

Appendix to agenda item 3

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Remuneration Policy

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Remuneration Policy

The group remuneration policy and a.s.r. remuneration policy consists of six chapters. The first chapter contains the design and structure of the policy. Chapter 2 describes the specific forms of fixed remuneration and the rules for specific groups of employees/officials, such as Executive and Supervisory Board members.

The choices and principles of this remuneration policy for the Executive Board members are presented in paragraph 2.4.2. The text of this paragraph is presented below, with the proposed amendments in red. This section is submitted to the General Meeting for a vote.

Chapter 3 describes the statutory framework for the awarding and payment of variable remuneration.

Chapter 4 concerns the disclosure obligation. Chapter 5 describes the governance. The current version of the a.s.r. Remuneration Policy is available on the website Remuneration policy (asrnl.com).

2.4.2 Fixed remuneration scheme for members of the Executive Board and Supervisory Board

2.4.2.1 Executive Board a.s.r.

Members of the Executive Board receive a fixed remuneration; there is no variable remuneration scheme. In exceptional cases - in line with Chapter 3 - a specific (variable) remuneration may be awarded, such as a welcome bonus. The remuneration of the members of the Executive Board is established on the basis of a classification in salary scales, as is the case for other a.s.r. employees. This creates a link with the salary scales for the other employees. The positions of members of the Executive Board and the other staff are subject to a salary scale with a range from 70% to 100%. For staff and the Executive Board the remuneration is at most around the median of the reference group. For the Executive Board this maximum is just below the median of the reference group:

Part of the (fixed) remuneration of the members of the Executive Board is paid in a.s.r. shares (20% of the fixed remuneration in cash). From the moment the a.s.r. shares

are acquired by the members of the Executive Board, they must be held for at least five years (lock-up period). The shares can only be sold to the extent permitted by the lock-up period and laws and regulations. This period applies per allotment and is administered per tranche. In addition to the lock-up period, a 'retention obligation' applies. This means that members of the Executive Board (as long as they are employed) must hold at least 100% of their fixed gross annual salary in shares before they are allowed to sell any shares. If the Executive Board member leaves the company, the five-year lock-up period remains in place, but the shares can be sold freely thereafter. Any sale of shares can only take place to the extent that it is in accordance with the 'Regulations on the handling of inside information and private transactions in financial instruments' and to the extent permitted by laws and regulations.

The reference group of the Executive Board consists of Dutch organisations only, many of which have a social nature, to be distinguished according to comparable Dutch listed companies and Dutch financial institutions, including insurance companies. Half of the reference group of the Executive Board consists of financial institutions.

The non-financial institutions must meet at least 2 of the 3 criteria set with respect to the similar size of the companies for inclusion in the reference group. These criteria are the organisation's turnover, market capitalisation, and the number of staff.¹ a.s.r.'s position is around the middle of this reference group. In addition, all remuneration data of the organisations in the reference group must be published individually. The median is established using a conversion factor of 0.5 of 'at target' variable to fixed salary for the companies in the reference group who have a variable remuneration component. In addition, the Supervisory Board periodically tests the median against a Europe control group, consisting of at least 10 European financial institutions.

To prevent the salary scales remuneration of the employees and the Executive Board from diverging too much, partly due to the difference in reference groups, the salary scales remuneration of the Executive Board is tested every 2 years against the reference group of the employees (financial services). If the differences become too substantial, this may be a reason to adjust the maximum of the salary scales of the members of the Executive Board. The pay ratio between the remuneration of the CEO and the average remuneration of the employees at a.s.r. will be less than 1:20.

¹ With respect to the turnover, market capitalisation, and number of staff of the organization, a range of 0.4-2.5 applies.

Each year, the Supervisory Board of a.s.r. (hereinafter: SB) assesses whether, in addition to the increase in accordance with the CBA wage index, there is cause for a salary increase for the members of the Executive Board within the salary scale. In principle, the members of the Executive Board run through the salary scales in the same way as the employees. For employees, this concerns an annual growth of 3% (provided there is room for this in the salary scale). For the members of the Executive Board, the SB has the option to adjust this growth path slightly upwards or downwards in exceptional circumstances (a growth of 0% to 6%, provided there is room in the scale). In doing so, the SB will take into account the performance of a.s.r. and the principles laid down in the remuneration policy. The SB will account for this in the annual remuneration report included in the annual report. The SB's remuneration committee (hereinafter: the Remuneration Committee) tests the principles of the remuneration policy (at least) once every four years against the four perspectives. The remuneration policy will be put to the vote (at least) once every four years at the general meeting of shareholders. The market comparison (remuneration benchmark) is carried out once every two years by an external consultancy.

Equity participation

~~In addition to the remuneration policy, the members of the Executive Board commit themselves to an equity participation of 75% for the CEO and 50% for the other members, of their most recent gross salary. This equity interest will be achieved within a maximum period of 7 years from joining the Executive Board.~~

~~If the purchase of shares was made through the share plan for a.s.r. employees, the a.s.r. shares will have to be retained for a minimum of 5 years (transfer restriction period). This period applies per purchase and is administered per purchase moment (tranche). The shares can only be sold to the extent permitted by the special-purpose fund and the transfer restriction period. When the Executive Board member leaves the company, the 5-year transfer restriction period will continue to apply, but after that period the equity interest can be sold.~~

The members of the Executive Board work on the basis of a contract for services for an indefinite period of time. This contract for services ends by operation of law as soon as the party concerned ceases to be a member of the Executive Board. Furthermore, the contract for services can be terminated (prematurely). In that case a.s.r. will observe a notice period of six months. A notice period of three months applies to the members of the Executive Board. The severance pay amounts to 100% of the fixed gross annual salary. This amount is paid under the conditions laid down in the contract for services and with due observance of the remuneration policy. The contract for services also contains a provision for dismissal due to a change of control.

2.4.2.2 Supervisory Board a.s.r.

The remuneration of SB members is fixed; there is no variable remuneration scheme. In determining the remuneration level, the responsibilities and time spent of a supervisory board of a listed financial institution is taken into account, including:

- revised and increasing legislation and regulations
- fundamental changes in the nature and complexity of the company and governance
- a.s.r.'s profile, in which organic growth, mergers, acquisitions and collaborations in complex insurance areas will be actively examined and/or pursued.

In addition, the remuneration level within the reference group used is considered. This reference group is the same as that used for the Executive Board members.

Overview amendments remuneration policy

	Current remuneration policy	Proposal remuneration policy as of 1 July 2023
Salary level	The maximum of the salary scale is just below the median.	The remuneration is at most around the median.
Reference group	The reference group of the Executive Board consists of Dutch organisations only, many of which have a social nature, to be distinguished according to comparable Dutch listed companies and Dutch financial institutions, including insurance companies.	<p>The reference group of the Executive Board consists of Dutch organisations only, many of which have a social nature, to be distinguished according to comparable Dutch listed companies and Dutch financial institutions, including insurance companies. Half of the reference group of the Executive Board consists of financial institutions.</p> <p>In addition, the Supervisory Board periodically tests the median against a European control group, consisting of at least 10 European financial institutions.</p>
Criteria	<p>The non-financial institutions must meet at least 2 of the 3 criteria set with respect to the similar size of the companies for inclusion in the reference group.</p> <p>These criteria are:</p> <ul style="list-style-type: none"> - Market capitalisation (0.25 – 4.0x) - Turnover (0.4 – 2.5x) - Number of staff (0.4 – 2.5x) 	<p>The non-financial institutions must meet at least 2 of the 3 criteria set with respect to the similar size of the companies for inclusion in the reference group.</p> <p>These criteria are:</p> <ul style="list-style-type: none"> - Market capitalisation (0.4 – 2.5x) - Turnover (0.4 – 2.5x) - Number of staff (0.4 – 2.5x)
Shares	<p>Equity participation agreement (not part of the policy, but additional to the remuneration policy)</p> <p>Individual agreements from 1.1.20</p> <ul style="list-style-type: none"> - CEO 75% - Other members 50% - To be achieved within a maximum of 7 years - 5 year lock-up period - Tax discount 18.5% 	<p>Fixed remuneration in cash and shares:</p> <ul style="list-style-type: none"> - Part of the (fixed) remuneration of EB members (20% of the fixed remuneration in cash) is paid out in a.s.r. shares - Retention obligation: at least 100% of the fixed annual salary must be held in shares before these shares can be sold (during employment) - 5 year lock-up period - Tax discount 18.5% <p><i>The equity participation agreement lapses.</i></p>

Reference group

	NL reference group	Segment	Index	Revenue <i>(in € million)</i>	Market capitalisation <i>(in € million)</i>	Number of FTEs	Scope criteria	Sustainalytics score *
1	Aalberts N.V.	non-financial	AMX	2,834	6,442	14,402	2	20.9
2	ABN AMRO Bank N.V.	financial	AEX	7,061	12,141	19,957	2	19.8
3	Achmea B.V.	financial	N.A.	21,928	N.A.	12,840	2	19.3
4	Aegon N.V.	financial	AEX	58,040	8,764	17,936	2	14.2
5	ASM International N.V.	non-financial	AEX	1,585	18,954	3,312	2	13.1
6	De Volksbank N.V.	financial	N.A.	898	N.A.	3,178	1	9.1
7	IMCD N.V.	non-financial	AEX	3,060	11,078	3,740	2	13.8
8	ING Groep N.V.	financial	AEX	17,714	46,223	57,000	2	22.8
9	JDE Peet's N.V.	non-financial	AMX	6,669	13,603	19,000	2	23.0
10	Koninklijke KPN N.V.	non-financial	AEX	6,122	11,257	8,825	3	17.5
11	Koninklijke Vopak N.V.	non-financial	AMX	1,226	3,863	5,700	2	26.3
12	NN Group N.V.	financial	AEX	19,555	14,709	13,182	3	14.5
13	OCI N.V.	non-financial	AMX	4,448	4,828	3,816	2	N.A.
14	Coöperatieve Rabobank U.A.	financial	N.A.	11,485	N.A.	43,361	1	10.2
15	Signify N.V.	non-financial	AMX	6,730	5,091	36,824	2	12.0
16	Van Lanschot Kempen N.V.	financial	AMX	441	910	1,828	0	16.0

* As of 15 March 2023. A lower score is better. Score a.s.r.: 9.1.