

### 7.3 Remuneration of Board of Directors and Executive Committee members

This note describes the Ageas Remuneration Policy as applied in 2015. It contains detailed information on the remuneration of individual Board Members and Executive Committee members who held office during 2015.

The remuneration of the Board of Directors Members and Group Executive Committee members has been determined in accordance with the Remuneration Policy, which was approved by the General Meetings of Shareholders of ageas SA/NV and ageas N.V. on, respectively 28 and 29 April 2010. The Remuneration Policy is attached to the Ageas Corporate Governance Charter and can be found at:

<https://www.ageas.com/en/about-us/corporate-governance>.

#### 7.3.1 Remuneration of the Board of Directors

##### *Changes in the Board of Directors in 2015 – Remuneration 2015*

The General Meeting of April 2015 approved the nomination of two new Executive Board Members, Filip Coremans (CRO) and Christophe Boizard (CFO), both members of the Executive Committee.

The Board of Directors currently consists of thirteen members, namely: Jozef De Mey (Chairman), Bart De Smet (CEO), Guy de Selliers de Moranville (Vice-Chairman), Lionel Perl, Jan Zegering Hadders, Roel Nieuwdorp, Steve Broughton, Jane Murphy, Richard Jackson, Lucrezia Reichlin, Davina Bruckner, Filip Coremans and Christophe Boizard.

Regarding Board membership of Non-Executive Board Members at Ageas subsidiaries, Guy de Selliers de Moranville is Chairman of the Board of Directors of AG Insurance SA/NV and Jan Zegering Hadders is a member of this Board. Lionel Perl, Steve Broughton and Jane Murphy are members of the Board of Directors of Ageas UK Ltd. and Jozef De Mey is Chairman of this Board. Jozef De Mey is also Chairman of the Board of Ageas Asia Holdings Ltd. (HK), of Ageas Insurance Company (Asia) Ltd. (HK), of Credimo Holding N.V. (BE) and of Credimo N.V. (BE). He is Vice-Chairman of Muang Thai Group Holding Company Ltd. (Thailand) and of Muang Thai Life Assurance Public Company Ltd. (Thailand).

Roel Nieuwdorp is member of the Board of Directors of Ageas France S.A.. Richard Jackson is member of the Board of Directors of Ageas Portugal Holdings SGSP (PT), of Médis (Companhia Portuguesa de Seguros de Saude S.A.) and Ocidental (Companhia Portuguesa de Seguros S.A.). To the extent that these positions are remunerated, the amounts paid out are disclosed in the tables below.

Total remuneration of Non-Executive Board Members amounted to EUR 1.34 million in the 2015 financial year (2014: EUR 1.26 million). This remuneration includes the basic remuneration for Board Membership and the attendance fees for Board Meetings and Board Committee meetings both at the level of Ageas and at its subsidiaries.

##### *Implementation of the Remuneration Policy*

In April 2010, the General Meetings of Shareholders of ageas SA/NV and ageas N.V. approved the Remuneration Policy applicable to Ageas's Non-Executive Board Members as of 1 January 2010.

The Ageas Remuneration Policy is in line with the Corporate Governance Act of 6 April 2010.

The remuneration levels for the Non-Executive Board Members were approved by the General Meeting of Shareholders in April 2013 and did not change in 2015. These remuneration levels consist of a fixed annual remuneration and an attendance fee. The fixed annual remuneration amounts to EUR 90,000 for the Chairman and EUR 45,000 for the other Non-Executive Board Members. Non-Executive Board Members receive an attendance fee of EUR 2,000 per Board Meeting and EUR 1,500 per Board Committee Meeting. For the Chairman of the Board of Directors and the Board Committees, the respective attendance fees are set at EUR 2,500 per Board Meeting and EUR 2,000 per Board Committee Meeting.

In accordance with policy, Non-Executive Board Members do not receive annual incentives or stock options and are not entitled to pension rights. The remuneration of the executive Board members (the members of the Executive Committee) is related exclusively to their position as Executive Committee members and is therefore determined in line with the Remuneration Policy for Executive Committee members (see paragraph 7.3.2).

### Remuneration of the Board of Directors

The remuneration received by Board of Directors Members in 2015 is mentioned in the table below. The number of Ageas shares held by Board Members at 31 December 2015 is reported in the same table.

	Function	From	Till	Remuneration in 2015 (in EUR) as Board Member of Ageas <sup>1)3)</sup>	Ageas shares directly held at 31 December 2015 by current Board Members
Jozef De Mey	Chairman	1 January 2015	31 December 2015	125,000	9,427
Guy de Selliers de Moranville	Vice-chairman	1 January 2015	31 December 2015	88,500	
Roel Nieuwdorp	Non-executive Board member	1 January 2015	31 December 2015	76,500	260
Lionel Perl	Non-executive Board member	1 January 2015	31 December 2015	86,000	
Jan Zegering Hadders	Non-executive Board member	1 January 2015	31 December 2015	86,500	
Steve Broughton	Non-executive Board member	1 January 2015	31 December 2015	86,000	
Jane Murphy	Non-executive Board member	1 January 2015	31 December 2015	84,500	
Richard Jackson	Non-executive Board member	1 January 2015	31 December 2015	75,500	
Lucrezia Reichlin	Non-executive Board member	1 January 2015	31 December 2015	68,000	
Davina Bruckner	Non-executive Board member	1 January 2015	31 December 2015	69,500	853,011
Bart De Smet	Chief Executive Officer (CEO)	1 January 2015	31 December 2015	See infra <sup>2)</sup>	6,590 <sup>4)</sup>
Christophe Boizard	Chief Financial Officer (CFO)	29 April 2015	31 December 2015	See infra <sup>2)</sup>	1,689 <sup>4)</sup>
Filip Coremans	Chief Risk Officer (CRO)	29 April 2015	31 December 2015	See infra <sup>2)</sup>	3,610 <sup>4)</sup>
<b>Total</b>				<b>846,000</b>	<b>874,587</b>

1) Board Members also receive an attendance fee for committee meetings they attend as invitee.

2) The Executive Board members are not remunerated as Board Members, but as Executive Committee members (see note 7.3.2 for details of their remuneration).

3) Excluding reimbursement of expenses.

4) Not including the shares committed to be granted as LTI.

The remuneration received by Board of Directors Members in 2015 for their mandates at subsidiaries of Ageas is mentioned in the table below.

	From	Till	Total Remuneration in 2015 (in EUR) as member of the Board of Directors of Ageas subsidiaries <sup>2)</sup>
Jozef De Mey	1 January 2015	31 December 2015	184,388
Guy de Selliers de Moranville	1 January 2015	31 December 2015	55,416
Roel Nieuwdorp	1 January 2015	31 December 2015	60,000
Lionel Perl	1 January 2015	31 December 2015	46,268
Jan Zegering Hadders	1 January 2015	31 December 2015	53,648
Steve Broughton	1 January 2015	31 December 2015	50,847
Jane Murphy	29 April 2015	31 December 2015	23,935
Richard Jackson	29 April 2015	31 December 2015	16,667
Lucrezia Reichlin	1 January 2015	31 December 2015	
Davina Bruckner	1 January 2015	31 December 2015	
Bart De Smet	1 January 2015	31 December 2015	See infra <sup>1)</sup>
Christophe Boizard	29 April 2015	31 December 2015	See infra <sup>1)</sup>
Filip Coremans	29 April 2015	31 December 2015	See infra <sup>1)</sup>
<b>Total</b>			<b>491,169</b>

1) The Executive Board members are not remunerated as Board Members, but as Executive Committee members (see note 7.3.2 for details of their remuneration).

2) Excluding reimbursement of expenses.

### 7.3.2 Remuneration of Ageas Executive Committee Members

At 31 December 2015, the Executive Committee of Ageas was composed of Bart De Smet (CEO), Christophe Boizard (CFO) and Filip Coremans (CRO). All members of the Executive Committee are executive members of the Board of Directors.

In 2015, the total remuneration of the Executive Committee amounted to EUR 4,237,912 compared to EUR 2,997,708 in 2014. This comprised:

- a base remuneration of EUR 1,450,000 (compared to EUR 1,425,000 in 2014);
- a short-term incentive (STI) of EUR 732,759 in 2015 compared to EUR 801,151 in 2014. In line with the approved Remuneration Policy, only 50% of the short-term incentive for 2013 was paid in 2014, 25% was adjusted and paid in 2015, the remainder is to be adjusted and paid in 2016. Additionally, only 50% of the short-term incentive for 2014 was paid in 2015, the remainder is to be adjusted and paid in 2016 and 2017. The STI for the 2015 financial year will be paid partly in 2016, 2017 and 2018;
- a long-term incentive (LTI) of 38,038 shares for an amount of EUR 1,305,000, taking into account the relative total shareholder return (TSR) of Ageas shares over the year 2015 (compared to 2014 when there was no granting of an LTI);
- pension costs of EUR 518,365 (excluding taxes) (compared to EUR 551,351 in 2014);
- an amount of EUR 231,788 (compared to EUR 220,206 in 2014) representing other usual benefits, such as health, death, disability cover and company car;
- no termination compensation was paid in 2015.

The remuneration of each Executive Committee member is further detailed below.

#### Remuneration Policy

The Remuneration Policy for the members of the Executive Management was determined by the Board of Directors, upon proposals by the Remuneration Committee, approved in April 2010 and amended in April 2011 by the General Meetings of Shareholders of ageas SA/NV and ageas N.V.. For more detailed information on the remuneration applicable to the Ageas Executive Committee members, please refer to the Report of the Remuneration Committee.

The remuneration package is part of a contract specifying terms and conditions: a description of the components of the package, termination clauses and various other clauses such as

confidentiality and exclusivity. With effect from 1 December 2009, the contracts have included a termination indemnity in accordance with the regulations laid down by the Belgian government.

The members of the Executive Committee are self-employed.

#### Remuneration of the ExCo Members in 2015

##### CEO

The remuneration of the CEO, who is also a member of the Board of Directors, relates solely to his position as CEO.

The remuneration of Bart De Smet has been determined after consultation with an external firm specialising in executive compensation and benefits, upon the recommendation of the Remuneration Committee and in accordance with the Remuneration Policy.

Bart De Smet's remuneration in 2015 was comprised of:

- a base remuneration of EUR 575,000, well within the range approved by the shareholders in 2013. Based on the assessment of the competitive positioning of the remuneration of the Executive Management in the second half of 2015, the Remuneration Committee recommended and the Board accepted the following recommendation, applicable as of 1 January 2016: to increase the base compensation of the CEO from EUR 575,000 yearly to EUR 650,000 yearly, well within the salary range of EUR 550,000 to EUR 750,000 approved by the General Meeting of Shareholders in 2013. This recommendation takes into account the objective to position the base compensation according to the median position of the selected peer group, the time lapse since the last adjustment and the evolution of the company over that period;
- a short-term incentive of EUR 345,000. In line with the Remuneration Policy, he will be paid EUR 340,664 during 2016 of which:
  - EUR 172,500, corresponding to 50% of the STI of EUR 345,000 is related to the 2015 financial year. The rest will be paid in the next two years, subject to – upward or downward – revision as foreseen in the Remuneration Policy;
  - EUR 83,446, corresponding to 25% of the STI for the 2014 financial year, after upward revision of the initial amount of EUR 81,938 taking into account the 2015 result. The rest will be paid next year, subject to – upward or downward – revision, and;

- EUR 84,718, corresponding to 25% of the STI for the 2013 financial year, after downwards revision of the initial amount of EUR 86,394, taking into account the 2014 and 2015 results.
- a LTI of 15,084 shares (corresponding to an amount of EUR 517,500 over the year 2015 based on the VWAP (volume weighted average price) of February 2016). There was no granting of an LTI for the financial year 2014. In line with the Remuneration Policy, and except for those that would be sold at vesting in 2019 (up to 50%) in order to allow financing of the related income tax, these shares are blocked until end 2020, and are further adjusted taking into account the evolution over the years 2016, 2017 and 2018;
- an amount of EUR 226,443 (excluding taxes) representing the costs of the defined contribution pension plan;
- an amount of EUR 80,448 representing other usual benefits such as health, death, disability cover and company car.

#### *Other members of the Executive Committee*

The composition of the Executive Committee remained unchanged during 2015.

In 2015, the remuneration of Christophe Boizard, CFO comprised:

- a base remuneration of EUR 450,000. The base compensation was increased from EUR 425,000 yearly to EUR 450,000 yearly as of 1 January 2015 taking into account the fact that the base pay was unchanged since his nomination in 2011, the competitive positioning and the fulfilment of the CFO role;
- a short-term incentive of EUR 248,400. In line with the Remuneration Policy, he will be paid EUR 238,775 during 2016 of which:
  - EUR 124,200, corresponding to 50% of the STI of EUR 248,400 is related to the 2015 financial year. The rest will be paid in the next two years, subject to – upward or downward – revision as foreseen in the Remuneration Policy;
  - EUR 56,740, corresponding to 25% of the STI for the 2014 financial year, after upwards revision of the initial amount of EUR 55,622, taking into account the 2015

result. The rest will be paid next year subject to – upward or downward – revision;

- EUR 57,835, corresponding to 25% of the STI for the 2013 financial year, after downwards revision of the initial amount of EUR 59,075, taking into account the 2014 and 2015 results.
- a LTI of 11,805 shares (corresponding to an amount of EUR 405,000 over the year 2015 based on the VWAP (volume weighted average price) of February 2016). There was no granting of an LTI for the financial year 2014. In line with the Remuneration Policy, and except for those that would be sold at vesting in 2019 (up to 50%) in order to allow financing of the related income tax, these shares are blocked until end 2020, and are further adjusted taking into account the evolution over the years 2016, 2017 and 2018;
- an amount of EUR 171,288 (excluding taxes) representing the costs of the defined contribution pension plan;
- an amount of EUR 91,434 representing other usual benefits such as health, death, disability cover and company car.

In 2015, the remuneration of Filip Coremans, CRO comprised:

- a base remuneration of EUR 425,000. Based on the decision to increase the base compensation of the ExCo members to a yearly salary of EUR 450,000 on 1 January following the date of one year's service in the appointed ExCo role within Ageas, the Remuneration Committee recommended and the Board accepted an increase in the base compensation to EUR 450,000 as of 1 January 2016;
- a short-term incentive of EUR 247,988. In line with the Remuneration Policy, he will be paid EUR 153,320 during 2016 of which:
  - EUR 123,994, corresponding to 50% of the STI of EUR 247,988 is related to the 2015 financial year. The rest will be paid in the next two years, subject to – upward or downward – revision as foreseen in the Remuneration Policy;
  - EUR 29,326, corresponding to 25% of the STI for the 2014 financial year, after upwards revision of the initial amount of EUR 28,768, taking into account the 2015 result. The rest will be paid next year subject to – upward or downward – revision.

- a LTI of 11,149 shares (corresponding to an amount of EUR 382,500 over the year 2015 based on the VWAP (volume weighted average price) of February 2016). There was no granting of an LTI for the financial year 2014. In line with the Remuneration Policy, and except for those that would be sold at vesting in 2019 (up to 50%) in order to allow financing of the related income tax, these shares are blocked until end 2020, and are further adjusted taking into account the evolution over the years 2016, 2017 and 2018;
- an amount of EUR 120,634 (excluding taxes) representing the costs of the defined contribution pension plan;
- an amount of EUR 59,906 representing other usual benefits such as health, death, disability cover and company car.

#### *Long-term incentive*

As mentioned above, in 2015, 38,038 shares were committed to be granted to the ExCo. Except for those that would be sold at vesting in 2019 (up to 50%) in order to allow financing of the related income tax, these shares are blocked until end 2020, and are further adjusted taking into account the evolution over the years 2016, 2017 and 2018. There was no granting of a long-term incentive over the year 2014.

The table below gives an overview of the number of shares granted in previous years. These shares vest only at 30 June of N+4 and are adjusted taking into account performance over the intermediate period.

	Number of shares committed to be granted for 2012	Number of shares committed to be granted for 2013	Number of shares committed to be granted for 2014	Number of shares committed to be granted for 2015
Bart De Smet	16,576	10,101		15,084
Christophe Boizard	14,090	7,466		11,805
Filip Coremans				11,149
<b>Total</b>	<b>30,666</b>	<b>17,567</b>		<b>38,038</b>

The shares committed to be granted for the LTI plan 2011 vested at 30 June 2015. The number of shares was adjusted taking into account the evolution over the years 2012, 2013 and 2014. The table below gives an overview of the LTI plan 2011.

	Number of shares committed to be granted for 2011	Adjusted number vested on 30 June 2015	Number of shares sold to finance Income tax	Number of shares blocked till 1 January 2017
Bart De Smet	3,365	5,740	2,810	2,930
Christophe Boizard	932	1,689		1,689
Filip Coremans				
<b>Total</b>	<b>4,297</b>	<b>7,429</b>	<b>2,810</b>	<b>4,619</b>

There are no restricted shares outstanding from previous years.

*Before appointment*

Details of the share options (granted) awarded to the ExCo members in relation to their previous positions with the Group are as follows.

	Year	Number of options granted	Exercise price	Expiry date	Exercised before 2015	Options exercised in 2015	Outstanding at 31 December 2015
Filip Coremans	2006	5,973	24.68	03-04-2016			5,973
	2007	4,778	28.62	02-04-2017			4,778
	2008	4,000	16.46	05-03-2018			4,000

In the table above, the number of options granted and the exercise price relate to the share units prior to the reverse stock split in August 2012. To express them as current shares and at current share prices, the number of options has to be divided by ten and the exercise price multiplied by ten.

Details of the restricted shares (granted), relating to the Restricted Stock Unit plans awarded to the ExCo Members in relation to their previous positions with the Group are as follows.

	Year	Number of RSU granted	Vesting date	Vested in 2015	Sold in 2015	RSU committed to be granted at 31 December 2015
Filip Coremans	2012	800	1-04-2015	1,600	1,600	
	2013	1,000	1-04-2016			1,000
	2014	800	1-04-2017			800