

# Remuneration Policy

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(Lead) Author	Stefan Haderer / EAM HR 0065 1140		
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## Table of Contents

1.	Preamble.....	4
2.	Overview of Roles and Responsibilities.....	5
3.	Scope.....	6
3.1	Company .....	6
3.2	Material Risk Takers .....	6
4.	Legal basis and supervisory regulations .....	8
5.	Governance of remuneration .....	9
5.1	Shareholder .....	9
6.	General principles.....	10
6.1	Salary components.....	10
6.2	Severance pay.....	11
6.3	Principle of proportionality.....	12
6.4	Disclosure of information .....	12
6.5	Consistence with an effective risk management .....	12
6.6	Avoidance of conflicts of interest.....	13
6.7	General guidelines to fixed remuneration.....	13
6.7.1	Fixed remuneration.....	13
6.7.2	Guidelines for determining fix remuneration components.....	13
6.7.3	Employee participation.....	15
6.8	Guidelines on variable remuneration .....	15
6.8.1	General guidelines on variable remuneration .....	15
6.8.2	General guidelines to objectives and targets .....	21
6.8.3	Guidelines for the design of variable remuneration policies and practices.....	22
6.9	Job Structuring, Salary Bands and Salary Benchmarking.....	23
6.10	Guidelines for staffing and mobility .....	24
6.11	Personal hedging, interest and dividends .....	25
6.12	Risk adjusted performance measurement.....	25
6.12.1	Quantitative Criteria (Knock-in).....	25
6.12.2	Qualitative Criteria (Knock-out).....	26
7.	Specific remuneration principles .....	27
7.1	Calculation of variable remuneration .....	27
7.2	Deferral period.....	27
7.3	Non-cash instruments.....	27
7.3.1	Retention period .....	28
7.3.2	Phantom share plan.....	28
7.4	Significance threshold.....	28
7.5	Example bonus payment.....	29
8.	Guidelines for leavers.....	30

Remuneration Policy

## 1. Preamble

Impact Asset Management GmbH ("Company") wants to be an attractive employer where employees can develop, grow and engage. Performance of employees is recognized and shall be rewarded.

The Company believes in a balance between monetary and non-monetary rewards and in fixed and variable remuneration. The monetary and non-monetary rewards are linked with the values and strategies of the Company. Remuneration is either paid as fixed or variable remuneration; there is no third category of remuneration. Fixed remuneration reflects the relevant professional experience, competence and organizational responsibility of employees. Variable remuneration is based on performance and in exceptional cases on other conditions; variable remuneration provides incentives for prudent risk taking in the long term and for sound risk management.

This policy addresses all remuneration elements of reward except such as training, benefits in kind, health and safety and other similar benefits.

Equity is a key element of Company's remuneration strategy and has an internal, an external and a diversity perspective. Internal equity means that employees should feel being rewarded fairly according to the relative value of their jobs within the Company. Employees engaged in similar jobs in different parts of our company should be rewarded equally. External equity means that the Company strives to reward employees competitively compared to those who are engaged in similar jobs in other organisations of the respective market and/or sector. Having a compensation structure based on competitive base pay is key.

All employees are entitled to fair and favorable working conditions with special focus on remuneration. In order to monitor and eliminate gender specific remuneration gaps, Human Resources ("HR") shall conduct an internal analysis on an annual basis and implement corrective measures to narrow gaps where they exist.

## 2. Overview of Roles and Responsibilities

The responsibilities of the Shareholder in respect of this policy are described in chapters 5 and 6.

Business functions are responsible for the design of variable remuneration schemes, commission based/retail incentive schemes in cooperation and in alignment with HR and compliance functions.

The determination of the bonus pool for the Company is the responsibility of HR. The management board of the Company ("Management Board") approves the final bonus pool amount.

The Management Board determines role specific objectives, agrees complete individual performance scorecards with the Shareholder, defines the performance agreements with direct subordinates and evaluates performance of subordinates through multi-source feedback. The process of setting performance objectives is facilitated by HR.

Malus and claw-back decisions are taken on a case by case basis by the Management Board, HR and Compliance. In particular cases the Shareholder can also be involved.

The identification of employees who are material risk takers is coordinated by HR in cooperation with business, legal and risk management functions.

## 3. Scope

### 3.1 Company

This Remuneration Policy applies to the Company and all its branches (if applicable).

### 3.2 Material Risk Takers

This Remuneration Policy is applicable to all employees and Management Board members and to any type of remuneration paid by the Company, to any amount paid directly by the UCITS and/or AIF itself, including carried interest and performance fees, should this be the case, and to any transfer of units or shares of the UCITS and/or AIF, made to the benefits of those categories of staff, including all board members, senior management, risk takers, employees with control functions and employees, who are in the same income bracket as the board members and risk takers on account of their total remuneration, whose activities have a significant impact on the risk profiles of the Company or the UCITS and/or AIF advised and/or managed by the Company.

For the application of the specific remuneration principles, the Company has defined its risk takers as follows ("Risk Takers"):

- 1) All Management Board members;
- 2) Senior management: management, if it is Management Board -1, regardless of the department they are heading, and their respective deputy, if any;
- 3) Control functions, and their respective deputy, if any:
  - a) Head of risk management department;
  - b) Head of compliance department and
  - c) Head of internal audit department.
- 4) Staff responsible for heading the following divisions, and their respective deputy, if any:
  - a) Head of finance;
  - b) Head of legal services
  - c) Head of HR;
  - d) Head of investment management;
  - e) Head of marketing.
- 5) Other risk takers: In order to comply with regulatory requirements to the maximum extent possible, the Company chose to identify all fund managers, all portfolio managers, all research analysts, as well as employees involved in limit controlling,;
- 6) Persons who have managerial responsibility for an employee who meets one of the criteria set out in points (1) to (5).
- 7) Employees with high remuneration, provided they have a material impact on the risk profile of the respective entity's or UCITS / AIF's they advise or/and manage:

## Remuneration Policy

- a) any staff member who is within the 0.3 % of the number of staff, rounded up to the next integer, who have been awarded the highest total remuneration in the preceding financial year;
- b) any staff member who was in the preceding financial year awarded total remuneration that is equal to or greater than the lowest total remuneration awarded in that financial year to a member of board or senior management.
- c) the employee has been awarded total remuneration of EUR 500 000 or more in the preceding financial year;

All other functions within the Company have no material impact on the risk profile of the Company and investment funds it manages.

Remuneration Policy

## 4. Legal basis and supervisory regulations

The Company, being an asset manager, is subject to the following regulations:

- 1) Securities Supervision Act 2018 (Wertpapieraufsichtsgesetz 2018 - WAG 2018);
- 2) Securities Companies Act (Wertpapierfirmengesetz - WPFG);
- 1) 5) FMA Circular on Principles of Remuneration Policies and Practices according to §§ 39 par. 2, 39b und 39c BWG – “FMA Circular ”;7) Markets in Financial Instruments Directive II (MiFID II) - Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (see Annex 9 Ref 4).Sustainable Finance Disclosure Regulation (**SFDR**) - Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector.

In the event that the Remuneration Policy deviates from national law, or if national law or interpretations of the national supervisory authority are stricter than the Remuneration Policy, the respective national law and the stricter regulations have to be applied.

## 5. Governance of remuneration

There is no supervisory board in place in the Company. Therefore the shareholder of the Company ("Shareholder") will take over responsibilities of the supervisory board and remuneration committee. The Shareholder adopts and periodically reviews the general principles of the remuneration policy, amends it if needed and is responsible for its implementation. The implementation of the remuneration policy is, at least annually, subject to central and independent internal review for compliance with legal requirements, regulatory provisions, policies and procedures for remuneration adopted by the Company.

All relevant internal functions (i.e. internal audit, risk management, compliance, legal, HR) work closely together and ensure that the remuneration policy is consistent with and promotes sound and effective risk management.

### 5.1 Shareholder

The Shareholder is responsible for and maintaining the remuneration policy of the Company, and overseeing its implementation to ensure it is fully operating as intended.

The Shareholder

The Shareholder is responsible for the following topics:

- 1) approval of the variable remuneration of the members of the Management Board as well as of the highest paid staff members in the Company;
- 2) approval of payments in relation to premature terminations of members of the Management Board;
- 3) directly overseeing the remuneration of Risk Takers being Head of risk management department, Head of compliance department and Head of internal audit department;
- 4) overseeing the decisions of the Management Board related to the bonus pool and (dis)approving the respective guidelines and conditions;
- 5) design and amendments of the remuneration policy;
- 6) reviewing the remuneration policy (at least annually) and approve and oversee its implementation;
- 7)
- 8) devoting specific attention to the assessment of the remuneration mechanisms adopted to ensure that the overall remuneration policy is consistent with the business strategy, objectives, values and interests of the Company and the investment funds it manages and the investors of such investment funds, and the remuneration system takes into account all types of risks and liquidity of the Company and the assets under management;
- 9) ensuring the regular independent review of the remuneration policy and systems by the Internal Audit;
- 10) formally reviewing a number of possible scenarios to test how the remuneration system will react to future external and internal events, and back test it as well.

## 6. General principles

The general remuneration rules are applicable to all employees and management board members of the Company.

### 6.1 Salary components

The total regular base salary of a person can consist of several components. The total regular base salary is the sum of legal base salary, market, functional or leadership allowance and overtime allowance.

Job function allowance ("Funktionszulage"): The manager and HR can decide to pay a job function allowance to an employee. Employees on non-management job positions are eligible for a job function allowance. A job function allowance can be used in various business situations. For example, external market pay pressures are considered to be temporary or organizational changes demand to market-based adjustments in relation to a specific job function. A job function allowance is limited to the duration of the specific function.

The function may be consumed by any extraordinary salary adjustment. As a guideline the function allowance should be maximum 25 % of the total regular base salary.

Leadership allowance ("Führungskräftezulage"): The manager can decide to pay a leadership allowance to an employee. Employees on management job position are eligible for a leadership allowance. A leadership allowance can be used in various business situations. For example, an appointment in the management function is for a limited time period. A leadership allowance is limited to the duration of the management function. As a guideline the leadership allowance should be maximum 25 % of the total regular base salary.

Overtime allowance: Overtime allowance is an amount to be granted to employees, who are required to be flexible and available outside the regular working hours. It is in general standardized at a value of between 10 and 25 hours per month and is paid 12 times per annum.

The number of hours included in the overtime has to be performed on a long term perspective; otherwise it must be revoked, since any eventual non-performance represents a lapse of preconditions for granting.

There are other types of allowances possible. Other allowances: The employee can receive other type of cash allowances. Examples of such allowances are: car allowance, expatriate allowance, housing allowance, school tuition allowance. All these allowances are bound to specific guidelines and rules.

Overtime pay: An employee can receive additional pay for overtime performed. In general an employee with overtime allowance will not receive additional pay for overtime.

Remuneration element	Attract	Competence building	Performance	Retention	Physical/ social security
Base salary	X	X		X	X
Allowances		X		X	

Remuneration Policy

Variable Remuneration Schemes			X		
Retention Bonus				X	
Benefits (monetary and non-monetary)	X			X	X

## 6.2 Severance pay

Payments relating to the early termination of a contract shall be in accordance with the Company’s business strategy, values and long-term goals as well as with relevant local legislation and applicable collective agreements.

Severance payments must reflect performance achieved over time and must not reward failure or misconduct. Severance pay should not be awarded where a staff member resigns voluntarily<sup>1</sup>.

Where severance pay is awarded, the reasons for the severance payment, the appropriateness of the amount awarded and 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 or misconduct, must be documented.

Severance payments may include redundancy remuneration for loss of office, and may be subject to a non-competition clause in the contract. In particular, in the following situations, additional payments made, because of the early termination of a contract, should be considered as severance payment:

- a. the institution terminates the contracts of staff because of a failure of the institution;
- b. the institution wants to terminate the contract following a material reduction of the institution’s activities in which the staff member was active in or where business areas are acquired by other institutions without the option for staff to stay employed in the acquiring institution;
- c. the institution and a staff member agree on a settlement in case of a potential or actual labour dispute, to avoid a decision on a settlement by the courts.

Severance payments should be considered as variable remuneration. The following amounts of severance payments should not be taken into account for the purpose of the calculation of the ratio of fixed and variable remuneration and for the application of deferral and the pay out in instruments:

- a. severance payments mandatory under national labour law, mandatory following a decision of a court;
- b. settlements made for the loss of office where they are subject to a non-competition clause ('gardening leave') in the contract and paid out in future periods up to the amount of the fixed remuneration which would have been paid for the non-competition period, if staff were still employed;

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<sup>1</sup> unless a severance payment is required by national labour law in such case.

## Remuneration Policy

- c. the severance payment, in connection with a mutual termination upon initiative of the employer based on the agreement with the Worker's Council or in connection with a semi-retirement scheme is granted to an employee who has not been qualified as Material Risk Taker, in the year of the termination of employment nor in the previous year, based on any criteria (qualitative or quantitative);
- d. The amount of severance payment is calculated using a predefined generic formula set within the remuneration policy in the cases referred to in points 1 to 3 in this section;
- e. severance payments, not fulfilling the condition in point (a) of this paragraph, where the institution has demonstrated to the competent authority the reasons and the appropriateness of the amount of the severance payment.

Regular remuneration payments related to the duration of a notice period are not considered as severance payments.

### 6.3 Principle of proportionality

WPFG enable investment firms to apply the principle of proportionality with respect to the application of regulatory requirements related to remuneration.

The Company has decided to refrain from applying the principle of proportionality.

### 6.4 Disclosure of information

If required by law or under a contractual obligation, the Company will disclose the following information on remuneration policies and practices:

- 1) the total amount of remuneration for the financial year, split into fixed and variable remuneration, paid by the Company to its staff and number of beneficiaries and, where relevant, carried interest and performance fees paid by the investment funds;
- 2) the aggregate amount of remuneration broken down to those employees, including all board members, senior management, risk takers, employees with control functions and employees, who are in the same income bracket as the board members and senior managers on account of their total remuneration, whose activities have a significant impact on the risk profiles of the Company or the UCITS and/or AIF managed by the Company.

### 6.5 Consistence with an effective risk management

Remuneration rules laid out in this policy have been designed to be consistent with and to promote sound and effective risk management and to discourage risk-taking which is inconsistent with the risk strategies of the Company and the risk profiles (rules or instruments of incorporation) of the investment funds managed.<sup>2</sup> Remuneration principles within this Remuneration Policy are designed to account for economic long-term interests of investors and as well social interests.

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<sup>2</sup> § 17c Abs. 1 InvFG 2011; annex 2 no 1 lit at to Art 11 AIFMG.

## 6.6 Avoidance of conflicts of interest

This remuneration policy is in line with the business strategies, objectives, values and interests of the Company and the investment funds it manages as well as the investors of its investment funds, and includes measures to avoid conflicts of interest. Hence the management board of the Company ensures that the remuneration principles and processes are designed in a way that all employees' decisions are in line with the best interests of the investors. This will be guaranteed by, among other things, the use of risk adjusted performance indicators which consider qualitative criteria as well (e.g. compliance breaches, violation of limits).

## 6.7 General guidelines to fixed remuneration

### 6.7.1 Fixed remuneration

All employees' fixed remuneration represents a sufficiently high proportion of the total remuneration to allow for financial independence of variable remuneration on an individual level, including the possibility to pay no variable remuneration component. The individual employee proportion of fixed and variable remuneration does not promote extensive risk-taking.

The fixed remuneration:

- 1) Balances the value of the job, competences, experiences and the distinctive market competitive contributions of an employee;
- 2) Is the necessity to balance the responsibilities, knowledge, skills and experience required in job positions and of the employees (the market value of the job and the person);
- 3) Supports the work environment in the Company in terms of
  - a) performance (stretched targets, results achievement, feedback),
  - b) development (career, employability), and
  - c) core competencies (foster growth, act responsibly, be accountable, excel in execution, cooperate as a team);
- 4) Aims at being cost-competitive on the external market and has cost-flexibility components to follow organizational changes in the institution and supply and demand developments in the labour market; and
- 5) Considers the binding regulations of the applicable Collective Bargaining Agreement (if any).

The fixed and variable remuneration may consist of different elements, including ancillary allowances, payments or benefits. The Company analyzes the type of these ancillary compensation and benefits and allocates them to the fixed or variable component of remuneration. The allocation is based on the criteria as mentioned below. Fixed remuneration is the sum of the fixed salary components and benefits.

### 6.7.2 Guidelines for determining fix remuneration components

Remuneration is fix, if payments are non-revocable, cannot be reduced, suspended or cancelled by the Company and do not depend on performance.

Remuneration is fixed where the conditions for its award and its amount:

## Remuneration Policy

- 1) are predetermined (i.e. based on a Collective Labour Agreement);
- 2) are non-discretionary (i.e. all employees receive at least a fixed remuneration);
- 3) are transparent to staff (i.e. the staff is informed formally about the fixed remuneration components);
- 4) are permanent i.e. maintained over a period tied to the specific role and organisational responsibilities;
- 5) are only changed through relevant policy change, via Collective Bargaining Agreement or following renegotiation in line with national legislation.
- 6) do not provide incentives for risk taking; and
- 7) are without prejudice of national law.

The following remuneration components (often a type of allowance or other ancillary compensation or benefits component) are also to be considered as fixed:

- 1) allowance/ancillary benefit is tied to a role or organisational responsibility and awarded as long as no material changes happen regarding the responsibilities and authorities of the role so that in fact the staff would have a different role or organisational responsibility;
- 2) amount does not depend on any other factors than fulfilling a certain role or having a certain organisational responsibility;
- 3) any other staff member fulfilling the same role or having the same organisational responsibility and who is in a comparable situation could be entitled to a comparable allowance/ancillary benefit;
- 4) Remuneration paid to expatriated staff considering the cost of living in a different state, where all similar situations are treated in a consistent way;
- 5) Allowances/ancillary benefits used to increase the base salary in situations where employees work abroad and receive less remuneration than would be paid on the local employment market for this position where all of the following conditions are met:
  - a) allowance can be paid on a non-discriminatory basis to all employees;
  - b) allowance is awarded because employees work temporarily abroad or in a different position with a remuneration level requiring adjustment from the contractual one to reflect pay levels in the relevant market;
  - c) level of additional payments is based on predetermined criteria;
  - d) duration of the allowance is tied to the duration of the situation.
- 6) One-time payments based on collective agreement or other mandatory regulations;
- 7) Other ancillary benefits based on collective agreement or other mandatory regulations (e.g. pension-fund contributions).

Included in the category of fixed remuneration are also remuneration components that:

- 1) are awarded in a non-discretionary way to staff;
- 2) do not depend on performance and do not pose incentive effects in terms of risk assumption, or payments based on legal obligations – that is mandatory under national law. Examples are leadership and market allowances.

## Remuneration Policy

This includes payments which form part of routine employment packages and which are solely linked to the family or personal situation like childcare, proportionate regular pension contributions on top of the mandatory regime, travel allowance and health insurance.

### **6.7.3 Employee participation**

#### **We Share by Erste Group**

Under the employee share program WeShare by Erste Group, all employees who are in active employment in a participating entity starting from 2021 as of the last day of the respective financial year and who have been employed for more than 6 months at the end of the performance year receive shares of Erste Group Bank AG with a net equivalent value approved annually by the Management Board of the company (in addition to their fixed and variable remuneration).

This benefit does not substitute the contractual salary or any bonus but is granted in addition.

Additionally as part of the employee share program employees are entitled to benefits if the employees commit a personal investment in Erste Group Shares. The structure of the benefits is described in more detail in the local works agreements and local remuneration policies of the respective institution.

The Employee Share Program is only awarded when Group and Local Banks meet all "RAS" capital and liquidity requirements and Holding pays dividends and EAM Group meets its minimum profitability requirements.

Erste Mitarbeiterbeteiligung Privatstiftung will act as a trustee for the employees for the shares awarded under the ESP.

Employees are the beneficial owners of the shares and are entitled to dividend income, but Erste Mitarbeiterbeteiligung Privatstiftung exercises the voting rights for a minimum period of 5 years.

## **6.8 Guidelines on variable remuneration**

### **6.8.1 General guidelines on variable remuneration**

#### **Calculation of variable remuneration**

Minimum profitability requirements are defined for the Company. In scope are the conditions for pay-out of both upfront and deferred variable remuneration components. In case of performance related remuneration, the total amount of remuneration is based on a combination of the assessment of the performance of the individual as well as the business unit or investment funds concerned and of the overall results of the Company.

Furthermore, when assessing individual performance, financial as well as non-financial criteria are taken into account. These criteria are determined within this policy.

Remuneration Policy

### **Performance and long-term sustainability**

The variable remuneration of employees depends on the assessment of the performance and development of the individual and of the business unit concerned combined with the overall performance of the Company or of the investment funds they manage. Business unit and individual performance is measured by quantitative and qualitative targets, including sustainability of an employee's efforts in the medium and long term.

The design of any variable remuneration policy, model and practice considers the guidelines as outlined below.

Any variable remuneration must be in line with the strategic indicators, values and long-term interests of the Company. Variable remuneration has to consider:

- 1) risk, capital, liquidity and probability as well as the time of realized profits of the Company;
- 2) performance of Erste Asset Management Group and the Company;
- 3) performance of the business unit (department/division/branch) concerned; and
- 4) performance of the individual.

The variable remuneration is linked to sustainability and does not promote excessive risk-taking. A variable remuneration shall only be paid out to the extent the ratio between the fixed and variable remuneration remains reasonable; the ratio variable/fixed remuneration is capped at 100% of the fixed remuneration for all employees and management board members.

Failure shall never be rewarded. Therefore any binding commitments are avoided before all conditions for any component of variable remuneration are met.

In particular, variable remuneration must not be promised and has to relate to the performance in any particular performance period. As a rule, guaranteed variable remuneration is prohibited. The only exception is a sign-on bonus payment which can be paid out upfront in cash when hiring new staff. Such sign-on bonus payments must be approved by the management board of the Company and are limited to the first year of employment provided that the entity has solid and adequate equity and capital base. The sign-on bonus is not included in the calculation of the ratio between the fixed and variable components of the total remuneration for the first performance period, where the sign-on bonus is awarded when hiring new staff before the first performance period starts.

The employees and members of the management board do not decide about their own variable remuneration.

### **Environmental Social Governance (ESG)**

For Impact Asset Management GmbH, it is important that our sustainability efforts are perceived as a clear promise of value to our most important stakeholder groups and that these efforts meet their expectations.

Our long-term strategic considerations regarding the financial resilience of Erste Group's business model while taking into account sustainability-related risks are based on a comprehensive analysis of climate-

## Remuneration Policy

induced challenges and the legislative and economic impacts of climate change in our region. The European Climate Law, the EU's Green Deal and the Fit for 55 Package form the setting for future changes in EU strategy and legislation. All countries of the region will have to align with these European goals, manage their impact on their economies and adapt their investment and consumer expectations.

ESG related KPIs are the goals that meet current needs without compromising the ability of the entity to generate profit in the future and which have an impact on the creation of medium/long-term value for stakeholders. Group wide ESG targets determined by the Group ESG office are an integral part of the scorecard structure of the management board and senior management.

### **Transparency of remuneration policies in relation to the integration of sustainability risks**

The remuneration system described in this remuneration policy is conducive to an appropriate management of sustainability risks as defined by Regulation (EU) 2019/2088 and is in line with the sustainability strategies of IAM. In connection with the consideration of sustainability risks in the remuneration policy of IAM, particular care is taken to ensure that no excessive risk taking with regard to sustainability risks is encouraged and that the remuneration structure is linked to a risk-weighted performance (see point 8.1.). Accordingly, the consideration of sustainability risks in the investment process is incorporated into the performance assessment of the fund and portfolio management.

### **Risk, capital and liquidity requirements**

Payment of variable components of remuneration as a whole may not limit the ability of the Company to strengthen its capital and liquidity base. Further, variable remuneration decisions by the members of the management board give due consideration to the long-term interests of shareholders, investors and employees of the Company in having a functional banking industry and financial market stability.

### **Board members**

Management board members of the Company receive KPIs in the beginning of the performance period, which are aligned with the Shareholder. Taking these KPIs into account, the Shareholder determines whether management board members are eligible for annual bonuses (a.k.a. short-term incentive plan) or any other variable remuneration scheme. The KPIs should be relevant, stretching and designed to enhance long-term value. The total rewards potentially available should not be excessive. Any proposal for exception requires a supervisory board approval.

### **Control functions**

The variable remuneration of the heads of control functions (business line level) is directly reviewed and approved by the Shareholder. The business lines and/or teams that are overseen by the control function have no involvement in the decision making process that determines the compensation for the control functions. Control function compensation is not linked to the performance of the teams that they may oversee. Staff in control functions is compensated in accordance with the achievement of the objectives linked to their functions, independent of the performance of the business areas they control.

### **Internal Remuneration Panel ("Vergütungsbeirat")**

The variable remuneration model and practice for Risk Takers is to be approved by the Shareholder after taking advice from Risk Management, Human Resources ("HR"), Finance and Compliance ("Internal

Remuneration Policy

Remuneration Panel"), which have an overview of the job responsibilities and performance requirements of the employee.

**Incentive schemes and determination of the bonus pool**

Incentive schemes

There are several incentive schemes. The implementation of any new incentive scheme needs to be aligned with HR. The Compliance function needs to be involved as an advisor in the design of a new incentive scheme. Any incentive scheme is approved by the management board of the Company. All incentive schemes need to relate to the Company, business line and individual results.

In general, the various incentive schemes can be classified in one of the following main schemes:

- 1) Short-term incentive: annual bonus scheme based on the annual performance evaluation of an Employee
- 2) Retention bonus: Institutions may use retention bonuses under restructurings, in wind down or after a change of control, but also in situations where the institution can provide a rationale for its legitimate interest in retaining a relevant staff member;
- 3) Awards: incentive scheme which is based on an open participation for employees in a (cross-border) business line or function. Granting the award is based on practices that supported business growth or improvement and the outcome is translated into a learning event for other employees.

An employee or a management board member can be part of more than one incentive scheme. The sum of the granted bonus amounts is not allowed to exceed the cap of 100% of the fixed remuneration of the employee/management board member.

Bonus pool – annual short-term incentive scheme

The overall bonus pool will be made up by the bonus pool per Division. The determination of the total volume of funds earmarked for variable remuneration (bonus pool) takes into account, besides the percentage entitlement of individual employees, also the overall performance of the Company and the relevant risks that the Company is exposed to. The determination of the bonus pool and payout from the bonus pool is subject to assessment of criteria as set out in this policy. The bonus pool is created in the budgeting phase for the performance period and evaluated after the performance period with regard to a combination of all criteria.



#### Remuneration Policy

The bonus pool can be split into segments (e.g. bonus pool for board members, board-1, Investment Division, Sales, other employees). Different criteria/indicators can apply to these segments although as a minimum the below mentioned criteria need to be applied.

The bonus pool is assessed according to at least the following criteria/indicators:

- 1) Financial results of the Company (0%-120%);
- 2) Company KPIs (0%-120%).

The assessment of these criteria leads to adjustments of the bonus pool. The ex-ante bonus pool is adjusted by the bonus pool multipliers, which can vary between 0% and 120%. A bonus pool multiplier below 100% is considered a "malus" due to assessment of performance on above mentioned criteria. Different bonus pool multipliers for different categories of staff may be applied. The management board of the Company decides about the bonus pool amount for the given performance period. The Shareholder overviews these decisions and (dis)approves the guidelines and conditions related to the bonus pool.

#### **Bonus payments and claw-back**

##### **Malus and clawback**

Malus or clawback arrangements are explicit ex post risk adjustment mechanisms where the Company itself adjusts remuneration of the identified staff member based on such mechanisms (e.g. by lowering awarded cash remuneration or by reducing the number or value of instruments awarded).

In accordance with Article 94(1)(n) of Directive 2013/36/EU and without prejudice to the general principles of national contract and labour law, the total variable remuneration - taking into account both current remuneration and reductions in payouts of amounts previously earned - is awarded only if it is sustainable considering the overall financial situation of the Company and justified on the basis of the performance of the Company, the business unit and the individual concerned. Should any of these criteria not allow for the full bonus to be awarded, up to 100 % of the total variable remuneration shall be subject to malus or clawback arrangements.

##### **Provisions applicable to malus and clawback mechanisms**

The Company reserves the right to claw back up to 100% of variable remuneration in cases where the staff member:

- (i) participated in or was responsible for conduct with intent or severe negligence or in cases of fraud which resulted in significant losses to the institution;
- (ii) failed to meet appropriate standards of fitness and propriety;
- (iii) provided misleading information, if such information had or could reasonably have had an impact on the performance assessment;
- (iv) is dismissed by way of termination without notice period, according to the respective local law (in the valid constitutional edition)

Especially in cases (i) and (iv), no variable remuneration shall be awarded or paid out to affected employees, including deferred and retained parts of the total variable remuneration. Clawback mechanisms shall be applied to the upfront parts of the total variable remuneration.

#### Remuneration Policy

Ex post adjustments to the total variable remuneration should always be performance or risk related. They should respond to the actual risk outcomes or changes to persisting risks of the institutions, business line or staff's activities.

The Company can clawback any variable remuneration paid within the last five years.

In such cases, the Company will use at least the initially used performance and risk criteria to ensure a link to the initial performance measurement. In addition to the criteria set out above, the Company will use specific criteria including:

- a. evidence of misconduct or serious error by the staff member (e.g. breach of code of conduct and other internal rules, especially concerning risks);
- b. whether the institution and/or the business unit subsequently suffers a significant downturn in its financial performance (e.g. specific business indicators);
- c. whether the institution and/or the business unit in which the identified staff member works suffers a significant failure of risk management;
- d. significant increases in the institution's or business unit's economic or regulatory capital base;
- e. any regulatory sanctions where the conduct of the identified staff member contributed to the sanction.

The decision of the occurrence of such an event, the application of malus and clawback arrangements itself and the limitation of the payout is taken by the Management Board or the Shareholder of the Company.

Malus and clawback arrangements should lead to a reduction of the variable remuneration where appropriate. Under no circumstances should an explicit ex post risk adjustment lead to an increase of the initially awarded variable remuneration or, where malus or clawback was already applied in the past, to an increase of the reduced variable remuneration.

#### **Bonus payment in instruments**

When variable remuneration is paid in instruments such as phantom shares, certificates, PSUs or other instruments, then the instruments remain with the Company. Variable remuneration shall not be paid through vehicles or methods that facilitate avoidance of the applicable legal requirements.

The rights to execute the instrument remain with the Company upon transmitting the instrument to the employee. In general, when instruments are used and transmitted to the employee, local vesting rules may be applied. The Company follows the regulatory guidelines in the decision-making processes where applicable regarding variable payments.

#### **Non-monetary bonus**

The conditions set out in this policy and in the remuneration practices also apply to non-monetary bonus or incentives (such as holiday trips, presents). (Non-) Monetary bonus and incentives, as far as permitted by law, paid by third parties need to be reported to the Compliance function.

Remuneration Policy

**No rights before granting**

Neither this policy nor any other document related to this policy neither any variable remuneration under this or in connection with this policy shall entail any obligation of the Company. It shall not create any claim, right or entitlement of any employee to any variable remuneration.

The variable remuneration for a specific performance period grant on the day the employee receives the last instalment, either in cash or allocated, of the variable remuneration for the specific performance period. All variable remuneration payments until granting are upfront payments to a bonus entitlement and depend on an assessment made by the Shareholder before the last instalment becomes due.

Thus, until granting, it is in the full discretion of the Shareholder to decide on payments.

Only if, for whatever reason, a court or another public authority comes to the conclusion that an employee has a right to variable remuneration under this policy or any document that relates to it before granting.

The Company reserves the right to unilaterally change this policy in whatever sense.

**Other regulatory limitations**

The Austrian Financial Market Authority or any European or national regulator can order a limitation or stop of variable remuneration. Thus, any decision on payment shall occur only under reservation of the obligation of the Company to abstain from such payment if ordered by a competent authority.

**6.8.2 General guidelines to objectives and targets****Objectives and target setting**

For the purpose of performance evaluation all employees must receive objectives and targets for a performance period. The objectives and targets describe the expected results. The objectives and target setting process is linked to the overall performance management process and guidelines of the Company.

Each objective and target is agreed between employee and superior. The objectives consist of an appropriate balance of quantitative and qualitative criteria. Objectives and targets are to be influenced through decisions and work by the employee.

The evaluation of objectives and targets is documented. The evaluation of objectives and targets is always between a superior (line and/or matrix) and employee. In addition, the evaluation process can be performed by appraisal committee.

An appraisal committee consists of members, which have an overview of the job responsibilities and performance requirements of the employee. The superior of the employee presents the performance and future fitness of the employee. The appraisal committee provides further performance and development feedback about the employee. This feedback relates to: specific business target achievement(s), leadership challenges and styles, development areas for the future, assessment to fitness of the employee for the future. Further, the appraisal committee decides about the final performance rating on the performance, leadership and fitness of the employee.

The total evaluation of the employees' performance needs to be at least "met expectations" for the employee to be eligible to receive a variable remuneration.

Remuneration Policy

**Objectives and targets for control staff**

Employees engaged in internal control functions (internal audit, compliance and risk management) shall be independent from the business units they oversee, have appropriate authority, and are remunerated in accordance with the achievement of objectives linked to their functions, independent of the performance of the business units they control.

**6.8.3 Guidelines for the design of variable remuneration policies and practices**

Any proposal for amendments on this Remuneration Policy and incentive scheme are designed with at least the involvement of the HR and Compliance function. The design of any variable remuneration policy and practice needs to be compliant with the applicable regulations and laws.

**Regulations of discretionary pension benefits**

The Company does not warrant discretionary pension benefits and there are no contractual pension schemes in place.

**Remuneration in cases of subdued or negative financial performance**

The minimum profitability requirement is a criterion for paying a bonus for all employees for a performance period. The minimum profitability requirement is also a criterion for paying deferral elements of retained bonus amounts for Risk Takers. It is based on at least two indicators, which both have to be met:

- 1) Financial results of the Company; and
- 2) Capital ratio of the Company.

The Shareholder approves the respective minimum profitability requirements of the Company.

Variable Remuneration, including the deferred portion, is paid or vested only if it is sustainable according to the financial situation of the Company and justified according to the performance of the business unit, the investment funds and the individual concerned. Usually, a subdued or negative financial performance of the Company or of the investment funds concerned leads to a significant reduction of the entire variable remuneration of the Company. Thereby, capital requirements shall be given priority over any possible payment of variable remuneration.

*Rules against circumvention*

Variable remuneration is not paid through instruments or methods that facilitate the avoidance of the requirements of the remuneration policy at hand. The adherence to this requirement is also part of the annual review.

*Multi-year framework for assessment of performance*

The assessment of the performance of Risk Takers is set in a multi-year framework appropriate to the life-cycle of the investment funds managed by the Company in order to ensure that the assessment process is based on long-term performance and that the actual payment of performance-based components of remuneration is spread over a period which takes account of the redemption policy of the investment funds it manages and their investment risk. This alignment is part of the annual appraisal interview with Risk Takers.

Remuneration Policy

**Bonus payment model**

Minimum profitability requirements are the Company's wide conditions for pay-out of any upfront and deferred variable remuneration.

## 6.9 Job Structuring, Salary Bands and Salary Benchmarking

Job structuring provides structured and transparent information on the existing jobs, responsibilities and required skills. Functions are described in the form of job profiles with the associated responsibilities, necessary functional skills and competencies. Job profiles are evaluated in terms of complexity and put in relation to other jobs in the company.

Job grading methodologies can be used to determine the relative value of each job on a predetermined scale of measurement. Entities can use a local job grading methodology from any leading provider in the specific geographical area and link it to the structure of Erste Group. The grading methodology is decided by entity HR in alignment with Group HR. The result is a job structure for the whole company, which strictly builds on responsibilities and the complexity of tasks performed.

Job structuring increases awareness and equal access to information and career development opportunities and supports clarity and understanding of possible career paths and mobility. Furthermore, job structuring allows for better identification of training and learning requirements and creation of a more focused development plan.

**Salary Bands**

Salary bands are used to define the range (band) of compensation given for certain roles. Every salary band has a minimum and a maximum value; a person's salary can be lower or higher than the maximum of the salary band but never lower than the statutory minimum. They are designed based on:

- Scarcity/surplus of available skills in the market;
- Expected future market trends;
- Price for labour in the overall market.

Reference levels provide a framework for salary decisions during hiring, career changes, promotions, consistent stretched personal performance and development progress. Salary bands' reference levels provide managerial support in keeping or getting towards to internal remuneration balance.

**Salary Benchmarking**

Salary benchmarking is the process by which internal job descriptions are matched to external jobs with similar responsibilities, to identify the market rate for each position. It allows for a better understanding of the remuneration trends within a specific market.

Usually, salary benchmark data will be purchased from one of the leading providers in the specific geographical area.

Remuneration Policy

## Gender Pay Gap

Impact Asset Management is committed to equal pay for our employees regardless of gender. This necessitates to strive for a reduction of the adjusted as well as the unadjusted gender pay gap and effort is taken to reduce the identified explainable parts of the gender pay gap through appropriate measures in the medium term.

Furthermore, all EAM companies must prepare to meet the legal requirements and thresholds set out in the EU Directive (2023/970). To achieve this goal, a common method of regression analysis is used within the Group and all entities in scope will be onboarded by a step-by-step approach according to their size. The Shareholder will be informed on the measures and progress on an annual basis.

## 6.10 Guidelines for staffing and mobility

The Shareholder is informed about any career moves of a Risk Taker. The Shareholder makes a decision regarding the treatment of dealing with the performance assessment and bonus payment.

The following guidelines apply in case of staffing and career moves:

- 1) An employee is a Risk Taker during the performance period, if the employee is determined as a Risk Taker within the Company for a period of at least 3 months. Any granted bonus amount is paid according to the bonus payment model for Risk Takers;
- 2) The payment of deferred bonus parts remains the responsibility of the Company the bonus amount was granted. In case a Risk Taker makes a career move to another company these deferred bonus parts are granted and paid according to bonus payment conditions applicable for Risk Takers;
- 3) A Risk Taker can receive a guaranteed bonus as a sign-on bonus paid out upfront in cash when hired as a new employee. Such sign-on bonus payments are limited to the first year of employment in the entity and are subject to the condition the institute has solid and sufficient equity capital;
- 4) If a Risk Taker makes a career move within the Company and stays a Risk Taker then the applicable bonus payment model refers to the function which the Risk Taker held for at least 6 months.
- 5) If a Risk Taker becomes an expatriate then the home country continues with the payment of variable remuneration as defined by the home country variable remuneration policy.

If a Risk Taker leaves a job position and would in the new job position within the Company not be recognized as a Risk Taker then the Management Board takes the decision regarding the treatment of the objectives and bonus payment.

## 6.11 Personal hedging, interest and dividends

A Risk Taker is prohibited to use personal hedging strategies or agree on an insurance to transfer the downside risks of deferred and retained parts of the variable remuneration to another internal or external party.

Neither interest nor dividends will be paid out on deferred or retained parts of remuneration and no dividends will be paid on phantom fund shares.

## 6.12 Risk adjusted performance measurement

### 6.12.1 Quantitative Criteria (Knock-in)

To be entitled to receive variable remuneration Knock-in criteria have to be met by Risk Takers directly involved in fund and portfolio management.

The Shareholder is authorized to approve variable remuneration for individual risk takers involved in fund- or portfolio management despite non-compliance with knock in criteria because of well documented and reasonable exceptional circumstances.

With regards to these Knock-in-Levels we distinguish between two different approaches:

#### **7.12.1.1 Absolute Knock-in-Levels:**

- The limit for the Knock-in-Level is defined as:
  - The Absolute Drawdown in % of the fund or standardized portfolio must be smaller than the Maximum Absolute Drawdown in %
- The Maximum Absolute Drawdown level must to be set individually for each fund given the different risk and return profiles of each fund.
- The intention is to avoid additional losses when the Maximum Absolute Drawdown is reached and the Fund or Portfolio Manager must not take any further risks from that point on.

#### **7.12.1.2 Knock-in-Level with regard to the Peer Group of Funds or standardized Portfolios:**

The limit for the Knock-in-Level is defined as:

The volatility of the fund or standardized portfolio must be equal or smaller than the volatility of the assigned Peer Group of the fund or standardized portfolio multiplied by an individual factor (=Factor).

The Factor must to be set individually for each fund or group of funds to account for the different risk and return characteristics of each fund.

The volatility of the fund or standardized portfolio and the peer group will be monitored on a rolling basis on each business day. If the Knock-in-Level is reached (i.e. the volatility of the fund or standardized portfolio is greater than the volatility of the Peer Group multiplied by the Factor) the Fund or Portfolio Manager must

## Remuneration Policy

take appropriate measures to reduce the volatility of the fund or standardized portfolio vis-à-vis its Peer Group.

When taking these measures the Fund or Portfolio Manager must take into account:

- the objectives and investment policy of the fund or standardized portfolio
- the obligation to manage the fund in the interests of the investors
- the legal requirements of the fund
- the obligation to maintain a certain risk profile

### 6.12.2 Qualitative Criteria (Knock-out)

The qualitative criteria serve as knock-out criteria for all employees and the management board members of the Company and also for those employees and management board members who otherwise would have been entitled to receive variable remuneration by having met the knock-in criteria. They will lose at least part of the bonus if any of the below mentioned principles are violated:

- a) Each direct attributable active violation of any fund limit – no matter whether profit or loss causes a bonus cut of up to 50% per violation (depending on how severe the violation is);
- b) Each violation of a compliance rule causes bonus cut of up to 100% per violation (depending on how severe the violation is).

The relevant figures are monitored by the competent Risk Management Division / Compliance Officer and reported to the Internal Remuneration Panel and Shareholder.

Knock-in and knock-out criteria are overseen by the Internal Remuneration Panel and the Shareholder. This report also includes a general review of both the general implementation of the principles laid out in this policy as well as bonus payments to Risk Takers. Furthermore this report will contain information on payment of variable remuneration and all information required for disclosure.

## 7. Specific remuneration principles

The specific remuneration principles are applicable for the variable remuneration of Risk Takers.

### 7.1 Calculation of variable remuneration

The payout of the variable remuneration of Risk Takers follows the principles set out in this Remuneration Policy and encompasses the specifics for investment management companies. Adjustments of calculation of variable pay relate, above all, to the risk adjusted performance measurement, as specified further down below, which provides for the alignment of the remuneration of fund managers with the risk profiles as well as investment strategy of the investment funds they manage.

The link between the performance of an investment fund managed by a specific fund manager and his/her variable remuneration is incorporated by goals set in the annual appraisal interviews with the respective employee and is tailored to the requirements by the specific investment fund. Moreover, the performance evaluation for fund managers takes into account the life-cycle of the AIF/UCITS managed and, thus, constitutes long-term assessments of performance as detailed further down below.

### 7.2 Deferral period

40 % of the variable remuneration component is deferred in equal instalments over a period of 3 years. Thus, 60% of the variable remuneration is paid out in the year following the performance period as an upfront payment, unless the amount of the overall bonus exceeds EUR 150,000<sup>3</sup>. In this case, 60 % of the variable remuneration component is deferred.

Before paying out the deferred part, a reassessment of the performance and, if necessary, a risk adjustment is performed in order to align variable remuneration to risks and errors in the performance and risk assessments that have appeared since the staff members were awarded their variable remuneration component.

### 7.3 Non-cash instruments

50 % of any variable remuneration for Risk Takers who are directly involved in fund or portfolio management including management board members and heads of branches will consist of shares of the AIF/UCITS or AIF/UCITS linked instruments or equivalent non-cash instruments. To avoid a misalignment of interests which arise in relation to Risk Takers who are not directly involved in portfolio management the requirement to pay out in units or shares of the AIF/UCITS or AIF/UCITS linked instruments or equivalent non-cash instruments does only apply to employees which are directly involved in fund or portfolio management including management board members.

The Company does not issue any instruments viable as non-cash components other as AIF or UCITS funds or AIF/UCITS linked instruments or equivalent non-cash instruments, they will not use other non-cash instruments in its payment model.

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## Remuneration Policy

However, in case of deviating national supervisory laws those national laws shall prevail. The measurement of performance used to calculate variable remuneration components or pools of variable remuneration components includes a comprehensive adjustment mechanism to integrate all relevant types of current and future risks.

Due to legal and/or contractual restriction shares in AIFs set up as special funds (Spezialfonds) are not used in the pay-out process. These considerations regarding pay-out in shares in special funds will not apply in cases the national legal provisions allow for the use of shares in special funds for the purpose of variable remuneration.

Due to the fact that the payment of variable remuneration in shares of the AIF or UCITS or AIF/UCITS linked instruments or equivalent non-cash instruments is mandatory, any payment in instruments will not be neutralized. After disbursement of variable remuneration in shares of the AIF or UCITS the requirement for a retention period will be applied. Therefore, employees are not allowed to sell shares in AIF or UCITS received during the retention period of one year for Risk Takers, which receive variable remuneration in shares of AIF or UCITS. When variable remuneration is paid in phantom-like instruments then the instruments remain with the Company. The pay-out of the phantom-like instrument is, after the expiry of the retention period, in cash.

### 7.3.1 Retention period

The purpose of a retention period is to align the instruments with the longer term interests of the Company and is linked to a multi-year performance assessment. The retention period starts on the date of allocation and is for the period of one calendar year. Legal requirements of respective Financial Market Authorities can require longer retention period. During the retention period only the value of the allocated instrument might change.

The allocation itself is not changed except for claw-back reasons.

### 7.3.2 Phantom share plan

The non-cash-instruments for Risk Takers who are directly involved in fund or portfolio management including management board members are affected in phantom fund shares. After the performance period the number of phantom fund shares to be allocated is calculated in the following way: 50% of the gross bonus amount is divided by the average weighted daily NAV of the respective fund shares during the performance period (year n). The result constitutes the total number of phantom fund shares.

The average weighted daily NAV is calculated by risk management of the Company with respect to the UCITS and AIFM regulations.

The phantom fund shares are never transmitted to the employee. Phantom fund shares remain with the Company. After the retention period, the fund shares are converted into cash by multiplication with the average weighted daily NAV of the year following performance period (year n+1) and paid in cash equivalent.

## 7.4 Significance threshold

In line with the legal requirements the Shareholder defined and implemented a significance threshold amounting to EUR 50,000.-- or 50 % of Risk Taker's fixed annual salary, whichever is lower, as bonuses below this significance threshold do not encourage employees to take on excessive risk. Therefore, variable

## Remuneration Policy

compensation that is below the level of significance the specific remuneration principles is neutralized and, thus, need not be applied to those bonuses.

Considering the level of fixed remuneration in the Company and having regard to the level of remuneration in the industry, especially the remuneration in the industry in the company location, variable remuneration below the significance threshold is not suitable to encourage Risk Takers to risk-taking which is inconsistent with the risk strategy of the Company and the risk profiles of the investment funds managed and does not interfere with the economic long-term interests of investors and as well social interests.

## 7.5 Example bonus payment

### Example bonus payment model for Risk Takers

The total variable remuneration amount for the performance year 2025 is equal to 100.000,00.

60% = 60.000,00 are paid out/allocated to the employee in 2026, thereof 50% paid in cash and 50% transferred into phantom fund shares (average weighted daily NAV in 2015 is 29,90 = 1.003,34 phantom fund shares), the phantom fund shares are retained during the retention period of one year, converted into cash at average weighted daily NAV 2026 and paid out in 2027.

40% = 40.000,00 are deferred in equal instalments during the deferral period of three years (2027 to 2019), thereof 50% paid out in cash at 6.666,67 per year and 50% transferred into phantom fund shares (average weighted daily NAV 2015 is 29,90 = a total of phantom shares and 222,96 phantom fund shares per year), whereas each portion of phantom fund shares is retained during the retention period of one year, converted into cash at average weighted daily NAV of the respective prior year and paid out in 2028 to 2030.

Pay-out of cash parts:

2026: 30.000,00

2027: 6.666,67

2028: 6.666,67

2029: 6.666,67

Pay-out of non-cash instruments in cash (e.g. phantom fund shares):

2027: 1.003,34 phantom fund shares x 30,40 € (average weighted daily NAV 2016) = 30.502,00

2028: 222,96 phantom fund shares x 36,00 € (average weighted daily NAV 2017) = 8.026,56

2029: 222,96 phantom fund shares x 33,00 € (average weighted daily NAV 2018) = 7.357,68

2030: 222,96 phantom fund shares x 29,00 € (average weighted daily NAV 2019) = 6.465,84

## 8. Guidelines for leavers

The payout of any deferred or retained variable remuneration of previous performance periods to employees is possible after the end of employment with the Company when:

- 1) employees retire from employment;
- 2) employees are made redundant by the employer or in mutual agreement between employee and employer.

The payout of variable remuneration (neither upfront, nor deferred or retained) to employees after the end of their employment with a company of Erste Group is not possible in case of:

- 1) employer termination with cause (e.g. violation of duties);
- 2) employees (including all Material Risk Takers) terminate and work for the competitor and thus breach post contractual non-competition clause in the contract.

If any such employee with a deferred or retained variable payment has worked through a performance period and the employment ends during or after expiry of this performance period but before the end of the deferral period and the retention period, the payout of the variable remuneration will follow the same principles as in case of a continuing employment relationship with the Company. The respective remuneration scheme valid for the employee will be applied.

If the employment ends during the performance period, the employee can receive variable payments on a pro-rata basis. However, this paragraph does not in itself grant individual rights to material risk takers or other staff with deferred bonus payments.

In the unfortunate case of the demise of an employee prior to the payout of any deferred or retained bonus of previous performance periods the above mentioned provisions apply. Variable payments which were awarded until the time of death and are not yet paid out may be effected to dependents or passed into the heritage according to national jurisdiction.

Remuneration Policy

## Annex 3 Change Log

History	Changes	Approval Date	Approved by
10.5	<ul style="list-style-type: none"><li>• Skipped former version numbers to be in line with Group Policies</li></ul>		General Assembly

