Next year, averages of 2025 will be reported in line with CRR Article 460(1).

Key metrics cont.

Credit risk

ClearBank Europe uses the Standardised Approach ('SA') to calculate its Pillar 1 credit risk capital requirements. Under the SA, ClearBank Europe applies a risk weighted asset value to each of its exposure classes and provides 8% of that risk weighted value as the minimum capital requirement for credit risk under Pillar 1. As at 31 December 2024, ClearBank's Credit Risk RWA was €0.63m, which required own funds of €0.05m to be held.

Operational risk

ClearBank Europe uses the Basic Indicator Approach for calculating its Pillar 1 operational risk capital requirements. Under this approach, ClearBank Europe applies a risk weight to the average of the past 3 years' audited revenue (or using forecasted revenue when historic audited numbers are not available), and is required to hold 8% of that risk weighted value as the minimum capital requirement for operational risk under Pillar 1. As at 31 December 2024, ClearBank Europe's Operational Risk RWA was €13.9m, which required own funds of €1.1m to be held.

Liquidity and funding risk

The management of liquidity and funding risks aims to ensure that there are sufficient liquid assets, both as to amount and quality, to cover cash flow mismatches and fluctuations in funding, and to meet financial obligations as they fall due, even during periods of stress.

This is achieved through management and stress testing of business cash flows, setting appropriate risk limits to maintain a prudent funding mix and maturity profile, and maintaining sufficient levels of high-quality liquid assets and appropriate encumbrance levels.

As at 31 December 2024, the bank's Liquidity Coverage Ratio ('LCR') was 34,945% which was well above the regulatory minimum of 100%. The bank continues to manage its liquidity against its internal risk appetite which is more prudent than the regulatory requirements.

The bank exceeds the expected 100% minimum requirement for the Net Stable Funding Ratio ('NSFR'), with a ratio of 5,526% at 31 December 2024.

The bank manages liquidity and funding risks within a comprehensive risk framework which includes its policy, strategy, limit setting and monitoring, stress testing and robust governance controls. The size and mix of the liquid asset buffer are defined by the bank's risk appetite, which is translated into a set of liquidity risk limits. The bank's liquid assets, which predominately comprise balances held at DNB, are managed by the Group Treasury function.

Remuneration

Remuneration Policy and practices

This section provides details on the remuneration of the Management Board, Supervisory Board and employees of ClearBank Europe including the approach for material risk takers for the year ending 31 December 2024. Material risk takers are those individuals whose actions may have a material impact on the risk profile of ClearBank Europe. The policy and level of remuneration is determined by ClearBank Europe's Remuneration Committee. ClearBank Europe consulted with external firm Osborne Clarke to determine its remuneration policy.

Vision on remuneration

As a growing bank in Europe, ClearBank is committed to building a high-performing, ambitious team that will help ClearBank Europe scale and succeed in a competitive market. The bank's remuneration philosophy is designed to attract, retain, and reward top talent who drive business impact and embody its values.

ClearBank Europe offers a compensation structure that combines a competitive base salary - benchmarked against the external market and reviewed twice per year based on defined criteria - with a variable pay plan that recognises and rewards strong performance.

To achieve its ambitions, ClearBank Europe strives to create a diverse and challenging work environment where individuals are empowered to grow their careers and contribute to something truly meaningful.

Nomination and Remuneration Committee

On behalf of the Supervisory Board, the Nomination and Remuneration Committee is responsible for maintaining ClearBank Europe's Remuneration Policy and overseeing its implementation to ensure it is fully operating as intended.

The committee consists of 4 independent board members, including 1 committee chair. Tasks and responsibilities of the Nomination and Remuneration Committee include the preparation of decisions regarding remuneration and providing its support and advice on the design of this Policy and ClearBank Europe's compliance with the Policy. It also includes ensuring that this Policy is consistent with and promotes sound and effective risk management and is in line with the business strategy, objectives, corporate culture and values and the long-term interest of ClearBank Europe. The Nomination and Remuneration committee was held 7 times in 2024.

Remuneration cont.

Variable remuneration at ClearBank Europe

At ClearBank Europe, performance-related variable remuneration (bonus) is governed by its remuneration policy and overseen by the Nomination and Remuneration Committee, in accordance with applicable laws and regulations.

ClearBank Europe adheres to Dutch regulations regarding maximum variable remuneration, ensuring that variable remuneration for employees who spend 50% or more of their time in the Netherlands does not exceed 20% of their fixed remuneration annually.

The bank's variable remuneration scheme is entirely discretionary and is contingent upon both the overall performance of ClearBank Europe and individual performance. Consequently, it is subject to periodic adjustments.

ClearBank Europe retains the discretion to pay variable remuneration partially or fully in shares or comparable instruments.

The allocation of individual variable remuneration is in alignment with the remuneration approach approved by the Nomination and Remuneration Committee, following the evaluation of individual employee performance by line managers and Management Board members. This evaluation is subsequently presented to the Nomination and Remuneration Committee for oversight and review against the bonus pool for ClearBank Europe.

When assessing employee performance and any associated variable remuneration, the following criteria are considered:

- What an employee has achieved in the relevant performance year in line with their objectives
- How an employee has conducted themselves whilst working toward their objectives, in line with the ClearBank Values and Behaviours

Non-financial criteria hold an equal weighting (50%) when evaluating personal performance and this has a direct impact on the associated variable remuneration.

In 2024, no employees at ClearBank Europe earned more than EUR 1,000,000 per annum.

The total amount awarded in 2024 on variable components to ClearBank Europe employees was EUR 528,415 (gross).

ClearBank Europe's policy on variable remuneration further allows for ex-post adjustments via malus and clawback rights. The Supervisory Board, on behalf of ClearBank Europe, is authorized to demand repayment of all or part of a variable remuneration.

During 2024 no variable remuneration has been subject to a clawback.



Remuneration cont.

Remuneration awarded for the financial year (1 January – 31 December 2024)

Remuneration awarded for the financial year €		MB Supervisory function	MB Management function	Other senior management
Fixed remuneration	Number of identified staff	4	4	6
	Total fixed remuneration	336,875	1,270,678	1,049,796
	Of which: cash-based	336,875	1,270,678	1,049,796
Variable remuneration	Total variable remuneration	0	247,959	278,273
	Of which: cash-based		92,452	55,483
	Of which: deferred		92,452	0
	Of which: shares or equivalent ownership interests		155,507	222,790
	Of which: deferred		155,507	222,790
Total remuneration		336,875	1,518,637	1,328,070

This includes allocated staff from other ClearBank group entities.

Remuneration cont.

Special payments to staff whose professional activities have a material impact on institutions' risk profile (identified staff) (1 January – 31 December 2024)

	MB Supervisory function	MB Management function	Other senior management	Other identified staff
Guaranteed variable remuneration awards				
Guaranteed variable remuneration awards - Number of identified staff			1	
Guaranteed variable remuneration awards - Total amount			150,000	
Of which guaranteed variable remuneration awards paid during the financial year, that are not taken into account in the bonus cap			150,000	
Guaranteed variable remuneration awards				
Severance payments awarded during the financial year - Number of identified staff		1		
Severance payments awarded during the financial year - Total amount		92,452		
Of which paid during the financial year		-		
Of which deferred to subsequent year		92,452		
Of which severance payments paid during the financial year, that are not taken into account in the bonus cap		N/A		
Of which highest payment that has been awarded to a single person		92,452		

Remuneration cont.

Deferred remuneration (1 January - 31 December 2024)

Deferred and retained remuneration	Total amount of deferred remuneration awarded for previous performance periods	Of which due to vest in the financial year	Of which vesting in subsequent financial years	Total amount of deferred remuneration awarded before the financial year actually paid out in the financial year
MB Supervisory function	-	-	-	-
MB Management function	1,222,534	469,600	752,934	469,600
Cash-based	-	-	-	-
Shares or equivalent ownership interests	1,222,534	469,600	752,934	469,600
Other senior management	111,982	39,324	72,658	39,324
Shares or equivalent ownership interests	111,982	39,324	72,658	39,324
Total amount	1,334,516	508,925	825,591	508,925

Appendix

Self-assessment of compliance with the Disclosure part of the CRR in accordance with Art 433B

CRR reference	High level summary	Reference
435 (1)(a)	The strategies and processes to manage risks	pg 6 - 10
435 (1)(e)	The strategies and processes to manage those risks	pg 6 - 10
435 (1)(f)	Concise risk statement describing the overall risk profile	pg 6 - 10
438 (d)	Total risk-weighted exposure amount and the corresponding total own funds requirement to be broken down by the different risk categories	pg 11 - 13
447	Disclosure of key metrics	pg 11 - 13
450(1)(a)	Information concerning the decision-making process used for determining the remuneration policy	pg 14 - 18
450(1)(b)	Information about the link between pay of the staff and their performance	pg 14 - 18
450(1)(c)	The most important design characteristics of the remuneration system	pg 14 - 18
450(1)(d)	The ratios between fixed and variable remuneration	pg 14 - 18
450(1)(h)	Aggregate quantitative information on remuneration, broken down by senior management and members of staff whose professional activities have a material impact on the risk profile of the institutions	pg 14 - 18
450(1)(i)	The number of individuals that have been remunerated EUR 1 million or more per financial year	pg 14 - 18
450(1)(j)	Upon demand from the relevant Member State or competent authority, the total remuneration for each member of the management body or senior management;	N/A

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