Ageas
Remuneration Policy

Version 10 April 2024 (English)

Objective of the document and prerequisites:

The objective of this Policy is to describe the principles of the remuneration structure of Ageas, this to facilitate the strategic ambitions of Ageas and to foster retention and mobility of (key) staff within the group.

This Policy is part of the Ageas Solvency II policies and is (to be) approved by the Ageas Remuneration Committee and the Ageas Board. The Policy will be presented for validation at the General meeting of Shareholders at each material change and at least every 4 years. The Policy includes all requirements applicable to insurance and reinsurance companies as described more in detail in point 2.1 of the document.

The Remuneration Policy 2024 was approved by the Board of Directors on April 10th, 2024, upon recommendation of the Remuneration Committee. The Remuneration Policy 2024 is to be submitted at the General Meeting of Shareholders on May 15, 2024, and if approved, will be applicable as from the financial year starting on January 1, 2024.
It will be made available on Ageas' website for as long as it is applicable.

Table of contents

1. OBJECTIVES

The purpose of the Ageas Remuneration Policy (hereinafter referred to as “this Policy”) is to define, implement and monitor an overall group remuneration philosophy and framework in line with group and local regulatory requirements. The Policy is particularly intended to:

- Reward fairly and competitively ensuring Ageas’ ability to attract, motivate and retain key talent in an international marketplace.
- Promote achievement of demanding performance targets and long-term sustainable growth.
- Differentiate reward by performance and recognise sustained (over) achievement of performance against pre-agreed, objective goals at the corporate, operating company and individual level.
- Pursue long-term value creation and alignment with shareholders’ interests.
- Align remuneration practices and programs of Ageas and its subsidiaries, insofar and to the extent feasible, respecting local (country) market practice and regulation.
- Contribute to sustained mobility within the Group.
- Observe sound principles of corporate governance, of responsible business conduct and compliance with all legal requirements.
- Observe principles of remuneration practice that contribute to sound risk management and not leading to risk-taking that exceeds the risk tolerance limits of Ageas.

2. REGULATORY FRAMEWORK AND SCOPE

2.1 Legal regulatory and voluntary framework

The Policy is drafted in compliance with the requirements for the business of Insurance and Reinsurance and for listed companies and with other applicable international, European, and local legislations, regulations or voluntary frameworks to which Ageas fully or partially committed to, such as:

United Nations voluntary frameworks:
- United Nations Universal Declaration of Human Rights, article 23.3 (right to desirable work)
- United Nations Sustainable Development Goals (UN SDG) of 21 October 2015, adopted by the UN General Assembly in Transforming our world: the 2030 Agenda for Sustainable Development, 21 October 2015, A/RES/70/1, goal 8 (“Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all”)

International Labour Organization (ILO) voluntary frameworks:
- ILO Core Conventions

Texts with relevance for business of Insurance and Reinsurance are:

- The Act of 13 March 2016 on the legal status and supervision of insurance or reinsurance companies
(so-called *Solvency II Act*), which transposes the Directive 2009/138/EC of the European Parliament and of the Council of 25 November 2009 on the taking-up and pursuit of the business of Insurance and Reinsurance (so-called *Solvency II Directive*);
- The Commission Delegated Acts 2015/35 of 10 October 2014 supplementing Directive 2009/138/EC of the European Parliament and of the Council on the taking-up and pursuit of the business of Insurance and Reinsurance (*Solvency II Directive*);
- The EIOPA Guidelines on the system of governance of 14 September 2015 and the EIOPA’s Opinion on remuneration of 7 April 2020

- The Expectations of the National Bank of Belgium regarding the governance system for the insurance and reinsurance sector of the National Bank of Belgium (NBB Overarching circular on system of governance of 5 July 2016 n° NBB_2016_31 updated on 5 May 2020 by NBB_2020_017).
- The Commission Delegated Regulation (EU) 2021/1256 of 21 April 2021 amending Delegated Regulation (EU) 2015/35 as regards the integration of sustainability risks in the governance of insurance and reinsurance undertakings.

Texts with relevance for listed companies are:

- The Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (so-called
  Shareholder's Rights Directive II, or Say-on-pay Directive);
- The Companies and Associations Code (the Act of 23 March 2019 introducing the Companies and Associations Code), as amended by the Act of 28 April 2020, which transposes the Shareholder's Rights Directive II;
- The Corporate Governance Code of 2020 (designated as the only reference code within the meaning of Article 3.6(2) of the Companies and Associations Code by the Royal Decree of 12 May 2019).

2.2 Alignment with business and risk strategy

This Policy is established and implemented in line with the Ageas (as referred in 2.3 below) business and risk management strategy including amongst other sustainability risks, with the company objectives, and the long-term interests and performance of Ageas. It promotes sound and effective risk management and does not encourage risk-taking that exceeds the risk tolerance limits of Ageas.

2.3 Scope

This Policy consists of an overall framework applicable to Ageas and its Employees.

Ageas designates the conglomerate of companies forming a group of which ageas SA/NV is the top holding. It encompasses the mother company, all its subsidiaries and affiliates.

Subsidiary means an entity in which ageas SA/NV, directly or indirectly, has a majority shareholding and holds operational control, and affiliate means any entity in which ageas SA/NV, directly or indirectly, has a minority shareholding and/or holds no operational control. Should compliance with the Ageas Remuneration Policy result in non-compliance with local legislation and regulations, the latter must take precedence over the Ageas Policy. Group Human Resources must be informed and consulted immediately in such circumstances.

In the affiliates, the policy of the major shareholder is applicable, but, within the bounds of reasonableness, it complies with the standards laid down in this policy, to be seen as a minimum. Should this not be the case, Group Director Human Resources must be informed and consulted.

Ageas considers this Policy as a strong guideline and shall stand for its observance. This framework is completed with detailed policies for specific target groups as described below.

2.4 Identified Staff.

This Policy contains specific arrangements for the administrative, management or supervisory body, for persons who effectively run the undertaking or have other key functions and for other categories of staff whose professional activities have a material impact on Ageas's risk profile (so-called 'Identified Staff') being:

- Members of the Board of Directors.
- Members of the Executive Committee.
- The Heads of the Independent Control Functions (audit, risk, compliance and actuarial function).
- Other identified staff: any other staff member whose activities have a material impact on Ageas's risk profile as defined by Ageas (hereinafter referred to as 'other identified staff')

This Policy contains additional specific arrangements for 'Identified staff receiving significant variable remuneration'.

2.5 Proportionality.

This Policy has been drafted in a proportionate manner to the nature, scale and complexity of the risks underlying the insurance and reinsurance obligations of Ageas.

3. GOVERNANCE

3.1 General

- The general principles set out in this Remuneration Policy are drawn up by the Board of Directors, which assumes the ultimate responsibility for the present Policy and shall ensure that the Policy is applied properly.
- The Remuneration Policy shall be submitted to a vote by the General Shareholders' meeting at every material change and, in any case at least every four years. Ageas shall take the necessary steps to address concerns in case of non- approval and consider adapting it.
- The Policy is regularly reviewed to ensure that the internal control systems and mechanisms and other arrangements are effective and that its principles are appropriate and consistent with, respectively, Ageas's situation and the applicable regulations, in particular the applicable regulations for the Identified Staff. The opinion of the compliance and risk management department is integrated in this review.
- The assessment of the Policy will be carried out at least once a year, under the supervision of the Board of Directors, upon recommendation of the Remuneration Committee and Group Director Human Resources.

3.2 Bodies and functions implied regarding the Remuneration Policy

The following description includes the key roles of bodies and functions regarding the Remuneration Policy. The role and responsibilities of the governance bodies involved in the definition, implementation and monitoring of these Policies are specified in the Corporate Governance Charter.

(a) The Board of Directors

- The Board of Directors determines the general principles of the Remuneration Policy and the specific principles applicable to the *Identified Staff* upon recommendation of the Remuneration Committee and the Group Director Human Resources.

- The Board of Directors decides on the remuneration of the members of the Executive Committees, the Independent Control Functions and other *Identified Staff*, based on input and recommendations provided by the Remuneration Committee.
- When required, the Board of Directors submits propositions to the General Shareholders' meeting.

(b) The Remuneration Committee (hereinafter "RC")

- The RC advises the Board of Directors on the development, the implementation, and the continuous assessment of the Remuneration Policy with the objective to ensure a fair and market competitive framework which allows Ageas to attract and retain the required key talents.
- It assists the Board of Directors and makes recommendations in all matters relating to the remuneration of the Board Members, the Executive Committee members, the independent control functions, and other identified staff.
- The RC, together with the Nomination and Corporate Governance Committee, makes recommendations to the Board on the annual objectives and subsequent evaluation of the performance of the CEO (based on a proposal by the Chair of the Board) and of the other Executive managers (based on a proposal submitted jointly by the Chair of the Board and the CEO).
- The RC advises the Board of Directors so that the Remuneration Policy does not incentivize excessive risk taking or behaviors not in line with the long-term interests of Ageas and its stakeholders.
- The RC directly supervises the remuneration of those responsible for the Independent Control Functions.
- To ensure coherence throughout the group, the RC makes recommendations to the Board of Directors on the implementation of the group remuneration principles in the Ageas management structures.
- Other responsibilities of the RC include making recommendations to the Board on disclosure of the Remuneration Policy (as attached to the Corporate Governance Charter), the remuneration report (as disclosed in the Annual Report) and ensuring that all legal and regulatory disclosure requirements are fulfilled.

(c) The Executive Committee.

- The implementation of this Policy is ensured by the Executive Committee, with assistance of the Remuneration Committee and the Group Director Human Resources.
- The Chief Executive Officer, in his capacity as ultimate head of HR, ensures the monitoring of the implementation and review of the Policy and induces action whenever appropriate.

(d) Human Resources

- The Ageas Group Director HR
  - Ensures the execution and implementation of the Ageas Remuneration Policy.
  - Monitors market practice and regulation and proposes required changes to the Remuneration Policy to the RC for approval by the Board accordingly.
  - Consults with local HR to ensure and facilitate the implementation of the Policy at the level of the local entities.
- Local HR is responsible for establishing a compliant local Remuneration Policy which has to be submitted to the local governance bodies. To allow a Group view on Remuneration principles and to facilitate the task of Ageas representatives in these

bodies, local HR will concert preliminary with Group HR on any fundamental change in the Policy and will communicate the Policy that will be submitted.

(e) Independent control functions.

- The independent control functions will at the review of the Policy express their opinion on the Policy principles particularly:
  - The Risk function will examine yearly if the incentives included in the remuneration system take appropriately into account the risk control, the capital requirements, the Ageas liquidity position and do not lead to excessive risk taking.
  - The Compliance function monitors the implementation of the Remuneration Policy as per its tri-annual schedule and more in particular its compliance with regulatory requirements.
  - The Internal Audit Function assesses the quality and the effectiveness of the Policy by conducting audits and issuing recommendations based on the result of the audits carried out.

4. GENERAL PRINCIPLES OF THE AGEAS REMUNERATION POLICY

4.1 Principles of the Remuneration Policy

(a) Each operating Company has practices or internal local provisions regarding the remuneration which:
- are in line with the strategy, the risk tolerance, the yearly targets, KPIs, values and long-term interests of the company and the Group.
- are coherent with the principles regarding protection of clients and investors
- include measures avoiding conflicts of interests
- are compliant with the international and local regulations
- are established in writing to enable an appropriate control
- are disclosed to each staff member.

(b) The Remuneration Policy will be applied fairly ensuring that equal opportunities are given to all employees regardless of age, gender, race, beliefs, (dis)ability or any other difference.

(c) Each company has a Performance Management system coherent with the Ageas Performance Management system, which provides for:
- the setting of annual business targets
- the setting of annual individual targets agreed upon between the individual and the line management
- an annual appraisal of job fulfilment and targets

(d) To the extent possible without undesired cost increase, the remuneration shall tend towards the Ageas Reward Structure
- Remuneration shall include an adequate fixed (base salary + benefits) component, and as of Managers, a Short-Term variable Income (STI).
- The fixed component of the Remuneration must represent a sufficiently high proportion of the total remuneration to avoid the staff member being overly dependent on the variable components and to allow the company to operate a fully flexible bonus Policy, including the possibility of paying no variable component.
- The variable component of the remuneration shall be capped to a maximum amount (e.g., a percentage of the base remuneration of the previous year.) When performance is appraised, an assessment of actual and future risks will be made and an adjustment will be made in the event that performance is not sustainable.

- The variable remuneration will be partly deferred when it is of significant size. The payment of the deferred part can be subject to criteria of future performance in this way taking in account the risks taken.
- Claw-back mechanisms of the variable remuneration are established in case of fraud or errors in the data determining the variable remuneration.

(e) Severance payments are based on contractual terms and conditions and cannot reward failure.

(f) Any substantive structural changes of the remuneration structure shall be subject to a formal assessment by Ageas Group HR Director prior to being presented to the Executive Committee and Boards of the company.

4.2 Ageas Reward Structure.

(a) General

- The remuneration package reflects a concept of integrated total compensation and is composed of the following building blocks, being understood that certain elements may be restricted to certain determined functions or management functions:
  - Fixed remuneration
    - Base compensation
    - Fringe benefits, health care plan and disability coverage.
  - Variable remuneration
    - Short-Term Incentive or STI
    - Long-Term Incentive or LTI
  - A Defined Contribution pension plan

(b) Fixed remuneration

- Fixed remuneration consists of a base compensation and fringe benefits such as health care, death and disability coverage.
- The determination and evolution of the base remuneration is based on the following principles:
  - **Weight of the function/role**: The determination of the base remuneration is based on the weight of the function. This weight is based on an objective grading of the function or role according to a validated framework of an external provider (Hay (Korn Ferry), Willis Towers Watson, Hudson)
  - **Salary broadband**: For each grade a target salary and a broadband are determined around this target. The salary broad bands are defined at country level in line with local market practice. (See below for market positioning).
  - **Competitive market positioning**: The target salary will be positioned on the median of the chosen and pre-defined market benchmark. Exceptions to the median positioning can be made for specific functions or in specific market conditions (e.g., need for competitive edge for new markets). These exceptions are the authority of the (local) Board on recommendation of the Remuneration Committee
  - **Base remuneration evolution:** Evolution within a salary broadband is conducted by the merit increase matrix, which is based on the fulfilment in the job and behavioral indicators.
  - **Salary broadband evolution:** Growth from one broadband to another is possible when the jobholder takes a function with a more important weight or when he acquires additional responsibilities within his function resulting in a higher weight.

- **Market allowances:** In specific market circumstances (e.g., shortage of profiles due to large market-wide projects) it can be required to exceed the salary broadband for certain functions. Market Allowances should be “conditional”, e.g., limited in time or linked to the period that the jobholder keeps the same job or stays in the same job family.
- No fixed annual remuneration or attendance fees of any kind will be due to employees of the Ageas Group as compensation for sitting on the **Board of Directors or attending Board Committee meetings** of companies of the Ageas Group, including subsidiaries of Ageas (“Operating Companies’) or of companies that whilst not qualifying as companies of the Ageas Group, cooperate closely and strategically with a company of the Ageas Group to achieve specific common objectives (“Joint ventures”).”

- Fringe benefits include health insurance plans, death and disability coverage and other benefits. These benefits are developed according to local regulation and local market practice.

(c) Variable remuneration

- Variable remuneration consists of a one-year variable remuneration or Short-Term Incentive (STI) and can as of senior management level also include a multi – year variable or Long- Term Incentive (LTI) which takes the form of a Share- linked incentive plan.

- **The STI,** if any, shall be based on pre-defined and measurable Key Performances Indicators (KPIs) fixed on different business levels, observing the following principles:

  - **Pre-defined and measurable KPIs:**
    - Short term variable income should be based on the achievement of clearly defined KPIs.
    - The choice of the KPIs and the determination of the targets must be in line with the overall strategy of Ageas and the business OpCo concerned and has to integrate risk control components.
  - **KPIs and targets on different business levels.**
    - KPIs and targets are determined at the level of Ageas, the local business and the individual.
    - The individual targets shall include non-financial criteria next to financial criteria.
    - The calculated variable income is based on the individual performance compared with up-front set objectives, the business performance in view of the pre- agreed KPIs, and the Ageas performance in view of the pre- agreed KPIs.
    - The weight of the Ageas component should be considerate at the level of Executive management and senior management as they are final responsible for the overall achievement of the Ageas strategy.
    - For senior management (HB 22 and +) the recommended distribution is: Ageas 20% - Business 30% - Individual 50%. On levels below senior management the Ageas component and business component can be lower and can even be reduced to 0%.
  - **Performance Appraisal**
    - The assessment of the achievement of the Ageas, business and individual targets should be clear, transparent and fair, and contribute to the overall achievement of the strategic ambitions of the company.

- The performance process is driven on the level of each entity but according to the following common guiding scale:

	Appraisal	**Short Term Variable Income [1]**
1	Clearly below target	0%
2	Below target	50%
3	Almost on target	75%
4	**On target**	**100%**
5	Above target	125%
6	Clearly above target	150%
7	Exceptional	200%

- If a different scale is in use in a local entity, there needs to be a clear agreement with Group HR on how this will link into the Ageas scale
- Ageas and Business performance scores are calibrated at Exco level and decided by the Board on proposal of the joint Remuneration and Nomination & Corporate Governance Committee
- The individual score is the responsibility of the manager. Calibration meetings are to be set-up to assure budget and equal treatment.
  - The grant of an STI, even during a certain period or multiple periods, consecutive or not, shall not create any acquired rights to an equivalent amount of STI for the future.
  - Deferral
    - Considering the nature, extent and complexity of the risks inherent in Ageas' model and activities, if the STI amount is less than EUR 75.000 gross, in accordance with the application of the principle of proportionality, no deferral shall apply.
    - In case the STI- amount is higher than EUR 75.000 gross, the payment shall be deferred over a period of 3 years and is paid out as follows:
      - Year N+1: € 75,000 + ((performance bonus - € 75,000)/2)
      - Year N+2: (performance bonus – bonus paid in year N+1)/2
      - Year N+3: (performance bonus – bonus paid in year N+1)/2
    - For identified staff receiving a significant variable remuneration a stricter system of deferral will apply (see point 5 below).

- **The long-term incentive (LTI**), if any, shall be linked to long-term value creation and aims alignment with shareholders' interests.
  - The existence or continuation of long-term incentive plans is to be confirmed annually by the Board of Directors.
  - The participation in a long-term incentive plan depends on
    - the position and performance of the individual
    - the country of activity (for complexity reasons)
    - the Ageas ownership of the legal employer (majority ownership required)
  - The Long-term incentive plans are a mix of a restricted share plan and a performance share plan with an increasingly important part of performance shares according to the seniority of the position.

[1] A score of 1 on the individual component leads to a 0% grant of the STI on all components, a score below 75 % on the individual component reduces the scores for the Ageas and business component to a maximum on target.

- The LTI-plans have a vesting period of 3 years.
- As long-term incentive plans support retention, vesting will be conditional on continued employment.
- Vesting of the restricted share plan is only subject to a condition of continued employment. The vesting of the performance shares after 3 years is subject to a relative total shareholder return (TSR) performance measurement as compared to a peer group (weighing for 80%) and the relative ESG – rating performance compared to a peer group (weighing for 20%). For more information on the vesting conditions, we refer to 6.2. Executive Committee.
- Risk Control components are included in the LTI through the vesting period and for certain plans a blocking period (excessive risk taken to be reflected ultimately in the share price and its performance compared with peers).
- The LTI for senior management is entirely cash-based.

(d) Pension plans.

- As an insurance group Ageas will provide an appropriate Pension plan.
- Newly developed plans will take the format of a DC plan.
- Pension plans will be developed according to local regulation and local market practice

5. PRINCIPLES GOVERNING THE REMUNERATION OF IDENTIFIED STAFF

5.1 Scope

(a) 'Identified staff' consist of the administrative, management or supervisory body and persons who effectively run the undertaking, persons who have other key functions and staff whose professional activities have a material impact on Ageas's risk profile. This concerns particularly:

- Members of the Board of Directors.
- Members of the Executive Committee.
- The Heads of the Independent Control Functions (audit, risk, compliance and chief actuary).
- Other identified staff being any other staff member whose activities have a material impact on Ageas's risk profile (hereinafter referred to as 'other identified staff '). Other identified staff will be identified based on a proposal by Group Human resources and validated by the Remuneration Committee.

(b) 'Identified staff receiving significant variable remuneration' are the Identified Staff who receive an annual variable remuneration which exceeds 50,000 EUR gross and represents more than a third of their total annual remuneration.

5.2 General principles for Identified Staff

The remuneration of the staff members belonging to the "Identified Staff" as defined above shall be governed by the following general principles, to be completed with the specific provisions of the other sections:

- The total remuneration of the Identified Staff **balances fixed and variable components with a clearly fixed maximum**. The fixed component is sufficient to not have to rely on the variable component to earn an adequate remuneration.

- After discussion and evaluation at relevant OpCo and company level, variable remuneration of the Identified Staff will be determined based on performance, taking in account both **financial and non-financial criteria.**
- The variable portion will reflect **the performance of the Identified Staff**, **the OpCo concerned and the Group (Ageas),** in relation to longer-term objectives and the strategy of the company. Individual performance will be assessed based on quantitative as well as qualitative criteria. When performance is appraised, an assessment of actual and future risks will be made and an adjustment will be made in the event that performance is not sustained. Ageas and business KPIs are defined, with risk management factors embedded in the indicators.
- The measurement of performance, as a basis for variable remuneration, shall include **a downwards adjustment for exposure to current and future risks**. The Variable remuneration, including the possibly deferred part, shall be only paid or only acquired if the amount is acceptable for Ageas and if it is justified based on the performances of Ageas, of the OpCo to which the Identified Staff belongs and of the Identified Staff him/herself.
- The payment of a substantial portion of the variable remuneration, irrespective of the form in which it is to be paid, shall contain **a deferred component that takes account of the nature and time horizon of the company's business: that deferral period shall not be less than three years** and the period shall be correctly aligned with the nature of the business, its risks, and the activities of the Identified Staff in question. The LTI is deferred in its entirety and is reassessed before vesting subject to the plan rules.
- Identified Staff shall commit to not using any personal hedging strategies or remuneration and liability-related insurance which would undermine the risk alignment effects embedded in their remuneration arrangement.
- The variable part of remuneration of **the Independent Control Functions** shall be independent from the performance of the OpCo's and areas that are submitted to their control. For the Independent Control Functions, the targets of the OpCo's concerned are replaced by specific second and third line, non-financial KPI's and targets.
- Remuneration arrangements with service providers (including outsourcing) shall not encourage risk-taking that is excessive in view of the Company's Risk Appetite Policy. These arrangements should also include measures avoiding conflicts of interest.
- The Board of Directors shall include provisions that would enable the company to recover variable remuneration paid, or withhold the payment of variable remuneration, and specify the circumstances in which it would be appropriate to do so, insofar as enforceable by law.
- Claw-back mechanisms of the variable remuneration (up to possibly 100%) might be applied during the entire deferral period of the Variable remuneration, at least in case of fraud or other conduct with intent or severe negligence which led to significant losses, or in case of errors in the establishment of data determining the variable remuneration.
- Severance payments are based on contractual conditions and will not be paid in the event of failure.

5.3 Principles for Identified Staff receiving significant variable remuneration.

The remuneration of the staff members belonging to the "*Identified Staff receiving significant variable remuneration*" shall, in addition to the general principles mentioned above, be **governed by the following specific principles**:

- Balanced remuneration
  - Their total remuneration is subject to a ratio of 1/1 between their fixed remuneration and variable remuneration.
  - The ratio is set at 1/0.5 for the Heads of the Independent Control Functions.

- If the ratio of fixed remuneration to variable remuneration exceeds the reference ratio of 1/1 (1/0.5 for the persons responsible for the independent control functions), Ageas shall report to the NBB why these ratios were not respected.
- Deferral of a substantial portion of the variable remuneration
  - A substantial part of the variable remuneration will be deferred over at least three years, 40% of the variable remuneration is considered to be a substantial part.
  - If a person's fixed/variable ratio exceeds 1:1, Ageas shall ensure that the deferral rate shall be higher than 40 %. If Ageas does not comply with the deferral of the aforementioned portion of the variable remuneration, it shall justify this to NBB in an ad hoc letter.
- Financial and non-financial criteria when assessing individual performance.
  - The individual performance of Identified Staff receiving significant variable remuneration is based on financial and non-financial criteria. The financial criteria cover a sufficiently long period to reflect the risks taken by the identified staff concerned and are risk adjusted.
  - The non-financial criteria contribute to the creation of value for the company. These financial and non-financial criteria will be appropriately balanced.
  - The specific criteria and their weight will be described and detailed in the yearly remuneration report.
- Downward adjustments
  - The measurement of performance as a basis for the calculation of the variable remuneration of includes a downward adjustment. Variable remuneration shall not only be adjusted downward when the identified staff do not meet their personal objectives, but also when their OpCo's or departments and/or the company as a whole fail to do so. Downward adjustments may impact both the short and long-term incentive (and both the vested or unvested variable remuneration). It may consist of malus, claw back and/or in-year adjustments.
  - The risk and compliance functions, in consultation with the Remuneration Committee, shall monitor situations where risk adjustment is necessary taking into account the short and long-term risks, the cost of capital and the dividends policy (notably actual or potential breach of the SCR), and to what extent it must impact the variable remuneration.
- Termination payments
  - In addition to rules in this Policy concerning severance payments, it is specified that termination payments granted to Identified Staff receiving significant variable remuneration are, in general, qualified as variable remuneration.
  - However, the following termination payments do not qualify as variable remuneration:
    - mandatory payments under Belgian labor law, mandatory payments following a court decision or payments which are calculated through a predefined generic formula set within this Remuneration Policy.
    - payments made as a result of a non-competition clause, awarded in future periods up to the amount of the fixed remuneration which would have been paid for the non-competition period if the person concerned were still employed at the insurance company.
    - payments where Ageas has demonstrated to the NBB the reasons for and the appropriateness of the amount of the termination payment.
    - When Ageas grants termination payments, it shall always be able to demonstrate to the NBB, for each specific case: (i) the reasons for the termination payment, (ii) the appropriateness of the amount awarded and (iii) the criteria used to determine the amount, including that it is linked to the performance achieved over time and that it does not reward failure.

6. PRINCIPLES FOR THE SPECIFIC CATEGORIES OF IDENTIFIED STAFF WITHIN AGEAS

Above principles governing identified staff are implemented in the Ageas Remuneration Policy for each specific category:

6.1 Non-Executive Committee members

- The amount and structure of the remuneration of Non-Executive Committee members shall comply with the following principles:
  - It is validated by the shareholders of Ageas at the General Shareholders' meeting, based on detailed proposals formulated by the RC.
  - Its levels and structure are determined in view of their general and specific responsibilities and general market practice.
  - The structure of the remuneration is set in such a way that the interests of the company are served in the long term.
- To ensure competitiveness of the remuneration packages, both in terms of levels and structure, benchmarking assessments are conducted on a regular basis against the BEL20 reference market. Ageas aims at positioning around the median of the reference market.

- Per Policy terms, Non-Executive Board Members of Ageas receive a fixed fee and an attendance fee, whereas Committee Members only receive attendance fees. [2]

	Board		Committee	
	Chair	Member	Chair	Member
Fixed Fee	€ 150,000	€ 60,000	Na	Na
Attendance Fee	€ 2,500	€ 2,000	€ 2,500	€ 2,000

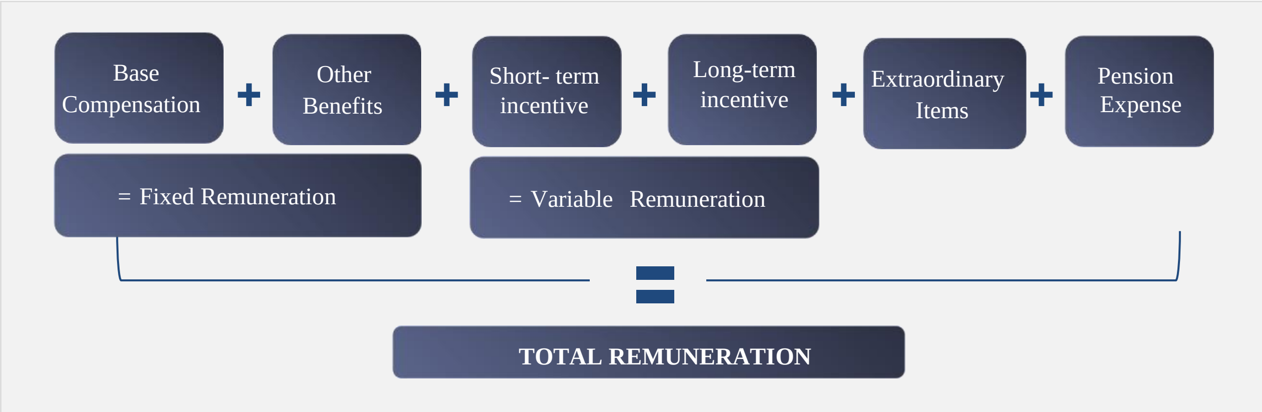
- Attendance fees are also due in case of Board training sessions when such sessions take place in a separate meeting (meaning on another day than a Board (or Advisory Committees) meeting.
- When the mandate fulfilled by a Non-Executive Board member is shorter than one-year, fixed fees are computed as of/until the first of the month following the Board member appointment or departure.
- Non-Executive Board members will receive part of their remuneration in Ageas in the form of Ageas shares and this to a maximum up to 20% of their fixed remuneration. These shares should be held until at least one year after the non-Executive board member leaves the Board and at least three years after the moment of award. (Applicable as of next increase)
- Non-Executive Board members do not receive any performance-related remuneration such as an annual incentive or stock options.
- The company does not provide any contribution to their pension arrangements.
- Non-Executive Committee members will not be entitled to any severance pay.The remuneration of the Non-Executive Committee members representing Ageas in Ageas Group subsidiaries has been aligned since 1 January 2019 according to the table below:

	Board		Committee	
	Chair	Member	Chair	Member
Fixed Fee	€ 60,000	€ 45,000	Na	Na
Attendance Fee	€ 2,500	€ 2,000	€ 2,000	€ 1,500

6.2 Executive Committee.

- The amount and structure of the remuneration of Executive Committee members shall comply with the following principles:
  - o It is determined by the Board of Directors, based on detailed proposals formulated by the Remuneration Committee.
  - o Its levels and structure are determined per executive position, considering the roles and responsibilities of the position and the experience and performance of the individual.
  - o To ensure that the company is able to attract, retain and motivate the best people in a competitive marketplace, its levels and structure shall be competitive, based on a benchmarking analysis of a selected list of relevant competitors.

- The remuneration of Executive Committee members consists of the following components which are explained further below.



(a) Fixed remuneration

- Fixed remuneration consists of a base compensation and fringe benefits such as health care, death and disability coverage.
- The fixed remuneration shall represent a sufficiently high proportion of total remuneration, enabling Ageas to apply its Remuneration Policy and to refrain from paying out variable remuneration if the performance criteria are not met.
- Base Compensation is reviewed annually and compared with that of other BEL 20 companies and major European-based insurance firms. The objective of Ageas is to position the base compensation of the Executive Committee members within a range of 80% to 120% of the chosen median market reference.
- No fixed annual remuneration or attendance fees of any kind will be due to Executive Committee members as compensation for sitting on the Board of Directors or attending Board of Directors Committee meetings of companies of the Ageas Group, including subsidiaries of Ageas (“Operating Companies’) or of companies that whilst not qualifying as companies of the Ageas Group, cooperate closely and strategically with a company of the Ageas Group to achieve specific common objectives (“Joint ventures”).”
- Executive Committee members receive fringe and other benefits in line with Ageas’s Remuneration Policy, including health care, death, disability coverage and a company car.

(b) Variable remuneration – Short term incentive (STI)

- The Short-Term Incentive (STI) on target is set at 50% of base compensation, with a maximum opportunity (cap) equal to 100% of base compensation.
- The STI is determined by the actual performance on pre-agreed performance criteria or KPIs. Annual performance is assessed against corporate, business and individual performance criteria. The KPIs and targets are yearly validated by the Board of Directors on proposal of the Remuneration Committee.
- The corporate and business KPIs include financial targets such as Net Operating Profit, Return on Capital, Growth, Segment specific performance and non- financial targets such as employee satisfaction, customer satisfactions and sustainability related topics. The individual KPIs include function related objectives and behavioral objectives related to the Ageas leadership framework.
- For the CEO, CFO and MD Business Development the STI is assessed against corporate performance (70 %) and individual performance (30%), for the MD EU, MD Asia, MD Reinsurance and investments and the MD BE the STI is assessed against corporate performance (40 %), specific business (30 %) and individual performance (30%).
- For the CRO, the Ageas group component is also limited to 40 %. In doing so, Ageas ensures that the performance that is measured is not linked to its scope of control. The Risk function related targets, assigned to the CRO have a weight of 30 %, are approved by the Risk Committee and afterwards by the Board of Directors.
- Each of the KPI's is assessed on a scale of 0-200%, where 100% corresponds to the on-target score for that KPI. In cases where an individual underperforms relative to the target (i.e., less than 75% is achieved for an individual target of 100%), the Ageas and business portions will be limited to an "on target" performance, or even eliminated if the individual performance is less than 50%.
- The amount of STI is paid in cash and is subject to a deferral period of three years, i.e, STI for performance year N is paid out as follows:
  - 50% during N+1
  - 25% during N+2
  - 25% during N+3
- Deferred amounts are subject to the achievement of sustained performance over the deferral period and are therefore subject to upwards or downwards adjustments according below formulae:
  - The Annual Incentive award granted in Year N to be paid out in Year N+2 will be equal to the average performance evaluated over Year N and N+1. This N+1 performance is calculated based on Ageas and business/Risk function performance in Year N+1 while maintaining the initial individual performance in Year.
  - The Annual Incentive award granted in Year N to be paid out in Year N+3 will be equal to the average performance evaluated over Year N, N+1 and N+2. This N+1 and N+2 performance is calculated based on Ageas and business/ Risk function performance in Year N+1 and N+2 while maintaining the initial individual performance in Year N.
- The Short-Term Incentive Plan includes a claw-back provision. A claw-back can be applied in the case of fraud or other conduct with intent or severe negligence which led to significant losses. The claw-back can cover up to 100% of the STI and can be applied during the entire deferral period of the STI.

(c) Variable remuneration – Long term incentive (as of 2024)

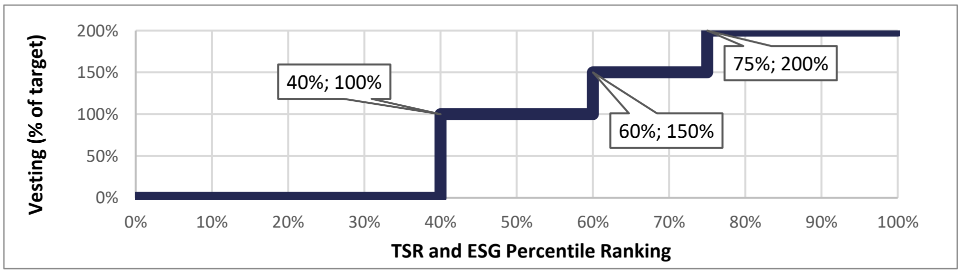
- The existence or continuation of LTI plans is to be confirmed annually by the Board of Directors. The LTI is designed to encourage and support the creation of shareholder value and ensure that the Executive Committee members, like the shareholders, share in the Company’s successes and setbacks.

- A review of the LTI-plan was conducted in collaboration with Willis Towers Watson. The new plan as described below and as part of the Remuneration Policy will be submitted for approval to the General Meeting of Shareholders of 15 May 2024.
- The LTI-plan for the Executive Committee is a performance share plan.
- The Long-Term Incentive on target is set at 75% of base compensation for the CEO and at 50% of base compensation for the other Executive Committee members, with a maximum opportunity equal to 200 % of the on-target grant.
- The performance shares vest 3 years after grant. The vesting after 3 years is subject to a relative total shareholder return (TSR) performance measurement as compared to a peer group and the relative ESG – rating performance compared to a peer group.
- The following companies, which have a comparable business model and include a number of competitors, constitute the peer group for the vesting:

Split Peer Group(s) (PG) – 8 Asian + 11 European
AIA Group Limited
China Pacific Insurance (Group) Co., Ltd.
China Reinsurance (Group) Corporation
HDFC Life Insurance Company Limited
Manulife Financial Corporation
New China Life Insurance Company Ltd.
Ping An Insurance (Group) Company of China, Ltd.
Prudential plc
AGEAS
Admiral Group plc
Allianz SE
ASR Nederland N.V.
Assicurazioni Generali S.p.A.
Aviva plc
AXA SA
Bâloise Holding AG
Mapfre S.A.
NN Group N.V.
Vienna Insurance Group AG
Zurich Insurance Group AG

- The performance at vesting is for
  - 80 % based on the relative TSR performance ranking against the above peer group of companies with the result of the European focused companies weighing for 60 % and the result of the Asian focused companies weighing for 40 % in line with the business profile of Ageas.
  - 20 % based on the relative ranking on 3 ESG – ratings namely on: (i) ISS; (ii) MSCI; (iii) Sustainalytics, each weighing for one third.

- For each of the performance tests below vesting curve based on the percentile ranking will apply. The global average weighted score for all performance tests will determine the final vesting %.



- After vesting, the shares will have to be held for an additional 2 years (5 years in total as of date of grant). After this blocking period, the beneficiaries may sell the vested shares under certain conditions.
- The LTI plan includes a claw back provision. The Board has discretion to reclaim (claw back) long-term variable remuneration paid over the past three years in case of serious misconduct or fraud and /or misstatement of results leading to undue paid long-term variable compensation.

(d) Extraordinary items: severance pay and pension expenses.

- Executive Committee members benefit from a **Defined Contribution pension plan**. The pension contribution for Executive Committee members is equal to 25% of (base compensation + short term incentive). This plan includes death coverage as well.
- Extraordinary items include amongst others **severance pay**. Contractual terms and conditions include a severance payment of **12 months' remuneration.** This is an amount equal to one (1) year "Base Compensation" and one (1) year "Short term I Incentive", the amount of which will be calculated on the basis of the average short-term Incentive which was paid for the three years preceding the year during which the termination is notified.
- As of 1st January 2020, agreements on severance payments with an Executive Director that provides for a severance pay that is higher than 12 months' remuneration shall always be agreed subject to the prior approval of the General Shareholders' meeting. If the severance pay is higher than 18 months of remuneration, the General Shareholders' meeting can only approve it on the basis of a clear and motivated advice from the RC.

(e) Termination.

Following cases are distinguished in which below rules apply.

- Termination at own initiative.
  - If Ageas decides that the notice period has to be executed, compensation will be due by Ageas in an amount equal to the "Base Compensation" and the Short-term incentive related to the performed notice period. Regarding the "Annual Incentive", the amount will be calculated on the basis of the average Short-term Incentive paid for the three years preceding the year during which the termination is notified.
  - If no notice period has to be served the variable remuneration of the performance year is forfeited. The deferred parts of earlier Annual Bonuses will be further adjusted and paid out as initially foreseen.

- All LTI-plans before Vesting Date will automatically expire and become null and void, unless otherwise decided by the Board of Directors of Ageas on recommendation of the Remuneration committee.
- Shares of vested LTI- plans shall become free as foreseen in the applicable LTI-plans.

- Termination at Ageas' initiative (except for fraud or serious misbehavior)
    - Severance pay is paid according to abovementioned contractual conditions.
    - Pro rata annual variable remuneration for service (STI) until the termination date is due. The deferred parts of earlier Annual Bonuses will be further adjusted and paid out as initially foreseen.
    - All LTI-plans before the Vesting Date will automatically expire and become null and void, unless otherwise decided by the Board of Directors of Ageas on recommendation of the Remuneration committee.
    - Shares of vested LTI- plans shall become free as foreseen in the applicable LTI-plans.
- Termination due to retirement.
    - The pro-rata Short-term Incentive for service till the termination date is due, deferred parts of earlier Short-term Incentives will be further adjusted and paid out as initially foreseen.
    - The retiree is considered as a 'good leaver' for all non-vested LTI- plans, the plans will vest according to the conditions and specific timing of the concerned plans.
    - All shares of vested LTI- plans become free for trade 6 months after the end of the relationship with the company on the condition of respecting the shareholding requirement (see (f) below)
- Termination due to decease.
    - The life cover of the pension plan will be paid.
    - The pending parts of previous bonuses will be paid immediately without further adjustments. The bonus for the current year is supposed to be included in the amount insured in case of death.
    - The rules for 'good leaver' apply for all non-vested LTI-plans, the plans will vest according to the conditions and timing of the concerned plans.
    - All shares of vested LTI- plans become free for trade immediately.

(f) Shareholding requirement.

- Executive Committee members are subject to a shareholding requirement of 100 % of yearly gross base compensation.
- If they have not reached or respect this threshold, they will be restricted from selling shares which vest under the LTI-plan (excluding the sale of shares to cover taxes on vesting).
- The valuation of the requirement will happen yearly based on the shareholding by the Executive Director at 31/12.

6.3. Independent Control Functions

Next to the CRO who is a member of the Executive Committee (see above), the independent control functions include the Compliance officer, the Chief Actuary and the Group Director Audit. These independent control functions are senior manager functions and the remuneration principles for senior managers will apply. Specific principles for independent control functions will moreover apply as to their remuneration

(a) Base salary

- The determination and evolution of the base remuneration is based on:
    - The level of the function and the role in the organisation. This is based on an objective grading of the function or role according to a validated framework of an external provider (Hay (Korn Ferry).
    - Salary broadbands, each level is linked to a broadband salary structure.

(b) Short- term incentive

- The Independent Control Functions are eligible for a Short-Term Incentive (STI).
- The assessment of their performance and consequently their remuneration is assessed independently of the business areas they control.
- Ageas will consider three components to determine the annual score for variable remuneration (i) individual performance (achievement of objectives), (ii) specific second or third-line targets (iii) the Ageas performance.
- The RC discussed the three components and considers that the Ageas component with a weight of 20 % and based on a large mix of financial and non-financial KPI's is to be considered on a sufficiently aggregated group level to comply with above guideline.
- The distribution of the components has thus been submitted to the approval of the Remuneration Committee and of the Board of Directors and is transparently reported to the NBB.
- Setting of targets and evaluation of achievement will happen as follows:

    - For audit: target setting is initiated by the function and proposed for validation by the audit committee to the Board of Directors at the yearly meeting on target setting.
    - For compliance, risk and the actuarial function: target setting is initiated by the function and proposed for validation by the risk committee to the Board of Directors at the yearly meeting on target setting.
    - The scores for the functional component of each function are initiated by the N+1 to the audit committee (for audit) and to the risk committee (for compliance, risk and actuarial) which propose the score for validation to the Board of Directors at the yearly meeting on appraisals.

- The following specific rules apply in the event of a termination.

    - Variable remuneration will only be due if the staff member is still actively in service of the Company on the payment date (in April of the following year) and has not resigned.
    - Any derogation from this rule, for Independent Control Functions must be approved by the Board based on the input from the RC committee and on a proposal submitted by the Managing Director of the employee's unit.

(c) Long- term incentive plan

- Ageas can decide on a yearly basis whether senior managers and as such also the heads of the independent control functions with an individual performance score on or above target will be eligible for the Ageas share linked incentive plan according to the terms of the plan.
- The Long- Term incentive plan is a combination of a restricted share plan and a performance share plan with a performance period over 3 years.
- The performance criteria and conditions for the performance share plan are identical to those of the LTI- plan for the Executive Committee.
- There are no performance conditions for the restricted share plan only the condition of continued employment.
- The Long- term incentive plan for senior management is entirely cash based.

7. TRANSPARENCY ON REMUNERATION REPORT AND POLICY

- Each year, the Remuneration Committee submits to the Board of Directors a formal remuneration report, which will be a part of the Corporate Governance Statement, a specific section of the annual report.
- This remuneration report contains a summary of the topics discussed during the meetings of the RC, the amount of the remuneration paid and other benefits that were granted directly or indirectly to the members of the Board of Directors and the individual members of the Executive Committee.
- The requirements on the content of the remuneration report are specified in Article 3:6 of the Companies and Associations Code. The information on remuneration shall be published accordingly.
- The Chair of the RC comments the remuneration report and presents it for approval at the General Meeting of Shareholders.
- This Policy will be presented for approval at the General Shareholders' meeting at each material change and, in any case at least every 4 years. The judgement whether changes are 'Material' will be determined by Group Human Resources and validated by the Remuneration Committee.

8. APPENDIX: DOCUMENT CONTROL

20/03/2011	Version 2011 03 13 First adaptation of Fortis group Policy	Submitted to BTH/DVE
23/03/2011	Version 2011 03 23 integrates changes proposed by DVE	KDS
30/08/2011	Version 2011 08 30 integrates changes further to second reading KDS to eliminate unrealistic references remaining from Fortis time	KDS
08/11/2011	Version 2011 11 08 integrates comments/suggestions from BTH	BTH
21/02/2012	Version 2012 02 12 integrates comments/suggestions from LNI	KDS
10/03/2012	Version 2012 03 10 integrates last suggestions from LNI & BTH	KDS
26/07/2012	Version 2012 06 30 integrates change discussed at Remco 22/6/2012 on principle of short-term incentive	KDS
30/05/2013	Version submitted for revision to the Remuneration Committee	EDB
06/05/2014	Version submitted for revision to the Remuneration Committee	EDB
11/02/2015	Version submitted for update to the Remuneration Committee	EDB
09/11/2016	Version submitted for update to the Remuneration Committee	EDB
14/05/2019	Version submitted for update and approval to the Remuneration Committee and Board	EDB
28/01/2020	Version submitted for feedback to the Remuneration Committee	EDB
24/03/2020	Version updated and submitted for validation to the Remuneration Committee	EDB
12/05/2020	Version updated and submitted for validation to the Board	EDB
20/05/2020	Version submitted for approval to the AGM	BOARD
21/12/2022	Version updated on audit report and submitted for feedback to the Remuneration Committee.	EDB
10/05/2023	Version updated and submitted for validation to Compliance and Risk management	EDB
06/06/2023	Version updated and submitted for validation to the Remuneration Committee	EDB
05/02/2024	Version updated and submitted for validation to the Remuneration Committee	EDB
26/02/2024	Version updated and submitted for validation to the Risk and Capital Committee	EDB
27/02/2024	Version updated and submitted for validation to the Ageas Board	EDB
10/04/2024	Version updated and submitted for validation to the Ageas Board	EDB
15/05/2024	Version submitted for approval to the AGM	BOARD