



**nexent
bank**

Capital Requirements Regulation (CRR) Remuneration Report

Performance year 2025

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1. Introduction

Our organizational success depends on the high level of skills and professionalism of our employees and remuneration needs to be well-balanced to retain and recruit highly qualified staff. Therefore, Nexent Bank N.V. (“Nexent Bank”) ensures that its remuneration policy maintains a balance between short-term and long-term value creation.

The Group Remuneration Policy incorporates rules and guidelines for the setting and determination of fixed and variable remuneration for both Identified and Non-Identified Staff and ensures appropriate correspondence with its risk profile and the interests of all stakeholders

2. Scope

This Remuneration Report provides detailed information on our Group Remuneration Policy and practices regarding our Identified Staff. This report and the data herein, refer to the performance year of 2025.

This report should be read in conjunction with our remuneration chapter, as laid down in the Annual Report 2025.

3. Governance

The key elements of the governance structure for the fixing, execution and evaluation of the remuneration management are as follows:

Nexent Bank’s Supervisory Board is responsible for the establishment, execution and evaluation of the Group Remuneration Policy and the Supervisory Board monitors the proper implementation of this by the Managing Board. The HR, Remuneration & Nomination Committee (a subcommittee of the Supervisory Board – described in more detail below) meets at least each quarter and prepares the decision-making process for the Supervisory Board, taking into account the long-term interests of all stakeholders of Nexent Bank.

Remuneration of Identified Staff is determined by the Supervisory Board. The remuneration of Non-Identified Staff is determined and implemented by the Managing Board and supervised by the HR, Remuneration & Nomination Committee. For senior managers in control functions, remuneration is directly supervised by the HR, Remuneration & Nomination Committee and remuneration of the Head of Internal Audit is directly supervised by the Chair of the Audit & Risk Committee.

Nexent Bank’s Group Remuneration Policy authorizes the Supervisory Board to adjust the variable remuneration of (a group of) Employees, if continuation on the same level would have an unfair and unintended effect. Moreover, the Supervisory Board has the right to reclaim the variable component of remuneration granted to Employees, if it turns out that such was based on inaccurate data.

4. Performance Management Process

One of the key elements of Nexent Bank's Group Remuneration Policy is the description of the appraisal process. In this paragraph, a summary is given of this process:

Based on pre-determined and assessable objectives, comprising financial and non-financial elements, and based on the competences and so-called company focus KPIs, an Employee's overall performance assessment is determined, at least once per year. The non-financial objectives form a substantial portion (with a minimum of 50%) of the total set of objectives for an employee.

4.1 Objective-setting

Each year, the Managing Board formulates its own objectives (financial and non-financial) and presents them for approval to the Supervisory Board. The approved objectives are then assigned (partially) to the relevant Identified Staff and Employees. Pursuant to the Group Remuneration Policy, financial objective-setting for Employees in control functions may not be based on the commercial objectives of Nexent Bank, i.e. the objectives of these Employees are set independent from the financial targets and/or results of the business they control.

4.2 Performance assessment

The financial performance of an employee is assessed in the context of Nexent Bank's financial stability and own-funds requirements as well as the long-term interests of the shareholders, the customers and other stakeholders.

Financial performance shall be evaluated based on (a) divisional / departmental profitability, calculated on financial criteria such as Net Income and (b) the department's attribution/claim to the risk profile of Nexent Bank.

Through a web-based performance management system, an overall 'performance rating' is calculated based on the appraisal by line management, based on a 5-point rating scale ranging from 'Far below expectations' (1) to 'Exceptional performance' (5). The three performance categories are company focus KPIs, individual objectives and competencies. For the overall score, the following weighted percentages apply per category: company goals and individual goals 50% and competencies 50%.

Performance evaluation of Identified Staff takes into account performance over several years and appraisals for Employees in control functions take into account the 'countervailing function' of these staff members.

Apart from the governance structure and appraisal process, the Nexent Bank Group Remuneration Policy incorporates rules and guidelines for the setting and determination of fixed and variable remuneration for both Non-Identified and Identified Staff. In the following chapters, the specific requirements are applicable to Nexent Bank's Identified Staff

5. Remuneration Characteristics

5.1 Variable Remuneration Cap

As a rule in Nexent Bank, all fixed salary levels are aligned in comparison to similar functions in banking and the industry, nationally and internationally. The salary levels are benchmarked against the relevant market data on a regular basis.

The main principles for granting variable pay are based on the Wbfo (Chapter 1.7 of the FSA), CRD V and the Rbb 2021. This results in the fact that Nexent Bank applies a maximum ratio of variable remuneration in relation to fixed remuneration for Identified Staff. Employees are not remunerated based on a Collective Labor Agreement and all awards of variable remuneration to Employees of the Group comply with the limitations on variable

remuneration pursuant to article 1:121 of the FSA, where applicable, use is made of the deviations included in the aforementioned article of the FSA. Guaranteed variable remuneration to Employees is not allowed.

5.2 Phantom Share Plan

In Nexent Bank's Phantom Share Plan the terms and conditions for the granting of Phantom Shares to Identified Staff are laid down. Since Nexent Bank meets the requirements included in DNB Regulation article 2 jo. annex A sub 18 (a), it voluntarily applies a deferral of variable remuneration according to the below structure.

Variable remuneration awarded to an Identified Staff member, a Non-Identified Staff member or a Managing Board member of a Nexent Bank banking subsidiary, exceeding EUR 50,000 gross in a given year, will be:

- granted for 40% in cash (75% unconditional and 25% deferred);
- granted for 60% as financial instruments (75% unconditional and 25% deferred). Its value is determined by / derived from the value of Nexent Bank shares: Phantom Shares. These financial instruments are rights – not shares.

If the variable remuneration of an Identified Staff member in a given year does not exceed EUR 50,000 gross, no payment modalities will be applied.

The deferred part of the variable remuneration vests over a period of 1 year. Furthermore, vested Phantom Shares (whether deferred or unconditional) are subject to a retention period of 1 year. Vesting and exercise of the Phantom Shares is subject to the fulfilment of certain conditions. For example, the holder's performance score must exceed a certain limit.

6. Remuneration parameters

Pursuant to the Group Remuneration Policy, the granting of variable remuneration 'at all' depends on Nexent Bank's performance in a year. Additionally, the requirement applies that the granting of variable remuneration may not restrict Nexent Bank's possibilities to reinforce its regulatory capital, its solvency ratio or its own funds.

Nexent Bank has no other non-cash benefits or non-cash variable remuneration elements.

6.1 Ex-ante risk adjustment

The ex-ante assessment process aims to check, verify and consider the full range of any current and potential future risks. As part of this process, the control functions perform the ex-ante risk assessment. With the input from the control functions, a set of risk requirements is agreed for all Identified Staff holding risk taker roles. Risk requirements set the minimum standard to be obtained during the performance year. Deviation there from may lead to full or partial reduction of variable remuneration via a so-called risk modifier.

6.2 Ex-post risk adjustment: Hold-back & Claw-back

Further to the above, the ex-post assessment process aims to perform an analysis as to whether amongst others the outcome of the initial ex-ante assessment process was correct. Like with the ex-ante assessment, this assessment is performed by the control functions. The payment of variable remuneration is subject to hold-back and claw-back arrangements, which means that variable remuneration granted but not yet vested, in whole or in part, will be reduced or lapse (malus) or variable remuneration already vested/paid will be recovered (claw-back), in whole or in part, in case pre-determined risk requirements are not met.

The payment of variable remuneration is subject to the following hold-back and claw-back arrangements:

Variable remuneration granted but not yet vested, in whole or in part, may be reduced or lapse (hold-back) or variable remuneration already vested/paid may be recovered (claw-back), in whole or in part, if one or more of the following circumstances would occur:	Hold-back	Claw-back
the Identified Staff member did not meet fitting norms on competence and appropriate behaviour;	✓	✓
the Identified Staff member is responsible for behaviour leading to deterioration of the Group's position;	✓	✓
evidence of misconduct or serious error by the Identified Staff member (e.g., in case of a negative reassessment by the regulator; a breach of disciplinary laws for bankers, codes of conduct and other internal rules, especially concerning risks);	✓	✓
any regulatory sanctions where the conduct of the Identified Staff member contributed to the sanction;	✓	✓
in case any variable remuneration paid to the Identified Staff member was based on inaccurate (financial) data.	✓	✓

Variable remuneration granted but not yet vested, in whole or in part, may be reduced or lapse (hold-back) if one or more of the following circumstances would occur:	Hold-back	Claw-back
if the Group Company or the business unit in which the Identified Staff member works suffers a significant downturn in its financial performance (e.g., an ROAE < 2%) or when the financial results are negative;	✓	
if the Group Company or the business unit in which the Identified Staff member works suffers a significant failure of risk management;	✓	
significant increases in the Group's, the relevant Group Company's or business unit's economic or regulatory capital base;	✓	
if there are significant changes in the Group's or the relevant Group Company's overall financial situation.	✓	

Variable remuneration awarded and not paid out to Identified Staff shall be immediately forfeited and nullified, and where applicable subject to claw-back:	Hold-back	Claw-back
in case of termination of the employment agreement for urgent cause within the meaning of section 7:677 (1) of the Dutch Civil Code (DCC) or for the ground as referred to in section 7:669 (3) sub (d) DCC, or similar legislation in other jurisdictions ('bad leaver').	✓	✓

Variable remuneration awarded and not yet vested, shall be forfeited and nullified:	Hold-back	Claw-back
Could you please let me know once all the necessary changes have been completed in the system?	✓	

With respect to the overall monitoring by Nexent Bank's control functions, a comprehensive framework is defined in a separate document with the title 'Control Functions Remuneration Monitoring Procedure'.

7. Aggregate quantitative information on remuneration:

7.1 Total Remuneration Identified Staff

Over the year 2025, the total amount of remuneration paid out to Identified Staff amounts to € 9,815,287

7.2 Aggregate quantitative information on fixed remuneration for Identified Staff

The fixed salaries of all staff are aligned with comparable functions inside and outside the financial industry, national and international.

Adjustments to fixed salaries are in principle considered annually. The amendments are proposed for an individual or a group of Employees by the appropriate functional manager and decided upon by the Managing Board and/or the Supervisory Board (on advice of the HR & Remuneration Committee) or, where applicable, by the responsible local management. Fixed salaries may not be adjusted downwards unilaterally by the Managing or Supervisory Board or, where applicable, by the responsible local management, except in case the interests of the Employees concerned should yield to the interests of the relevant group Company according to standards of reasonableness and fairness.

In 2025, the total amount of fixed remuneration paid out to Identified Staff amounts to € 7,879,389

7.3 Aggregate quantitative information on variable remuneration

As part of Nexent Bank's Group Remuneration Policy, variable remuneration packages of all employees are granted based on the (financial and non-financial) performance over the respective reporting year and paid out in the form of cash and/or Phantom Share (both unconditional and conditional) in the preceding years.

The variable remuneration for Identified Staff was split in an unconditional and deferred part (resp. 75% and 25%) and awarded in cash or Phantom Shares (40/60). A retention period of 1 year applies to the vested Phantom Shares.

In 2025, Nexent Bank identified a total of 26 Identified Staff members, compared to 28 Identified Staff members in the previous year. The decrease is mainly due to changes in organisational roles and individual responsibilities during the year. No material changes were made to the Identified Staff identification methodology or the remuneration framework. The following provides a concise summary of the variable remuneration awarded.

AWARDED

Over the performance year 2025, the total amount of variable remuneration awarded amounts to € 4,490,226, which is split into:

- Non-Identified Staff
 - Unconditional cash with a total of € 1,995,221
 - Unconditional Phantom Shares with a total amount of € 483,110
 - Deferred cash with a total amount of € 107,358
 - Deferred Phantom Shares with a total amount of € 161,037
- Identified Staff
 - Unconditional cash with a total amount of € 625,600
 - Unconditional Phantom Shares with a total amount of € 718,650
 - Deferred cash with a total amount of € 159,700
 - Deferred Phantom Shares with a total amount of € 239,550.

PAID OUT

Over the performance year 2025, the total amount of variable remuneration paid out amounts to € 2,620,821, which is split into:

- Non-Identified Staff
 - Unconditional cash with a total amount of € 1,995, 221
- Identified Staff
 - Unconditional cash with a total amount of € 625,600

With reference to the deferred variable remuneration of previous years, the total amount paid out, both cash and Phantom Shares, amounts to € 1,565,866, which is split into:

- Non-Identified Staff with a total amount of € 255,568
- Identified Staff with a total amount of € 1,310,298

OUTSTANDING

With reference to the deferred variable remuneration, the amount **outstanding** amounts to € 2,166,521, which is split into:

- Cash
 - Deferred cash with a total amount of € 267,058
- Phantom Shares
 - Vested with a total amount of € 1,498,876
 - Unvested with a total amount of € 400,587

At the end of performance year 2025:

- There has been one individual with a total remuneration of € 1 million or more;
- There has been no 'less than awarded' deferred pay-out due to ex-post adjustment;
- No sign-on or entry awards were paid to any Identified Staff member;
- In 2025, severance payments have been paid:
 - one severance payment to an Identified Staff member with a total amount of € 152,297
 - three severance payments to Non-Identified Staff with a total amount of € 292,523
 - none of the payments exceeded one year's fixed salary.

For an overview of the total remuneration paid to Identified Staff; amounts of awarded and paid (deferred) variable remuneration, to both Identified & Non-Identified Staff; as well as the outstanding vested and unvested variable remuneration, is being referred to enclosed annexes 1, 2 & 3.

Annex 1 Paid Remuneration

# Identified Staff (IDS)	Fixed Remuneration to ID Staff (2025)	Variable Remuneration to ID Staff	Paid Remuneration to ID Staff (2025)
26	€ 7,879,389	€ 1,935,898	€ 9,815,278

IDS= Identified Staff

NIDS= Non-Identified Staff

Annex 2 Awarded & Paid Variable Remuneration

# Identified Staff (IDS)	Variable Remuneration Paid (previous years)		Variable Remuneration Awarded (over 2025 performance)						
	Deferred Cash Payments to ID Staff Total	Deferred Phantom Share Payments to ID Staff Total	Immediate Cash (IDS)	45% Immediate Phantom Shares (IDS)	10% Deferred Cash (IDS)	15% Deferred Phantom Shares (IDS)	Total (IDS)	Non-Identified Staff (NIDS)	Total Variable Remuneration (IDS & NIDS)
26	€ 154,700	€ 1,155,598	€ 625,600	€ 718,650	€ 159,700	€ 239,550	€ 1,743,500	€ 2,746,726	€ 4,490,226

IDS= Identified Staff

NIDS= Non-Identified Staff

Annex 3 Outstanding Deferred Variable Remuneration

# Identified Staff (IDS)	Variable Remuneration Paid (previous years)		Variable Remuneration Awarded (over 2025 performance)						
	Deferred Cash Outstanding to IDS Total	Deferred Phantom Shares Outstanding to IDS Total	Deferred Cash Outstanding to IDS	Deferred Phantom Shares Outstanding to IDS Total	Vested Phantom Shares Outstanding to IDS				
26	€ 0	€ 0	€ 159,700	€ 239,550	€ 997,303				

	Total Outstanding
Cash	€ 267.058
Vested Phantom Shares	€ 1.498.876
Unvested Phantom Shares	€ 400.587

IDS= Identified Staff

NIDS= Non-Identified Staff