

<b>CCV GROUP REMUNERATION POLICY</b>	
<b>APPROVED BY ITS SUPERVISORY BOARD</b>	
<b>AND</b>	
<b>ADOPTED BY ITS</b>	
<b>GENERAL MEETING OF SHAREHOLDERS</b>	
<b>Version:</b>	<b>1.0</b>
<b>Effective Date:</b>	<b>January 1, 2016</b>
<b>Approval:</b>	<b>Supervisory board / Stg. Temper Holding</b>
<b>Approval Date:</b>	<b>April 6, 2016</b>
<b>Last Review Date:</b>	<b>March 22, 2016</b>
<b>Next Review Date:</b>	<b>December 2016</b>

## **CCV GROUP REMUNERATION POLICY**

### **1. INTRODUCTION/SCOPE**

The main activities of CCV Group B.V. and its subsidiaries or CCV Group (hereinafter referred to as “CCV Group”) consist out of offering financial products and financial services. The Remuneration Policy is adopted at CCV Group B.V. level, being the parent company of all CCV subsidiaries. It applies to all subsidiaries, incorporated in The Netherlands or abroad. Deviation from this Remuneration Policies needs prior CCV Group B.V. Supervisory Board (SB) approval.

In drafting the Remuneration Policies the payment institute (betaalinstelling) and settlement company (afwikkelonderneming) remuneration policy requirements, as stipulated in the Financial Services Act (FSA, WFT) (after implementation of the wet beloningsbeleid financiële instellingen 2015 (Wbfo 2015)) are implemented in the CCV Group Remuneration Policy. Additionally the CCV Group adheres to Restrained Remuneration Policy Requirements 2014 (RBB 2014), the EBA Guidelines concerning Remuneration Policies, de richtlijnen met betrekking tot beloningsbeleid van de European Banking Authority (EBA Guidelines) and the Guidelines published by the Dutch Central Bank (DNB).

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The CCV Group Remuneration Policy applies to all CCV Group employees. In accordance with risk mitigation requirements and special requirements for specific categories of employees CCV Group distinguishes the following categories: members of the Boards of Directors, management team members, Designated Employees, Sales Representatives and Other Employees.

### **2. GENERAL PRINCIPLES/ASSUMPTIONS**

CCV Group has adopted a Remuneration Policy fitting to the size of its organization, the nature, scope and complexity of its activities. It fits into CCV Group strategy, its aims, its company values and the long-term interest of the CCV Group. It is consistent with and contributes to a robust and effective risk management.

Applicable principles are:

- (a) Promotion and maintenance of CCV Group integrity and -soundness;
- (b) Focus on sustainable, long-term value creation for customers, shareholders and other stakeholders;
- (c) Avoidance of conflicts of interest. Gifts or other (non-) financial benefits above the appropriate level are not permitted;
- (d) Sound risk management and avoidance of unacceptable risks;
- (e) Transparency, resulting in a policy which, in its structure and methodology, is applicable to the CCV Group;
- (f) a policy being able to employ qualified employees.

### **3. DEFINITIONS**

<b>Designated Employees:</b>	employees being able to substantially influence the CCV Group risk profile and employees in control functions, not being members of the Board of Directors, management team members.. The employees designated as Designated Employees are listed in Annex 1;
<b>Control functions:</b>	Senior and/or management employees in one of the following functions: Finance, Compliance, Legal, Audit, Risk Management, HR;
<b>Board of Directors:</b>	Statutory members of the board of directors of CCV Group B.V.;
<b>Fixed Remuneration:</b>	the part of the total remuneration consisting out of unconditionally granted financial or non-financial revenues, as elaborated in CCV Group Remuneration Policy or further detailed in labor agreements. It includes at least the guaranteed annual remunerations consisting out of twelve times the monthly salary including holiday bonuses, fixed expenses and lease schemes;
<b>Variable Remuneration:</b>	the share of the total Remuneration not being fixed, but being dependent on achieved results and not being guaranteed.

#### **4. GOVERNANCE**

The roles and responsibilities of CCV Group BV organs are described in their regulations. The roles and responsibilities described apply specifically to the Remuneration Policy and should be interpreted in addition to the applicable general regulations.

##### **4.1 General Meeting of Shareholders (AGM)**

The Remuneration Policy for Board members of the CCV Group is adopted by the CCV Group B.V. AGM (Stichting Temper Holding), based upon a CCV Group B.V. SB proposal, the SB having consulted the Works Council of CCV Group B.V.. The Board of Directors members Remuneration will be approved by the SB within the policy approved by the CCV Group B.V. AGM (Stichting Temper Holding).

The SB Remuneration Policy and remuneration granted to individual Supervisory Board members will also be adopted by the CCV Group B.V. AGM (Stichting Temper) and will be independent of CCV Group (financial) results.

##### **4.2 Supervisory Board (SB)**

As result of its role as internal overseer, the SB responsibilities are:

- (a) approval of the general principles of the Remuneration Policy and a periodical review of these principles, at least once a year;
- (b) overseeing the actual execution of the approved Remuneration Policy by the Board of Directors and ensuring of the execution of the Remuneration Policy with regard to the individual employees complies with the CCV Group risk management policy and complies with Restrained Remuneration Policy principles. The SB approves aims and criteria concerning employee categories considered to be Designated Employees (Annex 1).
- (c) assessment the Designated Employees performance;
- (d) ensuring a central and independent assessment of compliance with the Remuneration Policy and the approved procedures by the SB at least once a year;
- (e) overseeing directly the senior management and control functions remuneration;
- (f) avoidance of implementation of structures possibly resulting in subversion of the execution of a Restrained Remuneration Policy.

##### **4.3 Board of Directors**

The CCV Group B.V. Board of Directors is responsible for enactment of the approved and adopted Remuneration Policy.

##### **4.4 Remuneration Committee**

Due to her limited size CCV Group has not installed a Remuneration Committee. The SB is assisted by the Control Functions, (Risk, Compliance, Concern Controller, Audit and HR) in the execution of its responsibilities.

#### **5. CONTROL FUNCTIONS**

Employees with a Control Function should be independent of the department(s) they are supervising. They should have sufficient authority and will be remunerated with a Fixed Remuneration only,

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independent of the results of the department(s) they supervise. Their remuneration needs to be sufficient to employ sufficiently qualified employees.

The Control Functions (Risk, Compliance, Concern Controller, Audit and HR) will be involved in the yearly risk analysis of the execution of CCV Group Remuneration Policy. These departments support the SB and CCV Group B.V. Board of Directors in execution of their tasks and responsibilities.

The risk analysis will be executed by the Control Functions, the CCV Group B.V. Board of Directors and the SB in a coordinated manner to ensure completeness and reliability of the information concerning processes, risks and controls. CCV Group drafts appropriate processes, including an escalation process to the SB

### **5.1 Governance, Risk and Compliance**

The Risk department executes a risk analysis on a yearly basis to confirm compliance of the Remuneration Policy with the basic CCV Group risk management principles. It assess the need for amendment of the Remuneration Policy because of actual or future risks and its compliance with solvency- and liquidity needs as adopted by the Risk department.

The Compliance department assesses compliance of the Remuneration Policy with applicable law and applicable rules and regulations as published by authorities legally supervising the CCV Group.

### **5.2 Audit**

Audit will audit the execution of CVV Remuneration Policy. It reports possible incidents to the chairman of the Supervisory Board of CCV Group B.V..

### **5.3 HR**

The HR department is responsible for a Restrained recruitment process and the development of an assessment- and remuneration system. It is also responsible for the coordination of the supervision of a correct and consistent execution of the Remuneration Policy and for evaluating the execution.

## **6. INDEPENDENT ADVISORS**

For specific topics the CCV Group involves expert knowledge of independent advisors.

## **7. FIXED REMUNERATIO/VARIABLE REMUNERATION RATIO**

### **7.1 Well-balanced**

The Remuneration Policy includes both Fixed Remuneration and Variable Remuneration. CCV Group divides the fixed and variable components of the total remuneration in a balanced manner. The fixed component of the total remuneration enables the CCV Group to be completely flexible concerning variable remuneration components, including the possibility not to pay any flexible remuneration at all.

### **7.2 Granting of and Maximum of Variable Remuneration**

Board Members, non statutory directors, members of the management teams and Designated Employees will not receive Variable Remuneration in any way, directly or indirectly.

The Variable Remuneration for Other Employees will not exceed twenty percent of the total Fixed Remuneration per annum for Dutch employees or will not exceed one hundred percent of the total Fixed

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Remuneration per annum for non-Dutch employees both with a maximum of € 10.000,-- gross per annum.

As an exception to the rule of a maximum variable remuneration of € 10.000,- gross per annum this rule is not applicable to Sales Representatives in Belgium, Germany and Switzerland. Furthermore, in Switzerland the 100% cap is set at 200% due to local circumstances, special approvals being required.

Insofar further deviations in specific cases are legally entitled, such deviations will only be granted after a written substation and a prior SB approval.

### **7.3 Fixed Remuneration**

The Fixed Remuneration granted to an individual employee primarily reflects the work experience and organizational responsibilities of that employee as described in the job description being part of the work conditions. Competitive Remuneration will be checked by benchmarking the intended remuneration with the remuneration granted to functionally comparable functions. Based upon acceptable market standards (e.g. Hay-method) functions will be assessed, granting an appropriate remuneration.

### **7.4 Variable Remuneration**

When approved the total Variable Remuneration the CCV Group ensures that the CCV Group is not limited in its ability to strengthen its regulatory required capital and solvency or equity. The variable Remuneration reflects a durable, for risks adjusted return, as well as extra performances next to performances described in the job description, being part of the work conditions. Such extra performances will be based upon upfront approved objective performance criteria.

## **8. PAY AND PERFORMANCE LINK**

The Variable Remuneration will be linked to and based upon a combination of the assessment of the performance of the individual employee, his department, as well as the (financial) results of CCV Group. In assessing the performance of the individual employee both financial and non-financial criteria will apply. These criteria will be approved upfront per category of employees. These criteria will at least of a non-financial nature for 50% percent of the Variable Remuneration.

### **8.1 Ex ante risk analysis**

The total amount of Variable Remuneration will only be granted and paid if such granting and payment can be justified and it is based upon a combination of the assessment of the performance of the individual employee, the performance of the individual employee's department as well as the (financial) results of the CCV Group.

Before the CCV Group grants a Variable Remuneration, the CCV Group considers all possible actual and future risks. The following causes (not being of a limitative nature ) might jeopardize the granting of Variable Remuneration:

- The individual employee or the individual employee's department does not adhere to the CCV Group values and the CCV Group codes of conduct;
- The individual employee or the department the individual employee works accepted unacceptable risks;
- The individual employee or the department the individual employee works was involved in an integrity- or compliance incident;

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- The nature and size of operational incidents having occurred at the department the individual employee works.

### **8.2 Claw Back**

The Board of Directors is entitled, after SB approval, to reclaim any paid Variable Remuneration, including any severance pay (as far as legally acceptable) partially or in whole if one or more of the causes occur:

- (a) The (former) individual employee violated applicable principles of fitness and reliability;
- (b) The payment was based upon incorrect information concerning the achievement of the goals or circumstances upon which the payment of the Variable Remuneration was dependent;
- (c) The granting and payment of the Variable Remuneration was based upon negligent behavior of the (former) individual employee;
- (d) The (former) employee was involved in or responsible for acts resulting a considerable loss by the CCV Group;
- (e) The Variable Remuneration is granted and paid as a result of fraudulent behavior by the (former) individual employee;
- (f) Payment of the Variable Remuneration conflicts with CCV Group Remuneration Policy.

### **8.3 Measures**

The Compliance department will, in accordance with the usual monitoring process or resulting from information it received from other Control Functions, assess whether the issuing of an advise to start a claw back process to the SB is indicated.

If one or more of the following cases occur, the CCV Group is entitled to (this list not being limitative):

- terminate the labor agreement of the individual employee;
- Execute some kind of disciplinary action;
- Adjust, annul or reclaim of unconditionally granted or paid Variable Remuneration.

These actions are in addition to, not being a replacement of, possible actions legally imposed by supervisory authorities or other authorities legally entitled to execute such action.

## **9. PAYMENT METHOD**

Due to the limited amount of the Variable Remuneration granted and paid to the individual employees the Variable Remuneration is paid in one installment immediately after the performance period.

## **10. MEANS**

Due to the fact that CCV Group B.V. is not a listed legal entity and its shares are completely owned by one single Shareholder and CCV Group BV directly or indirectly owns all the shares of its subsidiaries, CCV Group is not able to grant (part of) the Variable Remuneration in shares or comparable financial instruments. As a result all Variable Remunerations will only be paid by electronic money transfer.

## **11. UNCONDITIONAL VARIABLE REMUNERATION**

Approval and conditional granting of Variable Remunerations is solely at CCV Group's discretion and is only granted unconditionally and paid after a possible risk adjustment, if the individual employee has

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been employed by CCV Group until the moment the Variable Remuneration was granted and the payment is acceptable based upon CCV Group regulatory capital, the solvency and equity. Unconditional Variable Remunerations will not be granted and are not lawfully possible, unless at CCV Group's sole discretion and the granting:

- (a) relates to an enlistment (welcome package);
- (b) is not later than one year after the enlistment; and
- (c) Insofar CCV Group has sufficient regulatory capital, solvency and equity.

### **12. SEVERANCE PAYMENT MAXIMUM**

Severance payments are not allowed if:

- (a) The early termination of the labor agreement is initiated by the employee, unless such initiation results from serious misconduct or negligence of CCV Group B.V or the Group company under whose responsibility the employee worked;
- (b) The departure results from serious misconduct or negligence in the performance of its duties by the individual employee;
- (c) The company fails if the departing employee acted as a daily decision maker.

A possible severance pay being paid to a member of the Board of Directors (daily decision maker) will not exceed one hundred percent of its Fixed Remuneration per annum.

### **13. RETENTION FEES**

Regardless any deviating percentages applicable to Group members incorporated and established outside The Netherlands, the CCV Group is entitled to, not having an obligation to, grant Variable Remuneration exceeding twenty percent of the Fixed Remuneration but not exceeding one hundred percent of the Fixed Remuneration per annum if:

- (a) the remuneration is needed because of a structural reorganization of (a part of) the CCV Group;
- (b) the Variable Remuneration only aims at continuation of the employment the individual employee;
- (c) the supervisory authorities having appropriate mandatory powers have approved in writing the granting of the Variable Remunerations upfront.

### **14. PENSIONS**

The CCV Group has no independent Pension Policy. Pensions are posted with a pension fund. In accordance with the pension rights being granted to employees. Except for a few individuals, all employees have a defined contribution pension. CCV Group employees do not have discretionary pension rights being part of its Variable Remuneration.

### **15. DISCLOSURE REQUIREMENT**

The CCV Group Remuneration Policy will be published at the CCV Group website in accordance with article 1:120 FSA (WFT).

**16. ELABORATION**

This policy will be elaborated in regulations, assessment- and remuneration processes for the Board of Directors, the employees per category and for the subsidiaries established abroad.

**17. AMENDMENTS**

This Remuneration Policy precedes all previous written or unwritten CCV Group remuneration policies. Insofar this Remuneration Policy indicates amendments of contractually agreed clauses (labor agreements), appropriate procedures will be applied in order to implement such amendments.

This Remuneration Policy might be amended unilaterally by the CCV Group B.V. Board of Directors, after SB approval and having acquired other approvals (if any).

**ANNEX I: DESIGNATED EMPLOYEES**

Next to senior management and the internal supervisor, employees being able to influence the CCV Group risk profile, employees possessing control functions are considered to be Designated Employees. The CCV Group qualifies the following categories to be Designated Employees: