

# Capital Requirements Regulation (CRR) 2019 Remuneration Disclosure

Nationale-Nederlanden Bank N.V. ('NN Bank')

The information below provides detailed information on the remuneration for NN Bank's Identified Staff, i.e. staff whose professional activities have a material impact on NN Bank's risk profile. The data presented is based on applicable (European) legislation as incorporated into the remuneration policies and principles that were applicable throughout 2019. This section is divided into the following subsections:

- Governance
- Performance management principles
- Remuneration principles and policy
- Identified Staff remuneration in detail
- Quantitative information

## 1. Governance

Remuneration of Identified Staff is governed by the Remuneration Committee, a committee of the Supervisory Board of NN Group N.V. ('NN Group'). The Remuneration Committee advises the Supervisory Board, among other things, on the remuneration and remuneration policies with respect to Identified Staff. For the performance of these tasks, the Remuneration Committee receives information from compensation committees at lower levels in the organisation. In these compensation committees, NN Group's control functions Finance, Risk, Compliance, HR and Legal are represented. The Remuneration Committee is authorised to engage external remuneration advisors. In 2019 it made use of the services of Willis Towers Watson.

The members of the Remuneration Committee of NN Group in 2019 are:

- Mrs. H.M. (Hélène) Vletter-van Dort, Chair (as from 29 May 2019)
- Mr. J.H. (Jan) Holsboer, Chair (until 29 May 2019)
- Mr. D.A. Cole
- Mr. D.H. (Dick) Harryvan
- Mr. R.W. (Robert) Jenkins
- Mr. R.A. (Robert) Ruijter

The Remuneration Committee met five times in 2019 and discussed (inter alia) off cycle remuneration proposals, the regulatory developments and discussed and reviewed the Identified Staff selection criteria and the selection of Identified Staff members. The roles and responsibilities of the Remuneration Committee are outlined in the Charter of the Remuneration Committee which is available on NN Group's website.

In addition to the regular Remuneration Committee meetings, three meetings combined with the Nomination and Corporate Governance Committee were held (Combined Meetings).

## 2. Performance management principles Identified Staff

The performance management process for Identified Staff is centrally designed and coordinated by Corporate Human Resources. The performance management principles applied to Identified Staff ensure that there is focus on performance and strong leadership behaviour is promoted. In addition, NN Group's strategy (including both long-term and short-term objectives) is reinforced and NN Group's risk profile is aligned in the management of performance of Identified Staff. The following performance management principles applied specifically to Identified Staff in 2019:

- the performance objectives must include both financial and non-financial performance objectives according to the following balance: for control functions a maximum of 15% financial and a minimum of 85% non-financial targets applies and for non-control functions a maximum of 50% financial and a minimum of 50% non-financial targets
- control functions will only have financial performance objectives that are not linked to the performance of the Business Unit they control
- all performance objectives are reviewed by NN Group's Risk Function

For each Identified Staff member a set of objectives is defined, including details on what the individual is expected to contribute to NN Group's business success and how this contribution is to be achieved. The individual's overall performance evaluation is used as one of several factors that determine individual variable remuneration. This takes into consideration both the results that were achieved and extent to which the NN leadership behaviours were demonstrated. The final amount of variable remuneration is also dependent on other factors such as: the overall financial affordability, the ex ante risk adjustment and the outcome of an assessment of leadership behaviour, which may cause adjustments of the level of variable remuneration.

The performance assessment of Identified Staff and the consequent awarding of variable remuneration is done as part of a multiple-year framework. As deferral periods apply to variable remuneration of Identified Staff, it is ensured that variable remuneration is 'at risk' during the entire deferral period. Variable remuneration is linked to risk and non-financial performance and takes into account the company performance at NN Group level, business line, team and individual performance. Any undesired risk taking or breaches of compliance that were not apparent at the time the variable remuneration was awarded, will be taken into account at every (deferred) vesting of variable remuneration.

## Examples of 2019 performance targets for NN Bank

Performance targets	Management Board	Other Identified Staff
Financial: operating result, return on investment, expense reduction, mortgage and savings	Non-Control Function: max 50% Control Function: max 15%	Non-Control Function: max 50% Control Function: max 15%
Non-Financial: serve our customers lifetime needs and deliver an excellent customer experience, Develop a sustainable control environment and operational culture	Non-Control Function: min 50% Control Function: min 85%	Non-Control Function: min 50% Control Function: min 85%
Leadership behaviour	Assessed as part of year-end review and counted towards individual performance evaluation; variable remuneration awards may be adjusted based on the assessment of the leadership behaviour.	

### 3. Remuneration principles and policy

#### Remuneration policy

As a direct subsidiary of NN Group, NN Bank is in scope of the NN Group Remuneration Framework. NN Bank is well aware of the public debate about pay in the financial industry and the responsibility the industry has in this respect. The remuneration policies of NN Group take into account all applicable regulations and codes, including the Banking Code. The NN Group Remuneration Framework strikes a balance between interests of its customers, employees, shareholder and society at large, and supports the long-term objective of the company.

The general principles underpinning the NN Group Remuneration Framework are (amongst others) as follows:

- Enhance focus on the long-term interest of NN Group and the interest of customers
- Align with company values, business strategy and risk appetite
- Promote and align with robust and effective risk management
- Comply with and support the spirit of the (inter)national
- Regulations on remuneration policies
- Aim to avoid improper treatment of customers and employees
- Create a balanced compensation mix with a reduced emphasis on variable compensation
- Have claw-back and hold-back arrangements in place
- Attract and retain talented personnel

The variable remuneration is linked to clear targets. These targets are, for a large part, non-financial. In addition, variable remuneration for Identified Staff is performance-based and risk-adjusted and is partly paid upfront and partly deferred. Deferred variable remuneration is subject to the assessment of undesired risk-taking, as well as non-compliant behaviour in view of past performance. If deemed necessary by the Supervisory Board on the basis of the applicable remuneration principles and policies, deferred compensation is adjusted downwards via hold back or claw back.

NN Group's remuneration policy for Identified Staff has been incorporated in the NN Group Remuneration Framework and in several other policies applicable to different groups of staff. The NN Group Remuneration Framework was reviewed and approved by the Supervisory Board of NN Group and is effective as from 1 January 2015, and which has been amended and approved from time to time since then.

### 4. Identified Staff Remuneration in detail

NN Bank's selection of Identified Staff is based on the Regulatory Technical Standards (RTS) developed by the European Banking Authority in 2014 for this purpose.

The RTS comprises (i) qualitative and (ii) quantitative selection criteria. NN has carefully considered how to apply these criteria within its organisation and, based on this, has identified positions and individuals that qualify as Identified Staff. The selection of Identified Staff is an ongoing process, with periodic checks.

The application of the Identified Staff selection criteria at NN Bank is reviewed annually and, if necessary, amended, to make sure it continues align with the NN organisation.

Some of the NN Bank Identified Staff members fall under the scope of the collective labour agreement (CLA). The remuneration of these Identified Staff members is governed by the CLA.

## Different elements of remuneration

The remuneration of Identified Staff has been structured in accordance with the applicable laws and regulations. The total reward of Identified Staff consists of the following elements:

- Fixed remuneration
- Variable remuneration consisting of cash and NN Group shares. Both parts are each divided in an upfront and a deferred part<sup>1</sup> and retention periods of one to five years following the date of award are applicable (depending on the group of Identified Staff)
- General employee benefits, such as employer pension contributions, employee discounts on financial services, disability insurance coverage (applicable to all NN Group staff employed in The Netherlands)

Prudent risk management is reflected in the performance target setting, and as such taken into account when determining the variable remuneration of each Identified Staff member.

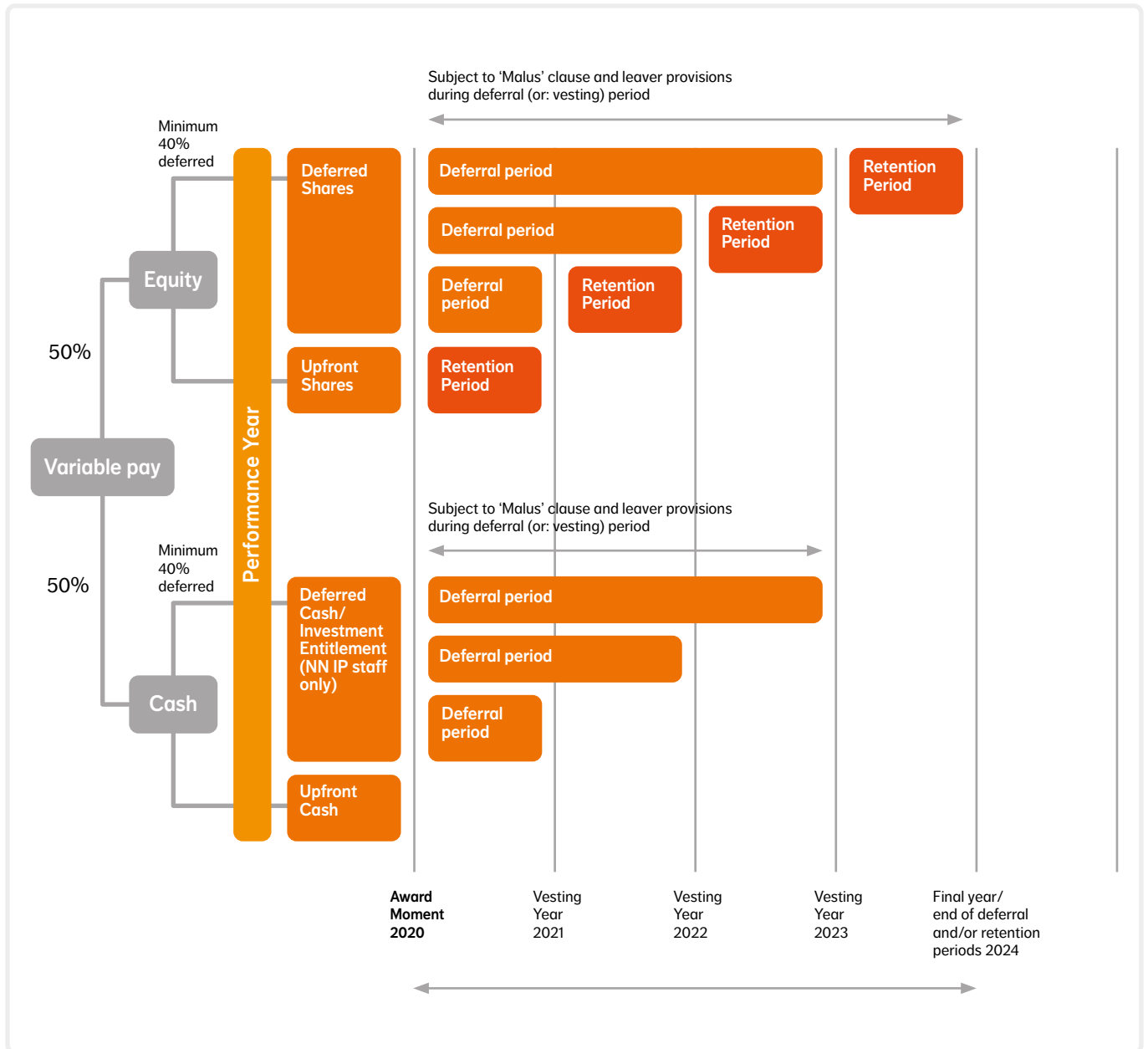
## Variable remuneration

In line with the Dutch Regeling Beheerst Beloningsbeleid 2014, any variable remuneration for Identified Staff for the performance year 2019 is governed by the schedule below:

<b>Ability to award variable remuneration depends on:</b>	The relevant business, team and individual performance.
<b>Fixed/variable pay ratios</b>	Maximum ratios between fixed and variable. The ratio differs for each Identified Staff category and depends on the individual risk profile.
<b>Delivery of variable pay</b>	A minimum of 40% is deferred. Both the upfront and the deferred part are equally split into cash and equity. The minimum deferral period is one year. Deferred variable remuneration vests annually in equal tranches. The first deferred portion of the variable remuneration vests one year after the date of grant. Any vested portion of deferred equity-linked instruments is subject to an additional retention period of at least one year from the date of vesting.
<b>Ex post performance assessment</b>	<p>The performance assessment extends beyond the date of variable remuneration award and continues as part of a multi-year framework of at least three to five years. NN Group has the option of applying a hold back, i.e., not to pay out variable remuneration, in the following circumstances:</p> <ul style="list-style-type: none"><li>• the variable remuneration does not reconcile with the financial situation of NN Bank or is not justified on the basis of the performance of the relevant business unit or the relevant employee; or</li><li>• NN Group does not comply with the relevant capital requirements applicable from time to time, which includes a significant performance of the AIFM and/or AIF's or a significant downturn in the AIFM's overall financial situation; or</li><li>• NN Group's capital adequacy is insufficient as determined via the capital test; or</li><li>• the relevant staff member participated in or was responsible for conduct which resulted in significant losses to NN Group or any of its subsidiaries or affiliates; or</li><li>• the relevant staff member failed to meet the appropriate standards of fitness and propriety ('bekwaamheid en correctheid'), such as an oath for the financial sector, a code of conduct or other internal rules and regulations that are applicable to NN Group; or</li><li>• NN Group or the business unit in which the relevant employee works suffers a significant failure of risk management, or</li><li>• if this is required or reasonable taking into account the outcome of the reassessment procedures set out in the NN Group Remuneration Framework; or</li><li>• in the event of significant negative changes in the economic and regulatory capital base; or</li><li>• in the event of specific conduct which has led to the material re-statement of NN Group's annual accounts and/or significant (reputational) harm to NN Group or any of its subsidiaries or affiliates; or</li><li>• if any other material new information arises that would have changed the original determination of the award of variable remuneration to that individual if it were known at the time of the award; such reassessment is also based on the criteria for the original award.</li></ul> <p>A claw back of paid/vested variable remuneration from any current (or former) Identified Staff can be applied in the following circumstances:</p> <ul style="list-style-type: none"><li>• this is required or reasonable taking into account the outcome of the (reassessment) procedures set out in the NN Group Remuneration Framework; or</li><li>• in the event of engagement in conduct or performance of acts which are considered malfeasance or fraud; or</li><li>• in the event of specific conduct which has led to the material restatement of NN Group's annual accounts and/or significant (reputational) harm to NN Group or any of its subsidiaries or affiliates; or</li><li>• the relevant staff member participated in or was responsible for conduct which resulted in significant losses to NN Group or any of its subsidiaries or affiliates; or</li><li>• the relevant staff member failed to meet appropriate standards of fitness and propriety, such as an oath for the financial sector, a code of conduct or other internal rules and regulations that are applicable to NN Group; or</li><li>• In case of a significant deterioration in the financial performance of the AIFM and/or AIF's or a significant downturn in the AIFM's overall financial situation.</li></ul>

<sup>1</sup> Following the Identified Staff selection process, also roles and employees are selected for which the compensation package already is risk-averse. After careful consideration, it has been duly established that this is the case for employees who fall under the scope of the collective labour agreement (CLA) in the Netherlands with a limited portion of variable remuneration: not exceeding 25% of fixed remuneration. The 20% variable remuneration cap of the Wbfo is adhered to. Given the already existing risk-averse ratio fixed/variable (and moreover for those governed by the CLA given the principle of equal treatment) these roles are considered to be out of scope regarding the partial delivery in equity and the deferral scheme of variable remuneration applicable to Identified Staff.

## Overview of delivery of variable remuneration of Identified Staff



Note: a one year retention period is applicable to all equity-linked instruments that are part of the variable remuneration for Identified Staff and all variable remuneration is subject to hold back, claw back and leaver provisions.

## 5. Quantitative information

The tables below provide detailed aggregated information on the remuneration of Identified Staff and the Management Board of NN Bank in 2019 and based on the Identified Staff employed within NN Bank at 31 December 2019. It also provides information on the number of high earners within NN Bank.

### Aggregated fixed and variable remuneration of Identified Staff of NN Bank in 2019

Amounts in EUR 1,000 and gross	Management Board	Other Identified Staff
Number of employees	7 <sup>1</sup>	22 <sup>2</sup>
Fixed remuneration <sup>3</sup>	975	4,034
<b>Variable remuneration<sup>4</sup></b>		
of which upfront cash	79	5
of which upfront shares	79	5
of which deferred cash	79	5
of which deferred shares or share-based instruments	79	5
<b>Buy-out payments and retention awards made in 2019<sup>5</sup>:</b>		
- Number of beneficiaries	0	0
- Buy-out payments	0	0
<b>Severance payments paid in 2019:</b>		
- Number of beneficiaries	2	0
- Severance payments	581	0
<b>Guaranteed bonuses paid in 2019:</b>		
- Number of beneficiaries	0	0
- Guaranteed bonuses	0	0

- 1 On 31 December 2019, the Management Board of NN Bank included 4 members. A new Management Board was installed during 2019, resulting in 3 employees to step down as member of the Management Board. The remuneration of all 7 employees who acted in the capacity of member of the Management Board of NN Bank during the course of 2019 is shown in the table above under Management Board. The remuneration figures displayed in the Management Board column, fully relate to the time served as NN Bank Management Board member.
- 2 On 31 December 2019, the Other Identified Staff included 20 employees. During 2019, 2 employees were appointed as member of the Management Board of NN Bank. Prior to their appointment in the Management Board, these employees were included in the category of 'Other Identified Staff'. The remuneration figures displayed in the 'Other Identified Staff' column, fully relates to the time served as 'Other Identified Staff member' and excludes the remuneration received in the capacity of NN Bank Management Board Member (given that this is already included in the NN Bank Management Board column).
- 3 The fixed remuneration includes base salary, pension costs, life course savings allowance and individual saving allowance (if applicable). For CLA covered employees, the fixed remuneration also includes several allowances, such as holiday allowances and the 13th month salary, as agreed in the CLA.
- 4 The variable remuneration of Identified Staff in the table above is based on the variable remuneration proposals approved by the Supervisory Board of NN Group on 11 January 2019. No discretionary pension benefits were paid in 2019.
- 5 'Buy-out' payments refer to payments made to individuals at the start of their employment with NN Group, to compensate them for forfeiture of their entitlement to a certain amount of unvested variable compensation at their previous employer. 'Retention' awards refers to awards made to individuals with the purpose to retain them and only in the context of a material organisational change such as a merger, demerger, change in control or the acquisition of NN Group.

### Overview of deferred remuneration in 2019

This table includes deferred remuneration awarded or paid in 2019 to current and former members of the Management Board and Identified Staff members.

The Identified Staff awards shown in the table below reflect awards which were granted to the individuals concerned in their capacity of Identified Staff. The Management Board awards reflect awards which were granted to the individuals concerned in their capacity of member of the Management Board.

The vested shares are valued based on the relevant NN Group share price on the vesting date. Unvested shares are valued against the NN Group share price on 31 December 2019 (EUR 33.82).

## Analysis of deferred remuneration Identified Staff awarded or paid in 2019

Amounts in EUR 1,000 and gross	Management Board	Other Identified Staff
Deferred shares outstanding, vested <sup>1</sup>	120	1
Deferred shares outstanding, unvested <sup>2</sup>	100	1
Deferred shares awarded during financial year <sup>3</sup>	97	9
Deferred cash awarded during financial year <sup>3</sup>	97	9
Deferred cash, paid out <sup>4</sup>	100	10
Deferred cash outstanding, unvested <sup>5</sup>	98	11
Reduced amount through performance adjustment (holdback and clawback)	0	0

1 Outstanding vested: deferred shares (equity) awards outstanding on 1 January 2019, which vested in 2019.

2 Outstanding, unvested: deferred shares (equity) awards outstanding on 1 January 2019, which have not vested in 2019.

3 Awarded during financial year: awards made in 2019, over financial year 2018, in the form of deferred shares (equity) awards and deferred cash awards.

4 Outstanding vested: deferred cash awards outstanding on 1 January 2019, which vested in 2019.

5 Outstanding, unvested: deferred cash awards outstanding on 1 January 2019, which have not vested in 2019.

### Total remuneration per bracket of high earners (above EUR 1 million)

The total remuneration of each individual Identified Staff employee of NN Bank does not exceed the threshold of EUR 1 million.