

# REMUNERATION POLICY

in 2017

In accordance with the provisions of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012, and the requirements of the FCMC Regulation No. 126 “Normative regulations for basic principles of remuneration policy” and in observance of personal data protection principles, AS BlueOrange Bank (the Bank) discloses data on the remuneration policy of the Bank and the Group in 2017.

## THE BANK HAS ESTABLISHED ITS REMUNERATION STRUCTURE AS FOLLOWS:

- ▶ The Council defines and approves the *Remuneration Policy* guidelines, supervises implementation of the *Remuneration Policy*, specifies remuneration for members of the Board of the Bank, head and employees of the Internal Audit Service, other positions that affect the risk profile, as well as for employees whose remuneration is equal to or higher than the lowest remuneration amount for any of the Board members. The Bank regularly (no less than once per year) revises the *Remuneration Policy* guidelines to ensure conformance to its current activities and development strategy, as well as to changes in external factors.
- ▶ Remuneration for the Council of the Bank is specified by the Bank’s Shareholder Meeting.
- ▶ The Board is responsible for observing the *Remuneration Policy* guidelines defined by the Council of the Bank, developing an adequate remuneration system and approving related documents. Matters of remuneration for the Bank’s personnel are stipulated in the *Human Resources Policy*, *Remuneration Policy*, and *Procedure for Calculating and Paying Bonuses and Evaluating Employee Violations*.
- ▶ The Human Resources Department ensures everyday monitoring of compliance with the *Remuneration Policy* guidelines at the Bank. If necessary, it initiates amendments to the *Remuneration Policy* and other documents regarding the personnel and remuneration.

Remuneration for Board members at the Group is specified by the Council.

The Bank’s and the Group’s remuneration policy conforms to the Bank’s and the Group’s operational strategy and values, and its aim is to specify guidelines for employee remuneration that are grounded in the Bank’s and the Group’s development strategy and operational performance and that conform to the Bank’s and the Group’s operational specifics and risk profile. The remuneration system developed at the Bank is aimed at motivating personnel and promoting employee development, ensuring adequate performance assessment of employees and appropriate remuneration for work that is done well.

The remuneration policy at the Bank in 2017 stipulated constant remuneration (a base salary consisting of a competitive monthly rate for each employee according to their position). The Bank did not pay variable parts of remuneration in 2017 as defined in the Financial and Capital Market Commission’s normative regulation No. 126 “Normative regulations for basic principles of remuneration policy”. The variable part of remuneration that was paid consisted of bonuses for participation in certain projects and implementation of projects, as well as some bonuses for overtime work, work on holidays, and one-off bonuses specified in the Bank’s remuneration policy, as well as bonuses tied to employee nominations and fulfilment of priority tasks set by management.

The Bank does not apply a deferred variable component of remuneration.

The remuneration system at the Group in 2017 only stipulated a constant part of remuneration, without specifying a variable part dependent on operational results.

Remuneration for Bank employees is set at an adequate level to ensure long-term development of the Bank’s and the Group’s business, attract highly qualified specialists, retain personnel and encourage employees’ professional growth, as well as to avoid assuming unnecessary risks.

The adequacy of employee remuneration is reviewed annually. Revision of remuneration is directly dependent on the Bank’s current and expected performance indicators.

In 2017, seven employees in positions affecting the institution’s risk profile terminated employment relations with the Bank. They received severance pay for a total of EUR 36,501.28.

AS BlueOrange Bank reports that the Bank and the Group did not have any employees in 2017 that would be considered highly paid employees.

Table 1

## INFORMATION ABOUT REMUNERATION OF EMPLOYEES

	Council	Board	Investment services <sup>1</sup>	Services to individuals or small and medium-sized companies <sup>2</sup>	Asset management <sup>3</sup>	Corporate support function <sup>4</sup>	Internal control function <sup>5</sup>	Other activity types <sup>6</sup>	Accounting value
<b>Number of employees at the end of the year</b>	3	3	10	17	4	102	69	127	
<b>Profit / (loss) after tax</b>									4831000
<b>Total remuneration</b>	252432	366829	396357	418608	287259	2367156	1554439	3385223	
Including: variable part of remuneration		58482	54935	40118	120109	108846	98485	237977	

<sup>1</sup> Providing financial advice to commercial associations, transactions with financial instruments traded or not traded in the regulated market, as well as services related to trading and selling of financial instruments.

<sup>2</sup> Lending to individuals and commercial associations.

<sup>3</sup> Managing of individual investment portfolios, managing of UCITS (investment made into investment foundations in compliance with the requirements of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 On the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS)), and managing of other asset types.

<sup>4</sup> All functions that apply to the entire credit institution/consolidated group, e.g. IT, personnel management.

<sup>5</sup> Internal auditing, compliance control function and risk monitoring function.

<sup>6</sup> Employees whose professional activity cannot be referred to the aforementioned activities. Along with the report, an institution provides an additional explanation, specifying types of professional activity performed by employees. Here: Attraction and servicing of Clients (except for lending)

<sup>7</sup> Instruments in accordance with the requirements under Clause 18.2.2 of the Rules.

Table 2

## INFORMATION ABOUT EMPLOYEES WHO IMPACT THE INSTITUTION'S RISK PROFILE

	Council	Board	Investment services <sup>1</sup>	Services to individuals or small and medium-sized companies <sup>2</sup>	Asset management <sup>3</sup>	Corporate support function <sup>4</sup>	Internal control function <sup>5</sup>	Other activity types <sup>6</sup>
<b>Number of employees who impact the institution's risk profile as of the end of the year</b>	3	3	10	17	4	102	69	127
including the top management employees who impact the institution's risk profile			2		1	3	2	2
<b>FIXED PART OF REMUNERATION</b>								
<b>Total fixed remuneration</b>	252432	308347	341421	378490	167150	2258309	1455954	3147247
including money and other means of payment	252432	308347	341421	378490	167150	2258309	1455954	3147247
including shares and related instruments								
including other instruments <sup>7</sup>								
<b>VARIABLE PART OF REMUNERATION</b>								
<b>Total variable remuneration</b>		58482	54935	40118	120109	108846	98485	237977
including money and other means of payment		58482	54935	40118	120109	108846	98485	237977
including shares and related instruments								
including other instruments <sup>7</sup>								
<b>DEFERRED VARIABLE PART OF REMUNERATION</b>								
<b>Total deferred variable remuneration in the reporting year</b>								
including the deferred part in the monetary form and other means of payment								
including the deferred part in the form of shares and related instruments								
including the deferred part in the form of other instruments <sup>7</sup>								
<b>Total deferred variable remuneration unpaid but granted before the reporting year</b>								
including the part to which irrevocable rights have been gained								

		Council	Board	Investment services <sup>1</sup>	Services to individuals or small and medium-sized companies <sup>2</sup>	Asset management <sup>3</sup>	Corporate support function <sup>4</sup>	Internal control function <sup>5</sup>	Other activity types <sup>6</sup>
	including the part to which irrevocable rights have not been gained								
	<b>Total deferred variable remuneration paid in the reporting year</b>								
<b>CORRECTION OF THE VARIABLE PART OF REMUNERATION</b>	<b>Number of recipients of the guaranteed variable remuneration (sign-on payments)</b>								
<b>GUARANTEED VARIABLE PART OF REMUNERATION</b>	<b>Amount of the guaranteed variable remuneration (sign-on)</b>								
	<b>Number of employees who have received compensation for termination of employment relations</b>								
<b>COMPENSATION FOR THE TERMINATION OF EMPLOYMENT RELATIONS</b>	<b>Compensation amount paid during the reporting year for termination of employment relations</b>			1	3		2		
	<b>The largest compensation amount for one person in the case of terminating employment relations</b>			3,272.52	9,599.23		23,629.53		
	<b>Number of employees who receive retirement-related benefits</b>								
<b>RETIREMENT-RELATED BENEFITS</b>	<b>Amount of retirement-related benefits</b>								
	<b>Amount of retirement-related benefits</b>								

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