



**2024 REPORT
OF THE BOARD OF DIRECTORS
TO THE GENERAL MEETING
OF SHAREHOLDERS BANK
NAGELMACKERS NV
(IFRS)**

Wealth Solutions for Generations



LETTER FROM THE CEO

2024 marked another highly successful and productive year for Nagelmackers, with our assets under management portfolio reaching a historic milestone of EUR 5 billion. On the on-balance sheet side, new loan production grew by almost 40% year-on-year. Despite a competitive and challenging market environment, retail deposits from personal and private clients increased by 2% to reach EUR 3.15 billion, in addition to the deposits portfolio of the institutional customer base.

Our financial performance remains robust, with operational results before tax reaching EUR 36.9M and IFRS net income after tax reaching EUR 22.7M. These positive results were driven by strong commercial activities, both off-balance sheet and on-balance sheet.

Key financial indicators continue to demonstrate the strength of our position, with ratios largely above regulatory minimums and the Belgian banking sector average. Solvency remains strong, while liquidity is also at healthy levels, with an LCR of 237% and an NSFR of 146.4%.

In 2024, we further strengthened our risk and control framework in the domains of GDPR, AML (KYC) and MIFID. Additionally, a dedicated manager was appointed to oversee the implementation of DORA, and we welcomed an ESG specialist to support the bank in this important trajectory.

Our IT transformation journey is also progressing well. Following the successful implementation of the new Core Banking System for investment activities in December 2023, and the insourcing of the servicing of a portion of our loan portfolio in January 2024, we launched a completely new back-office platform

for loan servicing on January 1, 2025. The final phase of this transformation, focusing on daily banking activities (including cards and payments), is currently underway.

We are proud to announce that on 10 March 2025 the closing took place of a transaction, leading to the change of ownership of Nagelmackers from Dajia Group to Caisse d'Epargne et de Prévoyance Hauts de France (CEHdF), a member of the BPCE Group, one of the leaders in the banking industry in Europe, present in 50 countries worldwide. CEHdF is a regional cooperative bank based in northern France, Belgium, and the Netherlands, belonging to its clients, and committed to being useful for the economic, social, and environmental development of its territories. It is a certified B Corp company, reflecting its high standards for social and environmental performance.

We would like to extend our heartfelt thanks to our loyal clients, who have supported us throughout this major transition, as well as to our new clients who have recently joined us. Together with our new shareholder, we are committed to delivering even higher-quality financial services as your passionate and state-of-the-art financial partner.

Finally, we express our sincere gratitude to our Board members for their leadership, to our employees for their hard work and dedication, and to our business partners for their close collaboration with the bank over the years. We are confident that Nagelmackers will continue to grow and thrive within the larger Caisse d'Epargne Hauts de France and BPCE Group family.

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INTRODUCTION

2024

For more than 275 years, Nagelmackers has successfully adapted to ever-changing external financial and macroeconomic conditions, all within a highly competitive environment.

With a clear strategy focused on local family businesses and high-net-worth individuals, we remain true to our DNA: being the reference bank for our clients from generation to generation. We approach our clients proactively and professionally, offering a comprehensive and coherent strategy to support them in achieving their personal and professional goals.

In 2024, Nagelmackers also welcomed nearly 40 new colleagues into its family, primarily to further strengthen the commercial network. This strategic focus did not go unnoticed by major (inter)national financial players, especially as Nagelmackers sought a new owner in 2024. Ultimately, Caisse d'Épargne et de Prévoyance Hauts de France (CEHdF), a member of the BPCE Group, signed in July 2024 a mutual agreement with the current shareholder to buy 100% of the outstanding shares of Nagelmackers. This transaction has been closed on March 10, 2025.

Meanwhile, Nagelmackers continued its steady growth in 2024, reaching a new historic milestone with total assets under management reaching EUR 5 billion. On the balance sheet side, the production of new loans grew by nearly 40% year-on-year.

Key financial indicators, with ratios well above the legal minimum requirements and the Belgian banking sector average, confirm that Nagelmackers is in excellent financial condition. Solvency remains strong (CAR IFRS: 24.97%), while liquidity is at a healthy level, with an LCR of 237% and an NSFR of 146.4%.

With a strong new shareholder, a clear strategic focus, and a people-oriented approach, Nagelmackers will continue to stand out in 2025, ensuring that our clients always feel valued.

KEY FIGURES

PORTFOLIO

11.51 BLN

TOTAL CLIENT INVESTMENTS,
DEPOSITS AND LOANS

4.93 BLN

OFF-BALANCE
ASSETS CLIENTS
UNDER MANAGEMENT

3.76 BLN

CLIENT DEPOSIT PORTFOLIO

2.83 BLN

CLIENT LOAN PORTFOLIO

LIQUIDITY

237 %

LIQUIDITY COVERAGE RATIO
(min. Legal requirement 100%)

SOLVENCY

449 MLN

COMMON TIER 1 CAPITAL

CAPITAL ADEQUACY RATIO

24.97 %

(before inclusion result of the
year)

FINANCIAL RESULTS

36.9 MLN

OPERATIONAL RESULT
(excl. realized gains on bank
portfolio and hedge result, before
taxes)

ORGANIZATION

351

FTE

21

BRANCHES

26

INDEPENDENT AGENCIES



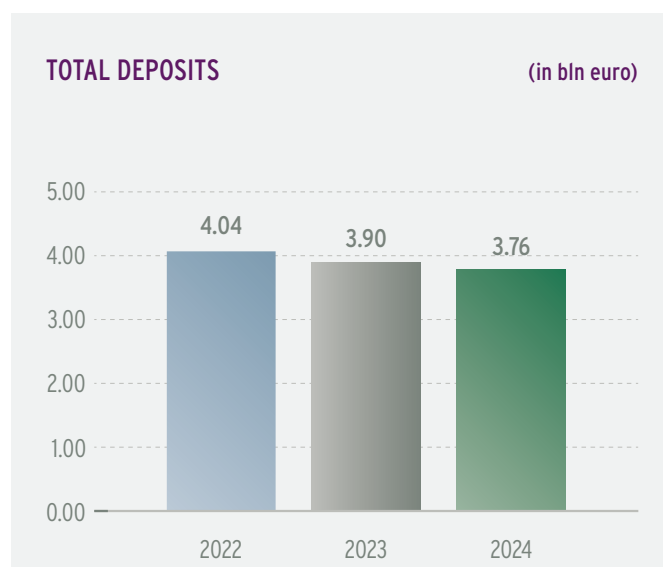
COMMERCIAL RESULTS



At the end of 2024, the total customer portfolio amounted to EUR 11.5 billion, a small decrease of 1% compared to 2023.

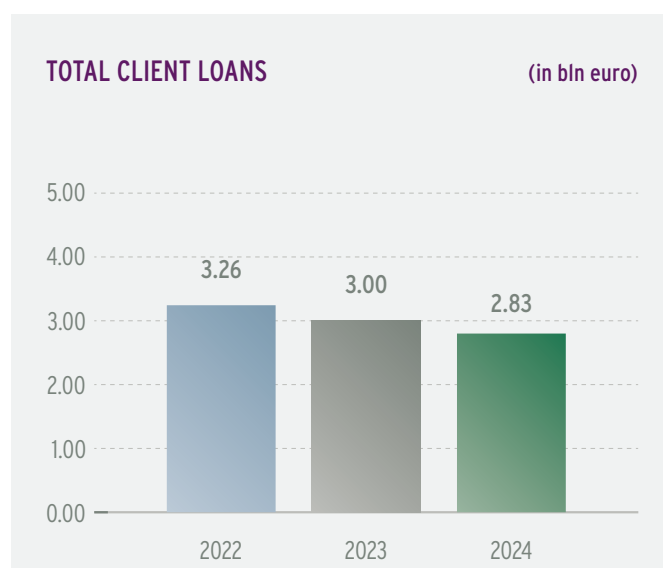
The off-balance portfolio increased by 3% or EUR 162 million: however the positive evolution of the financial markets played an important role in this growth.

The deposit and loan portfolios declined by 4% and 6% respectively. The bank indeed continued to focus its commercial initiatives on its investments and asset management activities as well as its core clients in Personal and Private Banking. The credit production was 40% higher than in 2023, with a clear focus on business loans, where the bank has made the choice to offer the entrepreneurs and professional clients a “720°” service, offering solutions for their private and professional financial needs.



Moreover, in the macro-economic environment of 2024, with a major increase in interest rates and geopolitical uncertainty, the demand for mortgage loans by households and for professional loans by SME's stayed at a relatively low level. This resulted in a decrease of the bank's loan portfolio to EUR 2.8 billion (of which EUR 2.1 billion in mortgage and consumer loans and EUR 0.7 billion in professional loans).

Compared to end 2023, the deposits portfolio decreased by 4%, whereby the bank made the strategic choice to offer attractive rates on retail saving accounts but -given its ample liquidity position- not immediately follow the price competition in term accounts.

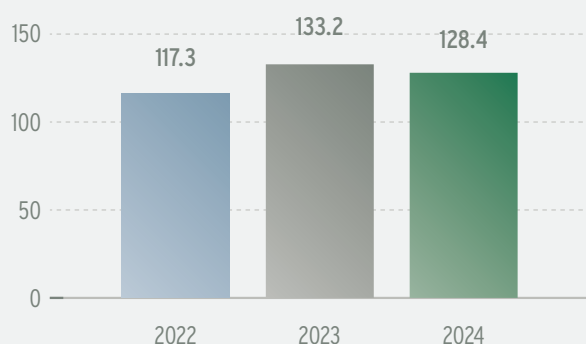




FINANCIAL RESULT

GROSS OPERATIONAL REVENUE related to day-by-day business

(in mln euro)



The operational revenue *, related to the day-to-day business, amounts to EUR 128.4 million, which is 4% lower than the number of 2023 (EUR 133.2 million).

70% of the operating revenue was realized by the on-balance activities (net interest income) and 30% by off-balance activities (fee business), compared to 72% and 28% respectively in 2023.

The net interest income decreased by 6.5% compared to last year caused by the increased deposit cost.

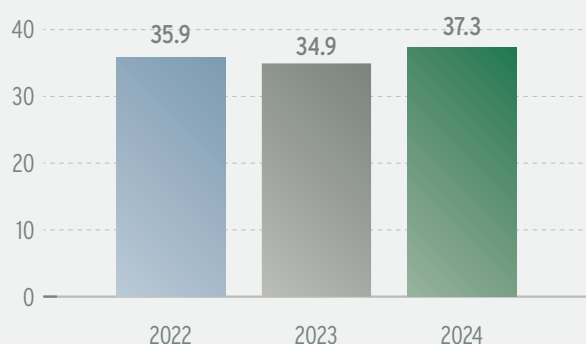
- Higher interest rates on customer deposits increased the funding cost by EUR 20 million.
- Despite the diminishing loan portfolio, the interest income generated by loans increased by 2% (+EUR 1.2 million).
- The increasing interbank rates had a positive impact on the income generated by the interbank deposits, the investment portfolio and the swaps (+ EUR 12.8 million).

The net fee income increased by 4% compared to last year.

The sustained strategic focus allowed us realise a growth in the fee income generated by our offbalance portfolio. In 2024, fee income related to the Assets under Management (AuM) indeed reached EUR 37.3 million, an increase by 7% compared to 2023.

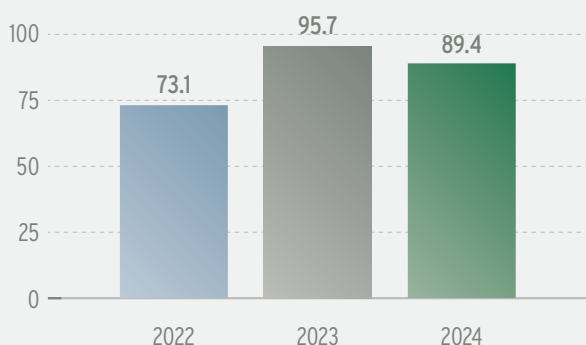
TOTAL REVENUE AUM

(in mln euro)



NET INTEREST INCOME

(in mln euro)



The total impact of non-operational items such as the realized result on (non)-financial assets and hedge accounting amounts to EUR -4.6 million compared to EUR -5.4 million in 2023.

Taking all operational and non-operational items into account, the total revenue of the bank reached EUR 123.8 million.

At the end of 2024, Nagelmackers employed 351.05 FTE, compared to 346.14 FTE at the end of 2023. The total staff cost for 2024 amounts to EUR 45.8 million, compared to EUR 44.4 million in 2023. This number includes not only salaries, but all types of employee-related costs such as training, recruitment, consumables, and so on. Activated leasing costs are excluded from this figure.

* Net interest income + net fee and commission income.

The total administrative expenses (depreciation excluded) amounted to EUR 39.9 million, compared to EUR 38.7 million in 2023. Depreciation and amortizations increased by 6% to EUR 6.4 million (ICT transformation).

Our clear focus on efficiency and strict cost control has kept our expenses in check (increase by 3%), even in the face of high inflation and our ICT transformation journey. Banking taxes are still considerable, representing 9% of the total operating costs.

Regarding impairments for loans (covering both stage 3 expected credit losses as individual impairments for litigation files), we generated a revenue of EUR 0.9 million in 2024. This net release of provisions can primarily be explained by good recoveries in the credit litigation files and the good quality and collateralization of the loan portfolio. Provisions have been updated with the uncertainties of the current macroeconomic context.

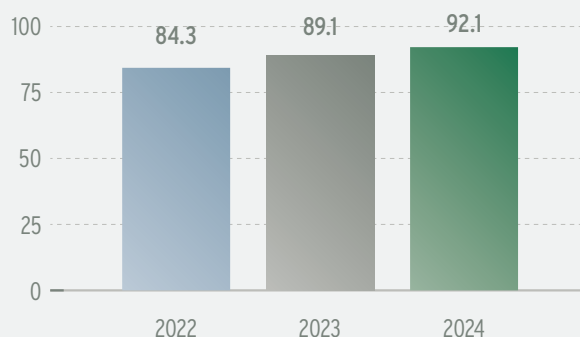
Thanks to our safeguarding of revenue under difficult market conditions, we managed to keep the operational cost/income ratio under control to 72% (2023: 67%).

Our net profit before taxes amounted to EUR 32.5 million, whereas the operational result before tax * for 2024 reached EUR 36.9 million compared to the EUR 47.6 million recorded in 2023.

The operational return on equity reached 6% for 2024 (2023: 8%).

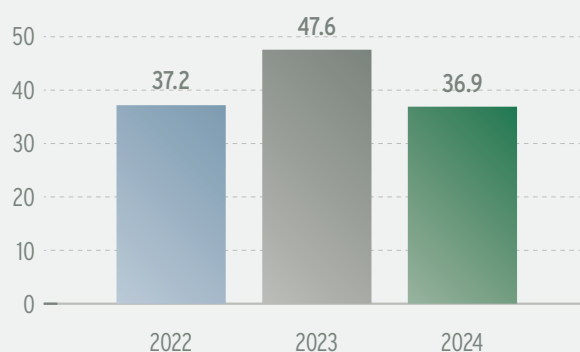
TOTAL EXPENSES

(in mln euro)



OPERATIONAL RESULT BEFORE TAX

(in mln euro)



* Exclusive hedge accounting and realized gains on the investment portfolio.



ENVIRONMENTAL & SOCIAL ASPECTS

ENVIRONMENTAL & SOCIAL ASPECTS

In 2024, Nagelmackers set out the foundation for its ESG Strategy 2025-2030 through several workshops and initiatives aimed at embedding sustainability into the organization. A significant milestone has been the establishment of the ESG Steering Committee, tasked with overseeing all sustainability-related activities and ensuring alignment with the bank's long-term vision. Our focus is not only to reduce our emissions but also to support our customers in the transition towards a Carbon Neutral Economy.

At Nagelmackers, supporting families from generation to generation goes far beyond wealth management. We are also committed to fostering young talents and helping them achieve their ambitions.

With this in mind, we created NextGen Talent, a program that provides financial support to the talented children and grandchildren of our clients. Designed for young individuals who excel in their field and stand out among the best, our program is aimed at top-level athletes and promising artists. Through NextGen Talent, these young talents receive the support they need to reach excellence, both nationally and internationally.

NextGen Talent program: Silke Macharis, Tristan Gevaert and Fin Gybels.



Silke Macharis

“Nagelmackers sees it as a duty to help young talent gain a foothold and make their dreams and ambitions come true.”



Tristan Gevaert

Among them is Silke Macharis, a 19-year-old gymnast specializing in acrogym, a discipline that combines gymnastics and acrobatics into a unique choreography. With an already impressive track record, she embodies Nagelmackers' commitment to exceptional talent. In 2025, she will compete in the World Games in Chengdu, China, marking a major milestone in her athletic career.

We also support Tristan Gevaert, a passionate long-distance runner who dreams of competing with the best at the World Championships and, one day, at the Olympic Games.

Finally, Fin Gybels, an ambitious tennis player, is pursuing her goal of breaking into the world's top 100, driven by her determination and our support.



Fin Gybels

“Preserving wealth for generations to come by generating a positive ecological and social impact.”

The bank is not only committed to fostering young talent, but also wants to invest in a better future: by reducing our environmental footprint and actively supporting projects for a fairer, greener and more sustainable planet, we want to do our part to build and protect a world where current and future generations have every opportunity to thrive. We also put this philosophy into practice, for example by applying a selective and ethical credit and investment policy.

In its day-to-day operations, the bank systematically adheres to six of the United Nations Sustainable Development Goals (SDGs), although we also contribute to the other SDGs if the opportunity arises. We are 100% committed to supporting our clients as efficiently and sustainably as possible, focusing on the following SDGs in particular:

- ▶ Promoting sustainable and inclusive economic growth (Goal 8)
- ▶ Contribute to sustainable consumption and production (Goal 12)
- ▶ Taking action to combat climate change (Goal 13)

In addition, we use the following three SDGs as a benchmark and guideline in our proactive HR policy:

- ▶ Protecting health and well-being (Goal 3)
- ▶ Promoting gender equality (Goal 5)
- ▶ Reducing inequalities (Goal 10)



“We are 100% committed to supporting our clients as efficiently and sustainably as possible.”



Environmental aspects

(SDG 13)

In the course of 2024, we increased our efforts to embed the ecological aspects into our activities. We further extended the environmental parameters in our risk approach, enhanced the focus on energy efficiency in the mortgage granting process, and excluded financing activities with a significant negative impact on our environment and emissions.

Furthermore, we are establishing principles to integrate ecological and social aspects into the customer lifecycle and support the challenges of the transition towards a Carbon Neutral Economy.

In 2024, Asset Management took significant steps to reinforce its commitment to sustainability and responsible investment. To stay ahead in the evolving ESG landscape, we conducted a thorough review and refinement of the **Nagelmackers ESG Corporate Scoring Model**, first introduced in 2022. This revision ensures full alignment with the latest market standards and best practices, strengthening our ability to assess corporate sustainability performance effectively.

To further enhance our investment approach, we developed a **new, comprehensive ESG assessment framework** that evaluates companies based on their sustainability practices. This framework empowers us to make more informed, forward-thinking investment decisions that align with our core values and long-term vision.

Beyond our existing strategies that integrate ESG into the investment process, **two additional investment strategies** were launched in 2024, further embedding ESG considerations across multiple portfolios. This expansion underscores our role as a responsible investor, committed to driving positive change in financial markets.

As a **UN PRI signatory for the fifth consecutive year**, we remained steadfast in upholding the Principles for Responsible Investment. Our **active ownership efforts** were further strengthened, with Nagelmackers participating in **AGM voting and engaging in meaningful dialogues** with companies across various sectors to encourage sustainable business practices.



To better serve our clients and respond to their evolving expectations, we also introduced **new ESG-related marketing materials**. These resources are designed to provide transparent, accessible insights, helping clients make informed investment decisions that align with their sustainability goals.

By continuously refining our ESG strategy and deepening our responsible investment approach, we reaffirm our dedication to creating long-term value for both our clients and society.

Integrity

Nagelmackers is actively committed to maintaining and promoting our commitment to integrity across all corporate ranks. In doing so, we want to prevent, limit and counteract any risk of bribery and corruption and the financial and reputational damage they can cause.

Compliance is a cornerstone of the bank's corporate culture and an integral part of SDG 8: 'Decent Work and Economic Growth', which emphasizes integrity, adherence to high ethical standards in business operations, and compliance with all applicable regulations, both in letter and spirit. Given this commitment, the bank and all its employees must demonstrate integrity, honesty, trustworthiness, and sincere and decent conduct. Customers

should always be treated loyally, honestly, and professionally. To effectively comply with current laws and regulations, the bank's trademark values (togetherness, integrity, entrepreneurial spirit, passion and professionalism) are deeply rooted in our day-to-day operations. Moreover, the bank must not only pursue its own interests, but also consider the real needs and interests of its customers at every opportunity.

The bank's whistleblowing policy stipulates that employees have the right and responsibility to report alleged wrongdoing of a general, operational and/or financial nature that may harm our institution. They can do this discreetly and under legal protection.



In addition, the bank actively pursues a policy to prevent tax evasion and tax fraud. In this way, we want to prevent reputational damage and loss of trust among the general public. This policy has been translated into a robust code of conduct, intended to prevent collaborators from becoming involved in criminal offenses and financial foul play. The bank's various departments and control functions are aimed at ensuring that everyone fully complies with this code of ethics.

Finally, all of the bank's employees and agents undergo rigorous compliance training on a regular basis to (re)familiarize themselves with our laws and regulations on the subject. During these trainings, as well as in our day-to-day activities, we continuously raise awareness of the risks and

dangers of non-compliance and promote the right attitude and shared sense of responsibility to ensure integrity across the board.

Nagelmackers as a banker

The bank pays attention to the establishment of new customer relationships. Nagelmackers only enters a relationship with customers who have been correctly identified and vetted, about whom we have been correctly informed and whom we can follow accurately. We use various sanctions lists of the Belgian government, the European Union, the United Nations and OFAC to prevent persons and legal entities against which sanctions have been issued from becoming or remaining customers of Nagelmackers. Anti-money laundering legislation only allows us to maintain a relationship with a client if we can correctly verify that their transactions are consistent with our knowledge of them, their business activities, their risk profile and the origin of their money and assets. Unsurprisingly, potential fraud cases and claims can be a direct result of a bank's lack of sufficient knowledge about the customer it is doing business with.

To prevent this, the so-called anti-money laundering legislation was translated into a specific procedure 'Anti-money laundering and the financing of terrorism'. The bank avoids doing business with natural or legal persons seeking tax evasion and fully intends to fulfil its obligations in the international fight against money laundering and terrorist financing. For this reason, we have put in place a specific procedure for the 'Repatriation of Funds' that ensures compliance with the relevant regulations. In addition, the bank also uses a special monitoring tool to approach all customer transactions with caution and diligence. The bank also respects the protection of privacy and personal data, as stipulated in the law of 30 July 2018 on the protection of natural persons and the processing of personal data. This law, which incorporates the rules of the GDPR, has been recast in various internal procedures.

The procedure establishes the general framework for the use of personal data and regulates specific matters related to the protection of privacy, such

as the use of surveillance cameras, the recording of telephone conversations, advertising by post or telephone, the use of cookies, etc. The procedure contains a summary of all relevant regulations that apply to Nagelmackers.

Nagelmackers as an investor

In a year marked by macro-economic uncertainties and continued geopolitical risks, Nagelmackers has successfully navigated the complexities of the past year, achieving continued growth and innovation in its offerings.

Asset Growth and Performance

Our Assets under Management (AUM) continued to increase, growing from EUR 4.8 billion to EUR 4.93 billion. A key factor in this achievement was the continued growth in the Private Banking segment which grew with 9.87%. These results stem from our team's expertise in navigating market fluctuations and optimizing asset allocation strategies to maximize returns for our clients.

Sustainable Financial Products

Sustainability remains at the core of our investment philosophy. And on an asset-weighted basis, 91,88% of the funds managed by our firm are now disclosing under SFDR Article 8, highlighting our commitment to promoting environmental and social characteristics. This strategic emphasis on sustainable investing not only reflects our dedication to responsible investment practices but also positions us favorably among both private and institutional investors increasingly conscious of their environmental and social impact.

Strategic Focus and Innovation

Our strategic focus for the year has been to grow our assets under management by targeting both private and institutional investors, as well as

through fund distribution. Understanding the unique needs and expectations of institutional investors, we have invested significantly in enhancing our reporting and client servicing capabilities. These advancements are designed to provide our institutional clients with the transparency, detail, and responsiveness they require. Simultaneously, we have been active in new product development, aiming to broaden our portfolio offerings in the next few years to meet the diverse needs of our investor base. This dual approach of service enhancement and product innovation is fundamental to our growth strategy and our commitment to delivering exceptional value to all our clients.



Nagelmackers as an employer

The bank's success depends directly on the quality, well-being and commitment of its employees. The bank's human resources policy aims to combat inequality and provide equal career opportunities for all. We also want to create a safe and stimulating working environment where employees can grow and develop their personal and professional skills through continuous coaching and training. This policy serves as a compass: it sets the course and helps us to take concrete actions and initiatives to make Nagelmackers a pleasant and attractive place to work. We also take steps to foster a close and cordial working relationship among our employees and to inspire them to support charities and participate in campaigns and activities that positively impact people and the environment.

SDG 3 good health and well-being

In 2024, we continued our efforts in the area of health and well-being at work. An important pillar is the protection of the work-life balance, and the past year we have implemented the Deconnection Charter, in which agreements are made on the availability during and outside working hours. We apply the right to disconnect, and focus on respecting the work-life balance at all layers of the organization.

Our employees can work from home two days a week. This gives them more flexibility and a better work-life balance. The bank also believes that good relationships among colleagues are essential for the well-being of employees and that they promote more efficient and higher quality work. For this reason, regular face-to-face meetings are organized, which contribute to the group atmosphere and togetherness.

In the area of sustainable mobility, the greening of our vehicle fleet is well underway. Already 34% of the fleet is electrical and several vehicles are in the pipeline for replacement. Upon delivery, 43% of our fleet will be electrical and we aim for our fleet to be 100% electrical by 2027/2028.



WESHARE

WeShare is a group of employees who, in addition to their daily tasks and on a voluntary basis, organize informal events to bring colleagues together, allowing them to build strong connections outside of work.

In 2024, WeShare organized various activities to help colleagues and their families get to know each other better. Throughout the year, WeShare offered events designed by and for employees and their families.

Among the activities organized, two guided culinary walks took place—one in Hasselt and the other in Namur.

During the summer, colleagues had the opportunity to meet up at the Parc de Bruxelles for two summer afterworks. In September, the highly popular family outing to the Bellewaerde amusement park brought together no fewer than 200 participants (employees and their loved ones) under the sunny skies of Ypres.

Additionally, Saint Nicholas paid a visit to our colleagues' children during a special cinema session. Finally, we wrapped up the year with a Christmas afterwork in a cozy chalet at the Winter Wonders in Brussels.

WeShare 
What we share is what we get

CSR

The Corporate Social Responsibility (CSR) group consists of employees who, in addition to their daily tasks and on a voluntary basis, implement projects to support SDG 12 (Sustainable Development Goal 12: Ensure sustainable consumption and production patterns).

As CSR ambassadors, they raise awareness among their colleagues about actions they can take to contribute to a better society and a healthier environment. Additionally, the group organizes concrete initiatives in which Nagelmackers employees can participate to make a difference.

This group of volunteers tailors its initiatives to organisations that support vulnerable groups, work towards a cleaner planet, or facilitate access for all to renewable and safe energy sources.

Like every year, Nagelmackers provides logistical support to Kom Op Tegen Kanker, an NGO committed to fighting cancer, by filling the envelopes with route information, bicycle plates, and other documents for the thousands of participants in the race. Additionally, a team of eight colleagues also completes the 1000km every year.

We once again took part in the Race for the Cure organized by Think Pink, Belgium's national breast cancer organization. We also extended our support to Warriors Against Cancer, an association dedicated to helping cancer patients restore their self-image.

Furthermore, we organize the annual chocolate sale in support of Chococlef, an initiative by the Belgian Multiple Sclerosis League. Thanks to this sale, we raised approximately 2,500 euros for people affected by multiple sclerosis.



SDG 5 : Gender equality

The bank is committed to fostering gender equality as a cornerstone of our corporate culture. In 2024, we continued our efforts to create an inclusive workplace where equal opportunities are available to all, regardless of gender. We set the objective of achieving a minimum of 33% representation of women in director positions by 2026.

In 2024, 2 out of 9 (22%) in the Board of Directors were women.

	Non-Executive	Executive	Total
Man	4	3	7
Woman	1	1	2





SDG 8 decent work and economic growth

By providing continuous training and education to our employees, we want to ensure that our people have the necessary knowledge and skills to perform their duties to the best of their ability and provide excellent service to our clients. That's why the Talent Management team regularly organises courses, webinars and workshops on a wide range of topics, such as finance and investments, credit, IT security, GDPR and compliance, and many other topics. In the past year, we increased our training efforts by 19. A total of 1.176 training and education days were realized on, among other things, the new Core Banking System, Disconnection and hybrid working, Wellbeing, etc.

In the past year, the bank has continued to embed our core values across the organization and ensure that all employees act in accordance with our values: “together, honest, entrepreneurial, passionate and professional”. These core values form a shared vision that aims to be a source of inspiration for all our employees, as well as guiding our actions and business decisions and assessing our performance.

SDG 10 reduce inequality

The bank's vision and integrity policy condemn violence, bullying and sexual harassment at work, and its anti-discrimination rules apply to all our colleagues. Employees must treat each other as equals and show respect for each other regardless of their gender, nationality, race, color, national or ethnic origin, age, sexual orientation, marital status, family ties, property, religion or religion, philosophical or political opinions, trade union membership, language, current or future health status, disability, physical or genetic characteristics or social background. Nagelmackers promotes a fair and level playing field for all.

Our integrity and anti-discrimination policy is available to all employees on our intranet. We also regularly organize training sessions on this topic. When breaches or incidents occur, employees can contact our Compliance department or the confidential advisor, who will take the appropriate steps to investigate the matter – and escalate it if necessary.





SOLVENCY

CAPITAL MANAGEMENT / ICAAP

RECOVERY
AND RESOLUTION PLAN

DERIVATIVE FINANCIAL
INSTRUMENTS

SOLVENCY

Prudential Capital amounted to EUR 449 million at the end of 2024. All capital exists of Common Equity Tier 1 items (CET1). Hence, the total capital ratio, Tier I ratio and Common Equity Tier I ratio all reached 24.97%, before incorporation of the result of the year, compared to 22.40% in 2023.

Solvency ratios remain largely above the minimum overall capital requirement and the capital position of the bank has been further strengthened thanks to retained earnings. The vast majority of the capital requirements are linked to credit risk.

CAPITAL MANAGEMENT / ICAAP

The monitoring of the regulatory capital ratios is prepared by the Finance department and reported to the Executive Committee. The drafting of long-term plans is always accompanied by capital planning.

As stated above, the bank's own funds consist entirely of Common Equity Tier 1. The capital ratios calculated according to CRR2 – standardized approach for the capital requirements meet the minimum requirements from both Pillar I and SREP. Under the CRR3 rules, the bank's capital requirements are expected to decrease thanks to its low-risk profile.

Regarding ICAAP (Internal Capital Adequacy Assessment Process), the bank has established a process whereby all the risk factors are evaluated qualitatively and quantitatively, including climate related risks. The economic capital is determined independently by the Risk department based on internal stress tests for each risk factor that might arise in the next 12 months within a specifically defined confidence interval. The ICAAP also demonstrates that the bank has large regulatory

capital buffers on top of its required economic capital. This stems from the fact that the bank, with regard to the regulatory required capital requirements for credit risk, considers under the standardized approach exposures secured by mortgage mandates as fully unsecured while ICAAP approach demonstrates based on historical data that mandates do constitute an economic form of effective collateral.

RECOVERY AND RESOLUTION PLAN

The bank contributes to the update of the Integrated Recovery Plan of its shareholder ABBH. This recovery plan identifies a number of possible remedial measures to overcome a serious capital and/or liquidity crisis. The impact of these remedial measures in stress situations has been simulated and assessed for effectiveness. A monitoring framework has been provided, so that remedial measures can be activated in a timely manner in the case of deteriorating conditions.

The NBB has defined its resolution plan for the bank and has set the MREL (Minimum Requirement for own funds and Eligible Liabilities) thresholds in line with BRRD2. The bank complies with these MREL thresholds with its strong Common Equity Tier 1 capital ratio.

DERIVATIVE FINANCIAL INSTRUMENTS

The bank uses plain vanilla Interest Rate Swaps only to hedge the interest rate risk of the banking book. The bank has no positions held with trading intent. In the context of the B-Arena V securitization, the bank concluded an interest rate cap to cover the interest rate risk within the securitization structure.



RISKS, UNCERTAINTIES AND RISK POLICY *

* 'Risk' within the meaning of Art. 3:32
of the Companies' and Associations' Code.

RISKS, UNCERTAINTIES AND RISK POLICY *

In essence, banking means the acceptance and management of risks.

Nagelmackers aims to ensure that all risks are identified, assessed, monitored, and duly mitigated in a timely manner, within its defined risk tolerance. The term 'risk' refers to all events that could adversely affect the achievement of the business targets and results. The risk strategy and appetite are defined by the Board of Directors and the Executive Committee is responsible for its implementation and surveillance.

The bank considers risk management as a critical success factor. They are always well evaluated and are continuously monitored. The most important risks for Nagelmackers are the credit and counterparty risk, the interest rate risk, the liquidity risk, and the operational and IT (security) risks. Emerging ESG risks and digital operational resilience risks are also becoming increasingly important.

A risk appetite framework has been established within the bank, with periodic reporting regarding the actual risks provided to the involved managers, the executive management, and the Board of Directors.

This reporting enables the bank's management to obtain a complete view of significant risks and to monitor and direct their management. It also allows the Board of Directors to exercise its supervisory function and assess risks associated with the bank's strategy.

* 'Risk' within the meaning of Art. 3:32 of the Companies' and Associations' Code.

Credit risk

The starting point for managing credit risk in the loan portfolio is the credit policy. This policy outlines the types of loans we want to provide, the target clients, the requirements for credit quality and collateral, and the delegated powers of the credit decision-makers. The bank emphasizes that loans should always be evaluated based on standard financial economic criteria first, not solely on sound collateral. Every loan application must undergo a well-documented analysis, and decisions for amounts over EUR 750,000 must be made by a credit committee.

Mortgage loans to individuals make up an important part of the loan portfolio. The numerous files ensure a wide spread of risks, with good collateral (mortgage registration, mandates on real estate, and/or pledged financial securities) always present. A healthy 'loan-to-value' ratio, in line with supervisory expectations, is also monitored. Good diversification across various economic sectors and the necessary collateral can also be seen in the professional loan portfolio.

A strict system of loan monitoring and review has been implemented to manage loan risks. This scrutiny enables the quick detection of arrears and other negative signals from the borrowers, allowing for timely measures to manage credit risk during the loan term.

The well-developed credit risk framework has also enabled the bank to manage and limit the impact of the Covid crisis and the energy crisis in the past years. When establishing the provisions for Expected Credit Losses, the bank also considers the uncertain economic context, including geopolitical tensions, protectionist trends with potential disruptive impacts on energy prices, the integrated global and local economy, and uncertainties related to the Belgian government deficit.



Risk Management is responsible for reporting and analyzing the risk characteristics of loans at the portfolio level. The main elements of this include the status and evolution of portfolio composition and concentrations, ratings, loan-to-value and collateral positions, payment arrears, forbearance, defaults, inflow of new litigation, and provisions. Periodic reports from the Credit department cover loan acceptance and monitoring, while the Finance department reports on the evolution of provisions for Expected Credit Losses. These reports are discussed in the Credit Review Committee (CRC), chaired by the Chief Risk Officer, and may lead to adjustments in the acceptance policy or other corrective measures to mitigate risks. The CRC also drives the integration of ESG risk factors into credit risk management processes, such as considering the EPC score, flood risk, or other physical risks in the acceptance policy and collateral valuation for mortgages.

Bond portfolio and financial counterparties

The counterparty risk in the bank's investment portfolio is limited, as it mainly consists of high-quality European government bonds and certificates of deposit with an investment-grade rating. Investments are also assessed on their ESG scores using the same methodology applied to the ESG scoring of Assets under Management (AUM). The Asset and Liability Management Committee examines the makeup of the investment portfolio and decides on any necessary measures. The intermediate Treasury Committee then ensures subsequent follow-up.

Counterparties for large money market transactions must be approved by the ALM Committee, and exposures are monitored for compliance with internal and regulatory large exposure limits. The internal large exposure limits for non-financial counterparties are set significantly below the regulatory level.

All swaps to hedge interest rate risk are concluded with a central clearing party.

Interest rate risk

Banking leads to interest rate risk by collecting deposits and transforming them into loans for its clients.

The bank is exposed to various interest rate risks. This so-called gap risk or repricing risk exists because the term to maturity of assets is traditionally longer than that of liabilities, given that the bank receives funds in the short term and reinvests them into longer-term contracts. Additionally, mortgage loans contain embedded options, such as the possibility of early repayment or a legal cap on interest rate increases on variable mortgages. Finally, the bank is exposed to spread risk, as the repricing of variable mortgages refers to OLO benchmarks, whereas variable funding refers to other interest rate benchmarks.

The possible impact of market interest rate fluctuations is monitored by the ALM & Treasury and Risk Management departments and discussed in the ALM Committee. These departments also provide the ALM Committee with the necessary information about the evolution of interest rate risk relative to the limits used in the bank.

The bank uses a dedicated tool to measure and monitor its interest rate risk. Using the submitted maturity records per (sub-)product, calculations are done for, among other things, the duration, net present value, and earnings at risk of the various portfolios, which form the basis of the monthly ALM reporting. Simulations are conducted where parameters such as portfolio volumes, maturity, market interest rates, and interest margins may be introduced to examine the impact on interest income and the economic value of the bank.

The bank uses behavioral models for its monitoring of interest rate risk: a CPR-model to predict early repayments on loans, NMD-models to determine the interest rate sensitivity of sight and saving deposits, and a tariff model to assess the sensitivity of saving account rates to changes in market rates.

Monitoring of interest rate risk includes various stress tests of the different types of interest rate risk, including the stress scenarios defined in the EBA Guidelines. The monitoring of interest rate and credit spread risk is aligned with the EBA Guidelines and NBB Circular on IRRBB and CSRBB.

With the information in hand, the ALM Committee can then interpret and assess the sensitivity of the bank to interest rate movements and decide on the hedging of the interest rate risks where appropriate. The interest rate risk is controlled by adaptations in the fixed income portfolios or by using interest rate derivatives (swaps) to make the interest rate mismatch compliant with the bank's internal limits and with those set by the regulator.

Liquidity risk

Nagelmackers is largely funded through its own commercial network. This funding has the advantage of a good diversification of deposits amongst a large and varied number of counterparties. As a result, it shows relatively low volatility and is more stable than external market wholesale funding.

Since the funding largely consists of non-maturing deposits, it has been decided to maintain a significant liquidity contingency buffer of quickly mobilizable, ECB-eligible bonds in the investment portfolio of the bank as a counterweight. This liquidity buffer can be used for 'intraday' and 'overnight' lending at the NBB, and for repos or tenders. The liquidity buffer also includes the notes of a fully retained securitization transaction (currently B-Arena V) of mortgage loans that the bank has kept on its own books.

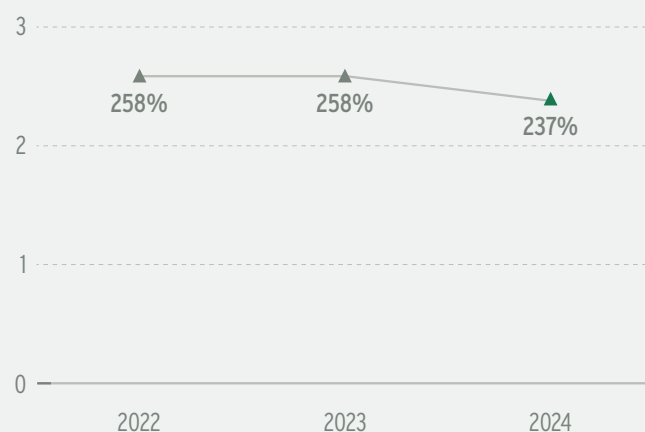
The bank amply satisfies the LCR (Liquidity Coverage Ratio) with these buffers, and we observed an LCR of 237% at year-end compared to the regulatory minimum level of 100%. The bank also shows a strong NSFR (Net Stable Funding Ratio) of 146.4%, which illustrates its sound liquidity position. Compliance with the liquidity ratios (external and internal limits) is always taken into account when drawing up multi-annual budgets.

Through daily reporting, the Executive Management is continuously involved in liquidity management and the monitoring of the liquidity position. The evolution of the liquidity indicators is also reported to the ALM Committee.

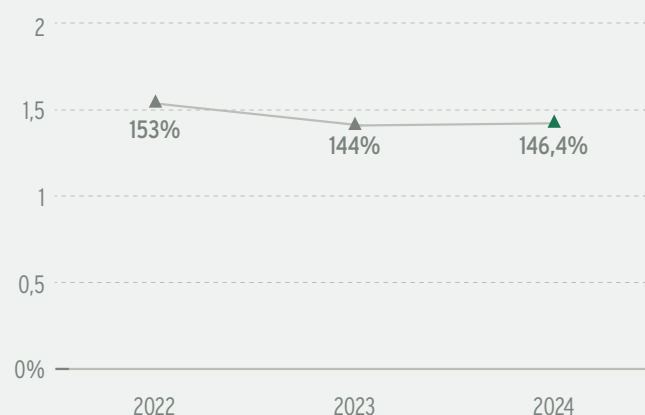
Risk Management periodically analyzes the liquidity of the bank based on different stress scenarios, and the results of these stress tests are also discussed in the ALM Committee. The bank also has a contingency funding plan in place to deal with any given stress situation.

The different elements of the control framework for liquidity risk are documented in an ILAAP (Internal Liquidity Adequacy Assessment Process) file that is submitted to the NBB.

LIQUIDITY COVERAGE RATIO



NET STABLE FUNDING RATIO



Operational and it (security) risk

Each operational and business department provides its first-line defense controls by monitoring its own operational risk, which can be defined as the risk of losses stemming from inadequate or failed internal processes, people, and systems, or external events, including fraud. This is done through the implementation of internal control measures such as safety procedures and protocols, functional segregation, application controls, and targeted training to educate our employees and raise their risk awareness.

An incident database is in place for the bank-wide formal registration of operational incidents and relies on reconciliation with the bank's accounting. Incident data gathering allows us to clarify and reduce the operational risk profile of the bank thanks to the meticulous identification, analysis, and remediation of operational incidents. The gathering process in and of itself strengthens the operational risk awareness in the business.

Within the Risk Forum, the heads of various departments meet with the risk functions every month. Incidents and control gaps are discussed, and (proactive or remedial) actions are taken to prevent their recurrence.

An Operational Risk Committee is also in place, which involves Senior Management, showing a strengthening of the risk governance, their proactive support for operational risk management in the bank and its continued development.

Special attention is paid to the risks related to IT and IT Security, such as data breaches, cyber-related attacks, and social engineering. The 3 lines of defense model is also fully implemented and resourced for IT risks, with a dedicated GRC (Governance, Risk, and Control) team at the IT department, an independent 1st line CISO, and a dedicated IT (Security) Risk officer at the 2nd line IT (security) risks are addressed in the dedicated ICT Risk Forum. Recurring awareness actions raise our clients' alertness for phishing/hacking attempts, and the bank's monitoring systems are designed to enable their early detection and timely blocking. The bank continuously monitors the evolution of security threats and incidents

and updates its detection and response systems accordingly. The bank has launched a major project in 2024 to improve its digital operational resilience in line with DORA requirements. To this end, among other things, the IT risk policies, procedures and controls have been updated and expanded, and the IT incident management and reporting process has been streamlined.

The bank also features a full BCP/DRP (Business Continuity Plan/Disaster Recovery Plan) which is tested yearly.

Also, in the context of DORA, a new overarching Third Party Risk Management Policy has been drawn up, which integrates both the requirements regarding the management of critical IT service providers and the management of (critical) outsourcing, in accordance with the relevant EBA guideline, into the bank's governance and management processes.

An important priority for the bank is also respect for privacy in accordance with GDPR requirements. The Data Protection Officer monitors this, and various procedures and processes have been set up bank-wide, such as maintaining data inventories, carrying out Data Protection Impact Assessments, integrating protection requirements into contracts with data processors, limiting access to personal data, complying with opt-in and opt-out preferences of clients, and handling their privacy requests.

To ensure the quality of the financial reporting, specific controls are used in the accounting and underlying IT processes.

The main responsibility of the Investigation department, which reports to the CRO is to monitor and advocate compliance with the applicable procedures and regulations within our distribution network of branches, private bankers, and independent agents. Based on their independent observations, the Investigation department formulates proposals for the optimization of processes and procedures and proposes special training programs that are tailored to specific issues or needs. In doing so, they help to increase the knowledge of the protocols among our staff.



REPORT ON INTERNAL CONTROL

A full report on the evaluation of the internal control system (VIC) is delivered to the Board of Directors, the external auditor, and the NBB every two years, supplemented by an interim report on the main evolutions and material changes during the year without full reporting.

The internal control system is set up along three lines of defense. The first-line responsibility for risk management is borne by the operational and business departments. This means that everyone ensures the risks arising from the activities and processes under their responsibility are identified, and that appropriate control measures are implemented and maintained to control and mitigate these risks.

The purpose of the Risk Management department as the second line of defense is to obtain a solid understanding of the risks the bank faces in the pursuit of its activities, to proactively identify them, and to analyze and report on them. The second line also reviews and independently challenges first-line risk management and is responsible for creating and bolstering risk awareness within the bank. Additionally, the Risk Management department monitors compliance with applicable legislation and proactively communicates relevant changes to the different stakeholders within the bank.

The third-line responsibility for risk management rests with the Internal Audit department, which carries out independent assessments of risk management and compliance with legal and

regulatory provisions and control standards within the bank. When it observes potential flaws or weaknesses, it issues recommendations and monitors the implementation of any remedial actions.

The report on the evaluation of the internal control system is based on self-assessments from all departments within the bank. In these self-assessments, departments examine the risks they are exposed to, the controls that are set up and implemented, and whether these controls are sufficient to manage the residual risks involved in line with the bank's risk tolerance. This includes controls on financial reporting, which are assessed by a series of dedicated control objectives. When weaknesses are identified in the internal control system, corrective measures are quickly established, and their implementation is monitored by Risk Management. The self-assessments are subject to challenge, quality control and feedback from Risk Management, Compliance, and Internal Audit.

The results of the different self-assessments, including an overview of whether residual risks are within the set risk appetite and the quality of the controls, are then presented to the ExCo-members. They may challenge the conclusions and request additional controls and/or remedial measures. Afterward, the assessments, findings, and recommendations are discussed during a meeting of the Board of Directors (Audit Committee), who can decide to implement additional actions.



CORPORATE GOVERNANCE

BOARD OF DIRECTORS MANDATES

The Board of Directors proposes to grant the external auditor and all directors discharge in respect of the exercise of their mandates during and regarding the financial year 2024.

The Board of Directors has no knowledge of transactions or decisions within the competence of the Board of Directors by which a member of the Board directly or indirectly had a proprietary interest that conflicted with such a decision or transaction.

BOARD OF DIRECTORS

As of 31 December 2024, the Board of Directors consisted of the following members:

MR. LAURENT ROUBIN* Non-Executive Director, Chairman	MR. SHENG LUO** Non-Executive Director, Chairman	MS. VALERIE RAYNAUD* Non-Executive Director
MR. BRUNO COLMANT* Non-Executive Director	MR. PRAKASH ADVANI Non-Executive Independent Director	MR. ZHIJUN (DAVID) YUAN Executive Director
MS. SHU-YEN LIU Non-Executive Independent Director	MR. ALBRECHT DE GRAEVE Non-Executive Independent Director	MRS. BEATRIJS VAN DE CAPPELLE Executive Director
MR. GUY VAN DEN EYNDE Executive Director	MR. ZHONGYUAN LI Non-Executive Director	MR. YVES VAN LAECKE Executive Director

Their background is described on page 35.

* mandate effective from 10.03.2025.

** mandate effective until 10.03.2025.

AUDIT COMMITTEE

As of 31 December 2024, the Audit Committee consisted of the following four members:

MR. BRUNO COLMANT* Chairman	MR. LAURENT ROUBIN*	MS. SHU-YEN LIU
MR. SHENG LUO**	MR. PRAKASH ADVANI	MR. ALBRECHT DE GRAEVE

As of 31 December 2024, the members of the Audit Committee meet the competence requirements specified in Art. 28 of the Banking Act of 25 April 2014. Their background is described on page 35.

RISK COMMITTEE

As of 31 December 2024, the Risk Committee consisted of the following four members:

MR. PRAKASH ADVANI Chairman	MS. VALERIE RAYNAUD*	MS. SHU-YEN LIU
MR. ZHONGYUAN LI**	MR. ALBRECHT DE GRAEVE	MR. BRUNO COLMANT*

As of 31 December 2024, the members of the Risk Committee meet the competence requirements specified in Art. 29 of the Banking Act of 25 April 2014. Their background is described on page 35.

REMUNERATION COMMITTEE

As of 31 December 2024, the Remuneration Committee consisted of the following three members:

MS. VALERIE RAYNAUD* Chairlady	MS. SHU-YEN LIU	MR. LAURENT ROUBIN*
MR. ZHONGYUAN LI**	MR. SHENG LUO**	

Decisions regarding the remuneration of the bank's Executive Directors are advised by the Remuneration Committee. This Committee, composed of members of the Board of Directors, meets as needed.

As of 31 December 2024, the members of the Remuneration Committee meet the competence requirements specified in Art. 30 of the Banking Act of 25 April 2014. Their background is described on page 35.

* mandate effective from 10.03.2025.

** mandate effective until 10.03.2025.

The bank's remuneration policy has been defined in accordance with the criteria for good governance and appropriate risk management, as outlined in European regulations, the Banking Act of 25 April 2014 (and subsequent amendments), and the regulator's circular letter on sound remuneration policies, taking into account the risk profile of the bank.

The fixed remuneration of the Executive Committee members is reviewed regularly and

aligned with significant market trends. These remunerations are indexed annually, in line with the development of the price index used to calculate remuneration evolution within Joint Committee 310 for the Belgian banking sector.

Variable remuneration, as defined by the EBA guidelines, is part of the granted remuneration and is based on the achievement of performance criteria.

NOMINATION COMMITTEE

As of 31 December 2024, the Nomination Committee consisted of the following three members:

MR. LAURENT ROUBIN* Chairman	MR. SHENG LUO **	MS. VALERIE RAYNAUD*
MR. BRUNO COLMANT*	MR. ZHONGYUAN LI**	MR. PRAKASH ADVANI

As of 31 December 2024, the members of the Remuneration Committee meet the competence requirements specified in Art. 31 of the Banking Act of 25 April 2014. Their background is described on page 35.

GOOD GOVERNANCE

Information required in accordance with the BCCA (Article 3:6 §1, 7° BCCA)

a. **Information about possible director's conflict of interest (Article 7:96 BCCA)**

During the financial year, the board of directors has taken one decision whereby one or more directors had a conflict of interest within the meaning of Article 7:96 of the Companies and Associations Code.

The relevant extract of the minutes of this meeting (26/04/2024) of the board of directors is attached as Schedule 1. These minutes have been communicated to the auditor. In its report the auditor must assess in a separate section the financial consequences for the Company of the decisions as described in the minutes for which there is a conflicting interest in accordance with article 7:97 of the BCCA.

* mandate effective from 10.03.2025.

** mandate effective until 10.03.2025.

BACKGROUND OF THE BANK DIRECTORS

New Non-Executive Directors

LAURENT ROUBIN¹

Laurent ROUBIN holds an Engineering degree in Arts and Manufacturing from Ecole Centrale de Paris, as well as a Specialized Higher Studies Diploma (DESS) in Strategy and Management Control from Université Paris IX Dauphine. In 2015, he also attended an executive program at Stanford University.

His professional career began at Compagnie Bancaire (now BNP Paribas), where he held, between 1992 and 1995, successive roles as Head of Management Control for subsidiaries in financial services and insurance (Cardif), and then as Executive Attaché responsible for managing Risk, Performance, and Debt Collection at Cetelem España.

He then joined PricewaterhouseCoopers Management Consultants, where he served as Director of the Banking and Insurance Sector from 1996 to 2001.

He joined Groupe BPCE in 2002, becoming a member of the Executive Board responsible for the Finance and Risk Division of Caisse d'Épargne et de Prévoyance du Pas-de-Calais.

In 2005, he became Deputy Chief Executive Officer responsible for Operations and Information Systems Europe at Natixis Asset Management.

In 2008, he took on the role of Head of Commercial Development for Caisses d'Épargne at BPCE SA.

In 2011, he was appointed Chairman of the Management Board of Caisse d'Épargne et de Prévoyance de Picardie.

In 2016, he became Chief Executive Officer of Retail Banking and Insurance at BPCE SA.

Since 2018, Laurent ROUBIN has been the Chairman of the Management Board of Caisse d'Épargne et de Prévoyance Hauts-de-France (CEHdF), located at 612 Rue de la Chaude Rivière, 59800 Lille, France, a French credit institution and shareholder of Nagelmackers.

Alongside this, he holds several mandates, some of which are within Groupe BPCE:

- Director, Member of the Risk Committee, Member of the Nominations Committee, and Member of the Strategic Committee at NATIXIS, located at 7 Promenade Germaine Sablon, 75013 Paris, France, a bank specializing in asset and wealth management, corporate and investment banking, insurance, and payments within Groupe BPCE (since September 2021).
- Vice President and Member of the Board of Directors of the Fédération Nationale des Caisses d'Épargne, located at 5 Rue Masseran, 75007 Paris, France, the representative body of Caisses d'Épargne Régionales en France (since May 2021).
- Chairman of the Board of Directors of SIA Habitat, located at 67 Avenue des Potiers, 59506 Douai, France, a key player in social housing in the Hauts-de-France region of France (since November 2018).
- Chairman of the Board of Directors of Société Immobilière Grand Hainaut, located at 40 Boulevard Saly, 59300 Valenciennes, France, a key player in social housing in the Hauts-de-France region of France (from November 12, 2018 to June 21, 2024, as Chairman of the Supervisory Board, and since June 21, 2024, as Chairman of the Board of Directors).

¹ mandate effective from 10.03.2025.

- Permanent representative of CEHdF, Member of the Board of Directors (since April 2021) at SAS Groupe Habitat en Région, located at 7 Promenade Germaine Sablon, 75013 Paris, France, a social housing operator for Caisses d'Epargne Régionales en France and Groupe BPCE.
- Permanent representative of CEHdF, SNC Ecureuil, located at 5 Rue Masseran, 75007 Paris, France, a company managing real estate assets owned by Caisses d'Epargne Régionales en France (since May 2021).

Laurent ROUBIN also holds the following mandates:

- Permanent representative of CEHdF, Member of the Board of Directors (since January 2022), then Chairman of the Nominations and Remunrations Committee (since April 2023), and Member of the Financial Strategy Committee (since June 2023) at Groupe IRD, located at 40 Rue Eugène Jacquet, 59700 Marq-en-Baroeul, France, specializing in investment consulting and management as well as the implementation of strategic plans in the Hauts-de-France region of France.

VALÉRIE RAYNAUD¹

Valérie RAYNAUD has been a member of the Management Board responsible for Retail Banking at Caisse d'Epargne Hauts-de-France since April 29, 2017. Located at 612 Rue de la Chaude Rivière, 59800 Lille, France, this institution is a French credit entity and a shareholder of Nagelmackers.

She began her career in 1988 with Groupe SODIMAIL, which specialized in communications, and from 1993 onward, she progressed within Groupe BPCE, working with several Caisses d'Epargne.

In 2004, she became a Member of the Executive Committee of Caisse d'Epargne et de Prévoyance Ile de France Ouest, where she was appointed Deputy Director of Development. She then joined the Executive Committee of Caisse d'Epargne et de Prévoyance Ile de France as Director of Marketing and Distribution.

In 2012, she was appointed as a Member of the Management Board responsible for the Retail Banking Division at Caisse d'Epargne et de Prévoyance Lorraine Champagne Ardenne.

Valérie RAYNAUD holds the following mandates:

- Member of the Board of Directors: Association Les Places Tertiaires, located at 299 Boulevard de Leeds, 59777 Lille, France, which promotes the attractiveness and competitiveness of the tertiary sector in the Hauts-de-France region by networking professionals and decision-makers across various fields (since May 2, 2017).
- Representative of Caisse d'Epargne Hauts-de-France at the General Assembly: Fédération Nationale des Caisses d'Epargne, the representative body of Caisses d'Epargne Régionales en France (since April 21, 2021).
- Member of the Board of Directors: Foundation d'Entreprise Caisse d'Epargne Hauts-de-France, located at 612 Rue de la Chaude Rivière, 59350 Lille, France, which supports charitable and social projects aimed at improving the quality of life for residents in the Hauts-de-France region of France (since May 17, 2021).
- Member of the Supervisory Board: BPCE APS, located at 7 Promenade Germaine Sablon, 75013 Paris, France, responsible for the administrative management of insurance contracts within Groupe BPCE (since May 20, 2021).
- Member of the Board of Directors: INGEPAR, located at Immeuble le Village - Quartier Valmy, 33 Pl. Ronde, 92800 Puteaux, France, a subsidiary specializing in financial and tax engineering within Groupe BRED (since Novembre 22, 2021).
- Member within the Collège Entreprises et activités professionnelles non salariées: CESER, located at 151 Avenue du Président Hoover, 59555 Lille, France, which brings together economic stakeholders from the Hauts-de-France region to serve the area and its residents (since Decembre 28, 2023).
- Member of the Board of Directors: Fonds de Dotation + Solidaire Hauts-de-France, located at 612 Rue de la Chaude Rivière, 59800 Lille, France, an organization dedicated to patronage and philanthropy aimed at carrying out a project or mission of general interest within the Hauts-de-France region of France (since March 19, 2024).

¹ mandate effective from 10.03.2025.

BRUNO COLMANT¹

Bruno COLMANT, PhD in Applied Economics, chartered accountant and tax advisor, and member of the Royal Academy of Belgium, is an independent non-executive director of Nagelmackers and holds the following non-executive mandates:

- Chairman of the Board of Directors: NEW TREE, located at Bd du Souverain 24, 1170 Watermael-Boitsfort, a Belgian confectionery company listed on NYSE Euronext Bruxelles (since 2024).
- Independent Non-Executive Member of the Board of Directors and Chairman of the Audit Committee: I-CARE, located at Rue René Descartes 18, 7000 Mons, a predictive maintenance company (since 2022).
- Independent Non-Executive Member of the Board of Directors: UNIBRA, located at Vorstlaan 25/9, 1170 Watermaal-Bosvoorde, a company engaged in the brewing sector as well as the development of residential properties and office spaces in the Brussels region and Luxembourg (since 2012 – expected end of mandate in May-June 2025).
- Chairman of the Board of Directors, Chairman of the Audit Committee, and Member of the Remuneration Committees: BRÉDERODE, located at 4, Place Winston Churchill L-1340 Luxembourg, an international venture capital company listed on NYSE Euronext Brussels and Luxembourg SE (since 2023).

Bruno COLMANT also holds non-executive roles within (non-profit) Boards:

- Member of the Foresight Committee: FEDERATION DES ASSOCIATIONS DE GESTION DES RISQUES ET DES ASSURANCES, located at Avenue de Tervuren 273 B12, 1150 Bruxelles.
- Ambassador and Member of the General Assembly of Shareholders: WORLDWIDE FUND located at Hohlstrasse 110, 8010 Zurich, Switzerland (since 2015).
- Member of the FONDATION CONTRE LE CANCER, located at Chaussée de Louvain 479, 1030 Schaerbeek (since 2023).

¹ mandate effective from 10.03.2025.

BACKGROUND OF THE BANK DIRECTORS

Non-Executive Directors

MR. SHENG LUO²

Mr. Sheng Luo is a Deputy General Manager of Dajia Insurance Group, overseeing and managing all of Dajia's international assets and operations since February 2018. He is also the Non-Executive Director of several subsidiaries of Dajia Insurance Group. Since 2019 Mr. Luo has been a Non-Executive Director of Gemdale Corporation, a major listed property developer in China. In 2020, he became Chairman of Nagelmackers. In 2022, he became a Shareholder Supervisor at China Merchants Bank. Mr. Luo also lectures at Tsinghua University and Cheung Kong Graduate School of Business in Insurance and Corporate Governance. He holds a PhD in Management from Nankai University and a Master of Law from Sichuan University. He also holds a Bachelor in Chinese Language and Literature.

MR. PRAKASH ADVANI *

Mr. Prakash Advani holds a bachelor's degree in Commerce and Economics from the University of Mumbai, India, a degree in Systems Management from the National Institute of Information Technology, as well as the professional qualification of Chartered Accountant (CA). He is also an alumnus of Harvard Business School (HBS), having completed the Advanced Management Program from HBS. Mr. Advani has more than 20 years of experience in leading and managing financial organizations across Europe, Asia, and the Middle East, including ABN-AMRO, The Royal Bank of Scotland, and the Dexia Group. Mr. Advani is an Independent Director of Route Mobile Limited India and a permanent representative of Jemi Consult at the board of Beta-Cell NV. Since 2020, he is Independent Director of Nagelmackers.

MR. ZHONGYUAN LI²

Mr. Zhongyuan Li is the Group Director of Dajia Insurance Group, presiding over its international assets and operations. He is also a Director of several subsidiaries of Dajia Insurance Group. Before joining Dajia Insurance Group in 2015, Mr. Li spent nearly a decade working in the Investment Banking divisions of ING Group and Keefe, Bruyette & Woods specializing in mergers and acquisitions. In 2020, he became Non-Executive Director of Nagelmackers. Mr. Li is a CFA Charter holder. He holds an MBA from China Europe International Business School, a master's degree in Economics and Finance from the University of Warwick, and a bachelor's degree in International Economics and Business from the University of Groningen.

MS. SHU-YEN LIU *

Ms. Shu-Yen Liu holds a master's degree in actuarial science. She has extensive experience in this field and was the leading partner for PWC's Actuarial Sciences for A7 Asia based in Beijing. Ms. Liu has 43 years of experience in the insurance business and broader financial institutions in the US and Asia. Since 2017, she has been an Independent Director of Nagelmackers. Since November 2023, she has been an Independent Director of Deutsche Bank (China). Her impressive track record and extensive knowledge in financial reporting, internal and external audit work, and resolutions have been invaluable assets to the bank.

² mandate effective until 10.03.2025.

* Independent Director within the meaning of Art. 27 of the Banking Act.

BACKGROUND OF THE BANK DIRECTORS

Non-Executive Directors

MR. ALBRECHT DE GRAEVE *

Mr. Albrecht de Graeve started his career in 1980 with Arthur Andersen & Co and joined Alcatel Bell in 1982. In 1991 he became General Manager of Shanghai Bell Telephone Equipment Mfg. Co in Shanghai. In 1994 he was appointed Vice President, Director of Operations, of Alcatel Trade International and later served as Director of International Affairs with Alcatel Alstom in Paris. In 1996 he became Managing Director of the Flemish Public Radio & TV Broadcaster (VRT). In 2002 he joined Bekaert as CFO. Between 2006 and 2014, he was CEO of Bekaert and Chairman of the Bekaert Group from 2014 until 2019. He served as independent Chairman of Telenet (2012-2020), (independent) Chairman of the Board of Directors of Sibelco NV (2016-2024), and Director at UCB SA (2010-2024). He is a member of the Board of the Concours Reine Elisabeth. He is also the independent Chairman of the Welvaartfonds NV (Flemish investment company). In 2022, he became independent director of Nagelmackers. He holds a master's degree in Law from the University of Ghent (1980), studied Financial Management at IPO (Antwerp) and graduated from VLEKHO (Brussels) with a master's in Tax Management.

* Independent Director within the meaning of Art. 27 of the Banking Act.

BACKGROUND OF THE BANK DIRECTORS

Executive Directors



MR. ZHIJUN (DAVID) YUAN
Chief Executive Officer

Zhijun (David) Yuan was appointed Chief Executive Officer of Nagelmackers in April 2020, having served as its Chief Financial Officer since February 2017. Mr. Yuan joined the Anbang Group in May 2016 as Deputy GM of Group Finance. Prior to joining Anbang, he held various senior finance and risk positions at CitiBank China and CitiBank's EMEA Regional Finance Division for 12 years. He also worked at Cordis Europe Finance and Fujitsu Europe Finance in Brussels, after obtaining his MBA from VUB in 2000. Mr. Yuan began his banking career as a Supervisor at the People's Bank of China in 1997. Previously, between 1993 and 1997, he was an assistant professor at Xi'an Jiaotong University, from which he graduated with bachelor's and master's degrees in Finance.

BACKGROUND OF THE BANK DIRECTORS

Executive Directors



MS. BEATRIJS VAN DE CAPPELLE

Chief Credit & Financial Officer

Mrs. Beatrijs Van de Cappelte holds a master's degree in Sinology from the University of Leuven and an MBA from RUCA University in Antwerp. She started her banking career in 1991 as a Management trainee at Generale Bank. After her traineeship, the field of credits became her main area of expertise, where she performed various functions such as credit analysis, credit risk surveillance, management of 'intensive care' files, and so on. Afterwards, she led several Belgian and cross-border project and change management activities within the Fortis Group. In 2009 Mrs. Van de Cappelte left the Fortis Group and joined BKCP Bank (a subsidiary of Crédit Mutuel Nord Europe at that time) as Director of Credits and Litigation. After the merger between BKCP Bank and Beobank, she became Head of the Mortgage and Professional Loan department of Beobank. Besides the operational activities of the credit department, she also oversaw the migration of the Belgian IT platforms to the systems of the French Group. In 2017, Mrs. Van de Cappelte joined Nagelmackers as Director of Credits and Litigation and was appointed as Chief Credit and Finance Officer in 2020, as an executive director and with responsibility for the Credit department, Finance and Operations.

BACKGROUND OF THE BANK DIRECTORS

Executive Directors

**MR. YVES VAN LAECKE****Chief Commercial Officer**

Mr. Van Laecke holds a master's degree in Applied Economics Sciences from Vrije Universiteit Brussels, where he also completed the MBA Economics program. Mr. Van Laecke started his career in finance as an employee of Tele-Invest at Deutsche Bank. From 1996 to 1998, he managed the Deutsche Bank branch in Bruges. Also at Deutsche Bank, he spearheaded the Tele Patrimoine department, specializing in investment advice by telephone for Private Banking clients. In April 1999, he left Deutsche Bank and joined Smeets Securities in Ghent, advising clients on individual shares. In 2001, following the acquisition of Smeets Securities, Mr. Van Laecke joined Delta Lloyd as a private banker. In 2004, he became a Senior Private Banker at Nagelmackers. From 2004 to 2006, Mr. Van Laecke was Team Leader East & West Flanders for Nagelmackers Private Banking. In June 2009, he was promoted to Director of Private Banking and Asset Management. The private banking portfolio of Nagelmackers grew considerably under Mr. Van Laecke's direction. He was consequently appointed as its new Chief Commercial Officer in July 2020 and has served as Chairman of the Board of Directors of the Nagelmackers Funds sicav since December 2020. With his excellent knowledge of the Belgian market and his ample experience in providing quality investment services to HNWI's, he is an important asset to the renewed Executive Committee and Board of Directors of the bank.

BACKGROUND OF THE BANK DIRECTORS

Executive Directors



MR. GUY VAN DEN EYNDE

Chief Risk Officer

Mr. Guy Van den Eynde holds a master's degree in Commercial Engineering from KU Leuven. He started his career in 1990 at Credit Communal (now Belfius Bank) in the dealing room as money market and fixed income trader and soon became a Senior Executive with specific expertise in Asset and Liability Management. In August 2014, Mr. Van den Eynde joined the National Bank of Belgium as an analyst within the Prudential Regulation department. In September 2016, he became Head of the section 'Prudential Regulation for Banks' and, with his team, oversaw the implementation of national and European prudential regulations for Belgian credit institutions and stockbrokers within the supervisory practice of the NBB. In this role, he was also an active member of several senior policy-setting groups at the European Banking Authority (EBA) and the BCBS (Basel Committee on Banking Supervision). He also represented the NBB at the ECB in prudential regulation-related task forces and working groups. In March 2021, he became CRO of Nagelmackers. Thanks to his extensive experience in the commercial banking sector and in-depth knowledge of risk management and financial regulation, Mr. Van den Eynde is indispensable to the success of Nagelmackers.

OTHER LEGAL MENTIONS

OTHER LEGAL MENTIONS

The bank has no branches abroad. The bank developed no special activities in relation to research and development in 2024. No subsequent events have been identified.

Brussels, 1 April 2025 - The Board of Directors

ZHIJUN (DAVID) YUAN
Chief Executive Officer

BEATRIJS VAN DE CAPPELLE
Chief Credit & Finance Officer

Wealth Solutions for Generations



BANK NAGELMACKERS

Naamloze vennootschap/Société anonyme

Rue Montoyer 14

1000 Brussels

Register of legal entities Brussels

VAT: BE 0404.140.107

(the “**Company**”)

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

On 26.04.2024

- Present:
- Prakash **Advani**
 - Bert **De Graeve**
 - Zhongyuan **Li**
 - Shu-Yen **Liu**
 - Sheng **Luo (Chairman)**
 - Beatrijs **Van de Cappelle**
 - Guy **Van den Eynde**
 - Yves **Van Laecke**
 - Zhijun **Yuan**

1 Introduction

The meeting was opened at 10.30 am CET by Mr Sheng Luo, who is appointed chair of the meeting.

In accordance with article 14 of the articles of association of the Company (the “**Articles of Association**”), the meeting is held by videoconference.

Since all directors are present, no further evidence of convening notices is needed.

Accordingly, the meeting is validly convened and authorised to discuss and vote on the items on the agenda.

The directors acknowledge that they have received all underlying materials (including, the Remuneration Package (as defined below)) relevant to deliberate on the items of the agenda, prior to this meeting.

2 Agenda

The agenda of the meeting is as follows:

- (i) Remuneration increase of the members of the Executive Committee
- (ii) Remuneration package for Project Renaissance

3 Conflict of interest

Prior to discussing the items on the agenda, the Chair reminded the directors of the existence of the Company's conflict of interest policy (the "**Conflict of Interest Policy**") and of the fact that each director must ensure that she/he is not facing a conflict of interest in relation to the items on the agenda or, alternatively, that any conflict of interest be disclosed to the board of directors ahead of the deliberations and the procedure provided for by the conflict of interest policy be followed.

The four Executive Directors of the Company (Mr. Zhijun Yuan, M. Beatrijs Van De Cappelle, Mr. Yves Van Laecke and Mr. Guy Van den Eynde) (the "**Executive Directors**") each declared that they are facing a direct conflict of interest in the meaning of Article 7:96 of the Belgian Companies and Associations Code ("**BCCA**") and the Conflict of Interest Policy, in relation to the first point (*i.e.* the remuneration increase of the members of the Executive Committee) and the second point of the agenda (*i.e.* the remuneration package for Project Renaissance).

The Chairman thanked the Executive Directors of the Company for their declarations and invited the Executive Directors to leave the meeting.