

Remuneration policy for Identified Staff

☐ Confidential

☒ Internal

☐ Public

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1. Introduction

This document is the remuneration policy for the Identified Staff of Banque Degroof Petercam SA (the Remuneration Policy for Identified Staff).

1.1. Scope of application

The principles and provisions of the Remuneration Policy for Identified Staff apply to Banque Degroof Petercam SA and its Belgian and foreign subsidiaries (together Banque Degroof Petercam), and to their Employees qualified as Identified Staff of Banque Degroof Petercam SA in accordance with its identification policy and with the Delegated Regulation 2021/923 ("Identified Staff Group" or, in the context of the present policy, "Identified Staff"), employed in Belgium and abroad, irrespective of the status of these Identified Staff.

The Remuneration Policy for Identified Staff complements the Remuneration Policy applicable to all Employees, including Control Functions.

In the event of a conflict between a provision of the Remuneration Policy for all Employees and a provision of this Remuneration Policy for Identified Staff, the latter shall prevail unless otherwise expressly stated in the Remuneration Policy for Identified Staff.

Banque Degroof Petercam SA documents the identified list of functions in a specific note. For the avoidance of doubt, the non-executive members of the Board of Directors of Banque Degroof Petercam SA are Identified Staff. Any remuneration they may receive as a result of their mandate is in accordance with the principles of this Remuneration Policy for Identified Staff.

1.2. Group context

The Remuneration Policy for Identified Staff applies on a consolidated basis to employees of Belgian or foreign subsidiaries included in the consolidation scope of Banque Degroof Petercam who are identified at Banque Degroof Petercam level.

Where an Identified Staff member is an Employee of a foreign subsidiary falling within the scope of Directive 2013/36/EU ("CRD" subsidiary), and is identified at the level of that subsidiary, this Remuneration Policy for Identified Staff shall apply, even if the requirements set out in this Remuneration Policy are more stringent than those set out at local level. For example, the maximum ratio between Fixed and Variable Remuneration will be 50% even if a higher ratio (100% or 200%) is allowed under local regulations.

Where an Identified Staff member is an Employee of a foreign subsidiary not covered by Directive 2013/36/EU ("CRD") but covered by another regulation, in particular Directive 2011/61/EU ("AIFM") and/or Directive 2009/65/EU ("UCITS"), this Remuneration Policy for Identified Staff applies in addition to the specific (Belgian or local) remuneration policies to which the Employee is otherwise subject in view of his or her identification in the regulated subsidiary. For example, AIFM or UCITS subsidiaries should pay the variable remuneration of the Identified Staff in units or shares of the relevant investment fund or in units of the relevant collective investment scheme.

1.3. Regulatory context and objective

The Remuneration Policy for Identified Staff is established pursuant to and in compliance with the requirements of the regulations on remuneration in financial institutions providing investment services, resulting notably from:

- (a) Directive (EU) 2013/36 (known as CRD IV) on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms;
- (b) Secondly, Directive (EU) 2019/878 (known as CRD V) which amends CRD IV;
- (c) The implementation of these directives by Belgian internal regulation, in particular:
 - (i) the Law of 25 April 2014 on the status and supervision of credit institutions, which transposed CRD IV into Belgian law (hereinafter the "Banking Law");
 - (ii) the Law of 11 July 2021 which amends the Banking Law in order to ensure the transposition of CRD V into Belgian law;
 - (iii) the NBB circular of 7 December 2021 (NBB_2021_30) which transposes into the Belgian prudential framework the European Banking Authority (EBA) Guidelines of 2 July 2021 on sound remuneration policies; and
 - (iv) the specific directives of the NBB, the EBA and the FSMA.

1.4. Objective of the Remuneration Policy for Identified Staff

The objective of the Remuneration Policy for Identified Staff is to provide a framework for the remuneration mechanisms of Identified Staff within Banque Degroof Petercam by complementing the Remuneration Policy for them, with a view to promoting sound and effective risk management while not encouraging any risk-taking that would exceed the level of risk

tolerated by Banque Degroof Petercam, while at the same time promoting Banque Degroof Petercam's objectives and long-term interests.

1.5. Relationship with other rules on remuneration and performance monitoring

The provisions of the Remuneration Policy for Identified Staff apply to and supersede any internal provisions or local provisions on remuneration or performance monitoring which are less stringent than the former.

Conversely, internal or local provisions on remuneration or performance monitoring will be maintained if they are more restrictive than the provisions of the Remuneration Policy for Identified Staff or if they govern situations not covered by the Remuneration Policy for Identified Staff, provided that the former provisions are not contrary to the principles set out in the Remuneration Policy for Identified Staff.

1.6. For the purposes of the Remuneration Policy for Identified Staff, variable remuneration is taken into consideration at its value at the time it is granted.

1.7. Interpretation

In addition to the terms defined elsewhere in the Remuneration Policy for Identified Staff, the definitions set out in Appendix 1 apply throughout the Remuneration Policy for Identified Staff, unless otherwise stated.

1.8. Gender neutrality

Insofar as the Remuneration Policy for all Employees remains generally applicable to Identified Staff, the additional principles relating to the Remuneration of Identified Staff as set out in the Remuneration Policy for Identified Staff are also based on the principle of equal remuneration between male and female staff for the same or equivalent work.

2. Additional principles for monitoring the performance of identified staff

- 2.1. The evaluation of the performance of Identified Staff is carried out by combining the re-evaluation of the performance of the Identified Staff and the operational unit concerned with that of the results of Banque Degroof Petercam, with the re-evaluation of individual performance taking into account financial and non-financial criteria (at least 20%)¹. In this evaluation, all types of current and future risks of Banque Degroof Petercam are taken into account.

Risk Management assists the departments in determining the financial criteria.

- 2.2. The performance evaluation of Identified Staff is conducted within a multi-annual framework to ensure that the evaluation process focuses on long-term performance. The actual payment of Variable Remuneration is spread over a period which takes into account the length of the underlying economic cycle specific to Banque Degroof Petercam and its economic risks.
- 2.3. Paragraph 2.1 above does not apply to Control Functions that also qualify as Identified Staff. The performance monitoring principles applicable to Control Functions set out in Article 2.6 of the Remuneration Policy prevail and therefore remain applicable to Control Functions that are also qualified as Identified Staff.

3. Remuneration principles for identified staff

Without prejudice to the principles set out in the Remuneration Policy, the following principles apply to Identified Staff:

3.1. Ratio of Fixed to Variable Remuneration

- (a) The base Fixed Remuneration should reflect the relevant professional experience and organisational responsibilities of the position.

The Fixed Remuneration represents a sufficiently high proportion of the Remuneration to ensure the greatest possible flexibility with regard to Variable Remuneration, including the possibility of not granting it.

- (b) Without prejudice to the following, for each Identified Staff member, either

- (i) Employees qualified as Identified Staff at Banque Degroof Petercam SA in Belgium and its branches, regardless of the status of these Identified Staff members and;
- (ii) Employees qualified as Identified Staff at the consolidated level even if they are not directly linked to Banque Degroof Petercam;

the Variable Remuneration is limited to the higher of the following two amounts 50% of the Fixed Remuneration or EUR 50,000 (or any other limit set by law at the time of the grant) without this amount exceeding the fixed remuneration. In accordance with the Law, the assessment of compliance with these limits is verified at the time the Variable Remuneration is granted. This limitation of the ratio between Fixed and Variable Remuneration also applies to grants of Variable Remuneration for exceeding targets ("above target") or for exceptional performance.

- (c) In order to avoid any disputes, for each Identified Staff member of a subsidiary that is not Identified Staff at the consolidated group level, the relevant national rules on the ratio between fixed and variable remuneration should be applied. This means e.g.:

- (i) The Employees of the subsidiaries of Banque Degroof Petercam SA abroad are subject to their respective national legal rules relating to applicable remuneration policies, unless they have the status of Identified Staff at the level of the consolidated group to which Banque Degroof Petercam SA belongs, in which case they shall also be subject to the provisions under (b) of this article;
- (ii) The Employees of the subsidiaries of Banque Degroof Petercam SA in Belgium are subject to their respective national legal rules relating to applicable remuneration policies, unless they have the status of Identified Staff at the level of the consolidated group to which Banque Degroof Petercam SA belongs, in which case they shall also be subject to the provisions under (b) of this article;

¹ In view of the specific characteristics of this type of variable remuneration, it should be noted that payments or benefits granted within the framework of a plan for the participation of employees in the capital and profits of companies in accordance with the Law of 22 May 2001 are not covered by these additional principles (nor by the deferral and payment in instruments).

3.2. Deferral of the Variable Remuneration

- (a) A system of deferral of Variable Remuneration in cash and possibly in financial instruments is applied to Identified Staff, within the framework of a possible application of the principle of proportionality, which takes into account the specific characteristics of the economic cycle, the nature of the company, its levels of risk and the activities and actual presence of the Identified Staff members concerned within Banque Degroof Petercam, and in particular Banque Degroof Petercam's low-to-medium risk profile.
- (b) The persistent low to medium risk profile of Banque Degroof Petercam is the result of the following optimal risk management strategy:
 - (i) Sound Remuneration Policy: Banque Degroof Petercam applies an appropriate remuneration policy aimed at not encouraging, or actually discouraging, any significant risk-taking;
 - (ii) Limitation of market risks: the Banque Degroof Petercam's objective is not to take significant risks in its own position activities. These activities are designed mainly to support the management of assets. The main market risk is taken via the long-term equity investment activity (holding portfolio);
 - (iii) Limitation of credit risks: the majority of Banque Degroof Petercam's credit portfolio is made up of highly collateralised asset loans in order to limit the risks and the consumption of equity capital;
 - (iv) Prudent liquidity management: Banque Degroof Petercam is focused on ensuring its liquidity and, therefore, its sustainability. It is financed mainly by its client deposits and their reuse can be mobilised to a large extent with the BNB;
 - (v) Long-term wealth management: Banque Degroof Petercam favours long-term relationships with the private clients who place their trust in it and is very concerned about its reputation in general, particularly in terms of management;
 - (vi) Prudent strategic management: Banque Degroof Petercam is not seeking to launch new activities, but rather to extend its current business model in the markets where it is already present.
- (c) The vesting and payment of 40% of the Variable Remuneration is deferred for a minimum period of four years, and is aimed at both the part in cash and the part possibly granted in financial instruments according to the provisions of Article 3.3 below.

When the amount of the Variable Remuneration exceeds EUR 200,000 gross (according to the NBB Circular of 7 December 2021), the vesting and payment of 60% of the Variable Remuneration is postponed for a minimum period of four years, both for the part in cash and for the part that may be granted in financial instruments according to the provisions of Article 3.3 below.

The vesting and payment of the Deferred Portion of the Variable Remuneration shall only be made on condition that, at the time of the deferred payment, the Identified Staff member concerned has not previously been dismissed for serious reasons. In this case, the Identified Staff member loses his/her rights to the deferred part of the Variable Remuneration.

- (d) In the context of the implementation of the schemes for the deferral of the granting of part of the Variable Remuneration over time and possibly for the use of financial instruments for the granting of part of the Variable Remuneration in accordance with Article 3.3 below, the Board of Directors may, for a given performance year, exempt from the application of these schemes the Identified Staff who meet the criteria set in this respect by the BNB.

3.3. Partial payment in shares and/or other equity instruments

If the Supervisory Authority(ies) to which Banque Degroof Petercam would be subject decides that this procedure is applicable and mandatory, at least 50% of the Variable Remuneration, including the part deferred pursuant to Article 3.2. (c) above, shall consist of other capital instruments as referred to in the Law.

In this respect, Banque Degroof Petercam may grant 50% of the Variable Remuneration, including its deferred part, in the form of conditional cash, in accordance with Article 6 of Appendix 2 of the Banking Law and the Commission Delegated Regulation (EU) No 527/2014 of 12 March 2014, supplementing Directive (EU) No 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards specifying the classes of instruments that adequately reflect the credit quality of an institution as a going concern and are appropriate to be used for the purposes of variable remuneration". This grant is subject to the authorisation of the Supervisory Authority(ies) to whose authority Banque Degroof Petercam is subject.

Each year, Banque Degroof Petercam determines the terms and conditions for the granting of Variable Remuneration in the form of conditional cash and, to this end, respects the provisions and principles set out in the Remuneration Policy for Identified Staff and in the applicable regulations.

3.4. Exemption

In accordance with Article 9/1 of the Banking Act, the deferral and instrument requirements (conditional cash) are not applicable to members of the Identified Staff whose annual variable remuneration does not exceed EUR 50,000 gross and does not represent more than one third of their total annual remuneration.

3.5. Malus and clawback schemes for Variable Remuneration

The performance evaluation of Identified Staff is part of a multi-annual framework. This framework therefore goes far beyond the simple date of attribution of the Variable Remuneration.

In this context, the Variable Remuneration, even if already paid or vested, must be capable of being influenced by reasons not yet known or foreseen at the time of the payment or vesting of the Variable Remuneration, but which would have influenced the actual granting of the Variable Remuneration or the determination of its amount.

To this end, the Variable Remuneration, including any deferred part, is only paid or acquired if its amount is acceptable in view of the financial situation of Banque Degroof Petercam and if it is justified on the basis of the performance of Banque Degroof Petercam, the operational unit to which the Identified Staff member belongs and the Identified Staff member concerned.

All Variable Remuneration may be subject to malus (i.e. reduction of the deferred amounts of variable remuneration awarded or of the value of the instruments awarded) or clawback (i.e. recovery of amounts of variable remuneration already paid or non-payment of vested variable remuneration) potentially up to a maximum of 100% by the relevant entity of Banque Degroof Petercam according to the following arrangements and conditions:

- (a) The relevant entity of Banque Degroof Petercam may reduce (malus mechanism) the outstanding or vested Variable Remuneration shares of any (former) Identified Staff if Banque Degroof Petercam produces a reduced or negative financial return or, in particular, if one of the following circumstances is discovered:
 - (i) The Identified Staff member's failure to comply with the applicable standards of expertise and professional integrity;
 - (ii) The participation of the Identified Staff member in practices that resulted in significant losses for Banque Degroof Petercam or the responsibility for such practices;
 - (iii) The participation of the Identified Staff member in a particular mechanism having the purpose or effect of encouraging tax evasion by third parties;
 - (iv) Any circumstance which would imply that the payment of the Variable Remuneration would be detrimental to the Remuneration policy of Banque Degroof Petercam or to the risk management strategy of Banque Degroof Petercam as referred to in Article 1.4 of the Remuneration Policy applicable to all Employees ("specific characteristics of Banque Degroof Petercam") or to its low to medium risk profile.
- (b) The relevant entity of Banque Degroof Petercam may recover the Variable Remuneration already paid or acquired from any (former) Identified Staff if Banque Degroof Petercam produces a reduced or negative financial return or in the event of the discovery of one of the following circumstances, within three years of the payment or, as the case may be, acquisition of the Variable Remuneration:
 - (i) The Identified Staff member's failure to comply with the applicable standards of expertise and professional integrity;
 - (ii) The participation of the Identified Staff member in practices that resulted in significant losses for Banque Degroof Petercam or the responsibility for such practices;
 - (iii) The participation of the Identified Staff member in a particular mechanism having the purpose or effect of encouraging tax evasion by third parties.

3.6. Remuneration of non-executive members

The Remuneration of the non-executive members of the Board of Directors, the Nomination and Remuneration Committee and other committees consists only of a Fixed Remuneration determined on the basis of market benchmarks.

These members do not receive any form of Variable Remuneration.

4. Sign on bonus

For specific recruitment purposes, cash bonuses (outside the bonus pool for the financial year) may be granted to new employees in accordance with the principles of the Banking Law and on the basis of a decision by the competent body.

5. Severance pay

5.1. Severance pay in lieu of notice

5.1.1 For self-employed workers

The notice periods and compensation in lieu of notice agreed upon in the management agreements for independent managers may in principle not exceed 12 months fixed remuneration, or upon reasoned recommendation of the Remuneration Committee, 18 months.

5.1.2 For salaried employees

In the event of early termination of an employment contract, notice periods and compensation in lieu of notice are determined in accordance with the Law of 3 July 1978 on employment contracts.

5.1.3 Procedure

Any amount paid in the context of a settlement (over and above the compensation agreed in the management agreement, or the legal minimums and existing collective agreements) must reflect the actual past performance of the worker and cannot reward failure. The evaluation of this performance should be documented.

Any severance agreement/arrangement with a member of ComEx & heads of control functions will be approved and/or confirmed by the Board of Directors.

If an agreement provides for a severance payment that exceeds 12 months' remuneration, or on the reasoned advice of the Remuneration Committee, exceeds 18 months' remuneration, this derogation clause must receive the prior approval of the general meeting of shareholders of the legal entity concerned and/or of Banque Degroef Petercam, in accordance with the procedure provided for in Article 12 of Appendix II of the Banking Law.

5.2. Buyout awards

Buyout awards to newly recruited senior executives will be paid in accordance with a scheme and on terms as equivalent as possible to the vesting dates and original terms of the repurchased instruments and in accordance with the payment and behavioural terms set out in the Bank's deferred remuneration plan in force at the time the buyout awards are granted to such employees, including deferral, retention, payment of instruments and clawback provisions.

For the sake of clarity, buyout awards are not considered as variable remuneration within the meaning of CRD IV, as they do not reward a professional activity carried out for Banque Degroef Petercam.

6. Primacy over other internal regulations, policies or guidelines

Given, firstly, the binding nature of the regulations on which the Remuneration Policy for Identified Staff is based and, secondly, the objectives of the Remuneration Policy for Identified Staff, if a provision of any other applicable internal regulation, policy or guideline (other than the Remuneration Policy) deviates from the Remuneration Policy for Identified Staff, the latter shall prevail.

7. Miscellaneous

7.1. The Remuneration Policy for Identified Staff shall be regularly, and at least once a year, evaluated to ensure the effectiveness of the systems and internal control mechanisms and other arrangements put in place as well as the adequacy and compliance of its principles with the situation of Banque Degroef Petercam and the applicable regulations.

This evaluation will also include the monitoring of the conformity of the decisions taken on Variable Remuneration with the Remuneration Policy for Identified Staff.

This evaluation will be carried out under the supervision of the Board of Directors, with the participation of the Remuneration Committee, Human Resources and the Control Functions.

Where necessary, appropriate action will be taken promptly to remedy any deficiencies.

- 7.2. All staff members have access to the general principles governing the Remuneration Policy for Identified Staff since the latter is a published document. Identified Staff members receive a copy of the Remuneration Policy for Identified Staff.
- 7.3. Any amendment to the Law or to any other regulation that would have an impact on the validity, applicability or interpretation of the Remuneration Policy is immediately and automatically integrated into this Remuneration Policy, provided that such a change does not in itself increase Banque Degroef Petercam's commitments and obligations and does not affect Banque Degroef Petercam's Remuneration Policy or Banque Degroef Petercam's risk management strategy as referred to in Article 1.4 of the Remuneration Policy applicable to all Employees ("specific characteristics of Banque Degroef Petercam") or its low to medium risk profile.

8. Entry into force

The Remuneration Policy for Identified Staff will be fully applicable to any Variable Remuneration relating to services performed from 14 September 2023.

Appendix 1: Interpretation

1. General considerations

- 1.1. The singular includes the plural and vice versa and references to words reflecting gender include both masculine and feminine.
- 1.2. Unless the context requires otherwise, "including/including/include" means "including/including/including without limitation".

2. Definitions

- 2.1. The following terms used in the Remuneration Policy for Identified Staff and its appendices have the following meaning:

EBA stands for European Banking Authority

Supervisory Authority(ies) means the supervisory authority referred to in Article 3 of the Law.

Banque Degroof Petercam means Banque Degroof Petercam SA and its Belgian and foreign subsidiaries.

BNB stands for National Bank of Belgium.

Employee means any salaried employee and any self-employed person, including any executive director and member of an executive committee, whose main professional activity is for Banque Degroof Petercam.

Executive Committee means the executive committee of Banque Degroof Petercam S.A.

Board of Directors means the Board of Directors of Banque Degroof Petercam S.A.

Control Functions means any employee in one of the following departments who performs independent operational control functions: Compliance, Risk Management and Internal Audit.

FSMA stands for Financial Services and Markets Authority.

Identified Staff means the employees of Banque Degroof Petercam and its subsidiaries at consolidated level designated by the Executive Committee in application of the selection methodology and criteria set by the Board of Directors on the basis of the Delegated Regulation (EU) 2021/923.

Severance pay means any payment related to the early termination of a contract.

Banking law means the Law of 25 April 2014 on the status and supervision of credit institutions.

Executive Committee or COMEX: the Executive Committee of Banque Degroof Petercam S.A., composed of members of the Management Committee and other members of the senior management within the meaning of Article 67, paragraph 3, 1° of the Banking Act. »

Delegated Regulation (EU) 2021/923 means Delegated Regulation (EU) No 2021/923 of the European Commission of 25 March 2021 supplementing Directive 2013/36/EU of the European Parliament and of the Council with technical regulatory standards laying down criteria for defining the managerial responsibilities, control functions, significant operational unit and significant impact on the risk profile of that unit, and laying down criteria for identifying those members of staff or categories of staff whose professional activities have an impact on the risk profile of the institution which is comparatively as significant as that of the members of staff or categories of staff referred to in Article 92(3) of that Directive.

Remuneration means all forms of grants, payments and advantages, including non-financial ones, granted directly or indirectly, but on behalf of Banque Degroof Petercam, in exchange for work carried out by an employee of Banque Degroof Petercam.

Fixed Remuneration means any contractually fixed Remuneration granted independently of the Employee's performance.

Variable Remuneration means any Remuneration, discretionary or not, consisting of additional grants, payments or benefits depending on the level of performance of the Employee or other contractual criteria.