Crelan

Inaugural EUR Senior Non-Preferred Notes Offering

Investor Presentation

June 2022

Content

1. Inaugural Senior Non-Preferred transaction

Crelan

Overview of the proposed transaction

1 Transaction Overview	• Inaugural EUR short-dated Senior Non-Preferred ("SNP") issuance by Crelan SA/NV ("Crelan") rated BBB+ (Stable Outlook) by S&P / A3 (Stable Outlook) by Moody's • Expected issue rating: Baa3 by Moody's • Size: Benchmark • Listing on Euronext Brussels
2 Transaction rationale	• Build up a new layer of MREL instruments and ensure continued compliance with regulatory requirements – Crelan currently expects that the 8% TLOF will continue to drive its MREL requirements resulting in EUR ~2 billion of new MREL issuances(1) over the 2022-2023 period • Build up a layer of bail-inable instruments to contribute towards S&P additional loss absorbing capital (ALAC) buffer and Moody's loss given failure (LGF) • Set the cornerstone for future issuances • Establish a broad investor base and diversify funding sources
3 Investment proposition	• Crelan is one of the leading banks in Belgium (#5 by total assets, with 1.8m clients) following the completion of the acquisition of AXA Bank Belgium on 31/12/2021 – Attractive Belgian market – Simple business model focused on Belgian retail and professional clients primarily served through a network of exclusive independent agents – Strong cooperative roots and robust internal solidarity mechanisms – Simple balance sheet, strong risk management, solid capitalisation and prudent risk profile with high quality credit book • Crelan intends to be a regular issuer of SNP notes, to be issued under its newly established EMTN Programme

(1) Assuming the retail notes from the Issuer's eligible liabilities are excluded from MREL calculation.

Proposed inaugural Senior Non-Preferred transaction

Summary of the Terms and Conditions

Issuer	Crelan SA/NV
Issuer Ratings	BBB+ (Stable Outlook) by S&P / A3 (Stable Outlook) by Moody's
Expected Issue Rating	Baa3 by Moody's
Status of the Notes	Senior Non-Preferred Fixed to Floating Notes
Format	RegS, Bearer, Dematerialised
Ranking	The Senior Non-Preferred Notes will be direct, unconditional, senior and unsecured (chirographaires/chirografaire) obligations of the Issuer and rank at all times (i) pari passu, without any preference among themselves, with all other Senior Non-Preferred Obligations of the Issuer, present and future, but, in the event of insolvency, only to the extent permitted by laws relating to creditors' rights, (ii) senior to the Subordinated Notes of the Issuer and other present and future claims otherwise ranking junior to Senior Non-Preferred Obligations and (iii) junior to present or future claims of (a) depositors of the Issuer, (b) any other unsubordinated creditors of the Issuer that are not creditors in respect of Senior Non-Preferred Obligations of the Issuer and (c) all other present and future claims as may be preferred by laws of general application or otherwise ranking in priority to Senior Non-Preferred Obligations
Size	Benchmark
Structure	Callable
Maturity	Short-dated
Redemption	100% of the Nominal Amount
Documentation	Issued under the EMTN Programme, dated 21 June 2022
Denomination	EUR 100k and integral multiples of EUR100k in excess thereof
Substitution clause	The Issuer (but not any company which has been substituted for Crelan SA/NV under these Conditions) may, at any time, without the consent of the Noteholders, substitute for itself as principal debtor under the Notes any company within the Crelan Group that has been specified as the resolution entity within the resolution group (as defined under BRRD) of the Group under its resolution plan from time to time (the "MREL Notes Substitute")
Loss absorption	Statutory loss absorption
Early Redemption Events	MREL Disqualification Event, Tax Event
Substitution and Variation	Following a MREL Disqualification Event, the Issuer may at its sole discretion and without the consent of the Noteholders, by giving not less than 30 nor more than 60 days notice to the Noteholders in accordance with Condition 8 of the Prospectus (section Terms and conditions of the notes) substitute or vary the terms of all, but not some only, of the Notes then outstanding so that they become or, as appropriate, remain, Qualifying Securities
Issuer Call Due to MREL Disqualification Event	At par, in whole but not in part, at their principal amount plus any accrued but unpaid interest up to (but excluding) the date fixed for redemption
Tax Call	At par, in whole but not in part, at their principal amount plus any accrued but unpaid interest up to (but excluding) the date fixed for redemption
Governing Law	Belgian Law
Listing	Euronext Brussels
Clearing	The Securities Settlement System of the National Bank of Belgium
Use of Proceeds	General corporate purposes and to improve the regulatory capital structure of the Issuer
Global coordinators	Deutsche Bank, Credit Agricole CIB
Joint Lead Managers	Deutsche Bank, Credit Agricole CIB, ING, Natixis

2. Focus on Crelan Group

Crelan Group business snapshot

Leading cooperative Belgian banking group serving 1.8m clients primarily through an exclusive[1] network of independent agents

1,799,525[2]
Customers

274,003
Cooperative shareholders

881[3]
Branches

1,799[4]
Employees

ATTRACTIVE FINANCIAL PROFILE

€ 897m* *Net banking income*	**€ 185m*** *Net income*
€ 45.7bn *Loans and advances*	**€ 42.7bn** *Deposits*
€ 2.2bn *Equity*	**€ 53.0bn** *Total assets*
35%* *Fee & other income contribution*	**76%*** *Cost income ratio*
8.4%* *RoE*	**0.35%*** *RoA*

ROBUST BALANCE SHEET

15.87% CET1 ratio	**17.97%** Tier 1 ratio
19.74% Total capital ratio	**178%** LCR
142% NSFR	**1.06%** NPL ratio

Sources: The Group 2021 annual report, 2021 adjusted pro forma financial figures (see * below)
(*) Based on unaudited 2021 adjusted pro forma financial figures after excluding specific items related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance (see page 27 for further detail)
(1) Agents are exclusive to the Issuer/ AXA Bank Belgium for the provision of banking services and acting as brokers of insurance products
(2) Including 758,207 Crelan customers, 168,092 Europabank customers and 873,226 AXA Bank Belgium customers
(3) Including 467 Crelan branches operated by independent agents, 47 Europabank proprietary branches and 367 AXA Bank Belgium branches operated by independent agents
(4) Including 722 Crelan employees (excluding 1,548 independent agents and employees thereof), 351 Europabank employees and 726 AXA Bank Belgium employees (excluding 1,522 independent agents and employees thereof)

Crelan Group history

Strong cooperative roots, longstanding history of building strategic partnerships and growing through carefully planned and executed acquisitions

Crelan

Creation of NILK / INCA
1937
- Nationaal Instituut voor Landbouwkrediet / Institut National de Crédit Agricole, a state bank with the purpose to provide loans to the agricultural and horticultural sector

Privatisation of NILK / INCA
1992-2003
- Belgian cooperative savings banks (Lanbokas and Agricaisse created in 1960) and French Crédit Agricole both own half the shares

Acquisition of Europabank and Keytrade Bank
2004-2005

Acquisition of Kaupthing Bank Belgium clients and of Centea
2009-2011

Merger of Centea and Landbouwkrediet / Credit Agricole to become Crelan
2013

Merger of Lanbokas and Agricaisse to become CrelanCo
2015-2016
- Lanbokas and Agricaisse acquire the remaining 50% of Crelan from the French Crédit Agricole
- Sale of Keytrade Bank

Crelan completes the acquisition of AXA Bank Belgium
Dec-2021

AXA BANK

Creation of AnHyp Bank
1881

Establishment of IPPA
1903

Acquisition of IPPA Bank by Royale Belge
1986

Creation of AXA Belgium
1990

Creation of AXA Bank Belgium
1999-2000
- Merger of Royale Belge with AXA Belgium
- Acquisition of AnHyp and merger with IPPA

International expansion
2007-2010
- Expansion strategy in Eastern Europe

Refocusing on the Belgian market
2010-2016
- Disposal of non-Belgian operations
- Deleveraging and de-risking of the balance sheet
- Creation of ABE SCF (French covered bond issuance vehicle)

Crelan Group key strategic highlights

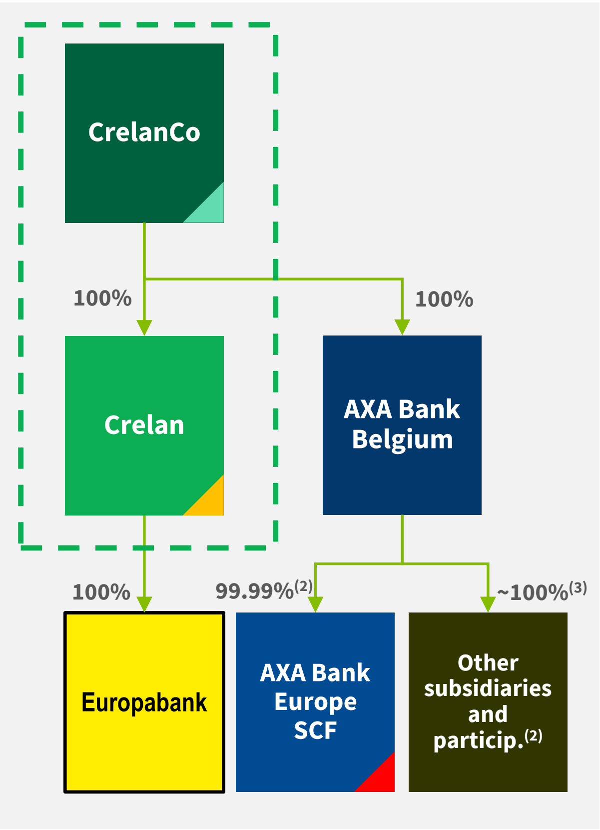
- Independent cooperative banking group combining local anchorage and long-term customer relationships
- Extensive network of independent agents(1) with strong presence in mid to small-sized cities and rural areas
- Full service retail and commercial bank with leadership positions in selected market segments
- Leveraging partnerships with leading insurance and AM companies to access a broad set of high quality products
- Strong balance sheet, critical size and robust organic capital generation

(1) Exclusive for banking products and acting as brokers of insurance products

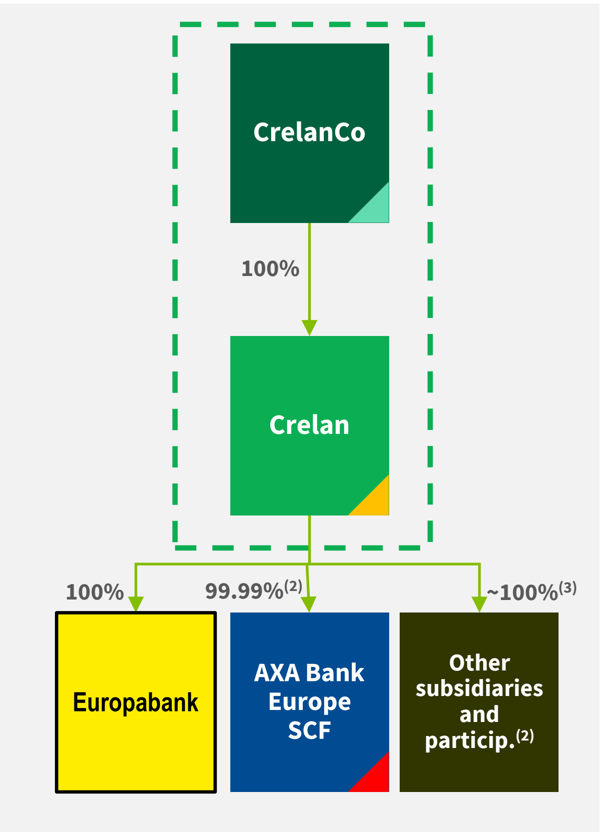
Crelan Group organisational structure

Unique model among Belgian banks combining a stable shareholder base with cooperative values and robust internal support mechanisms

CURRENT STRUCTURE



EXPECTED FUTURE STRUCTURE FOLLOWING LEGAL INTEGRATION *(H1 2024)*[(1)]



Federation of credit institutions under Belgian law

Cooperative shares issuing entity

Primary issuer for the Crelan Group

Covered bonds issuing entity

FEDERATION OF CREDIT INSTITUTIONS UNDER BELGIAN LAW

Crelan
Central Institution

- Crelan acts as the central institution and central bank of the Federation:
  - Responsible for the supervision of the Federation
  - Responsible for the compliance with regulatory solvency and liquidity requirements
  - Central bank of the Federation in charge of refinancing and access to capital markets

CrelanCo
Cooperative Company

- Cooperative bank 100% owned by ~274k cooperative shareholders
  - Affiliated to the Crelan Federation
  - Cooperative shares are offered on an continuous basis
  - Crelan is planning to continue developing its cooperative shareholder base and extend it to AXA Bank Belgium's customers

- **CrelanCo and Crelan constitute a federation of credit institutions under Belgian law** creating **joint and several obligations** between the two legal entities
- The day-to-day management of CrelanCo is delegated to the ExCo of Crelan
- Solvency and liquidity of both legal entities are supervised and monitored on a consolidated basis

Note : Future structure expected to be finalized in H1 2024
(1) Legal integration contemplated in order to have all banking activities of AXA Bank Belgium integrated within the Federation Crelan – CrelanCo
(2) 1 share held by Crelan Co
(3) Including 10% of Royal Street (RMBS), 100% of AXA Belgium Finance (issuer of retail notes), ~100% of Beran (Berchem building) and 10% stake in Bancontact Payconic

Crelan Group retail and commercial banking offering

Fifth Belgian banking group after the acquisition of AXA Bank Belgium[1]

Crelan[2]	AXA BANK	5
Total assets : € 23bn	**Total assets : € 30bn**	**Total assets : € 53bn**
Ranked #7	**Ranked #6**	**Ranked #5**

Crelan + AXA Bank Belgium: a full-service retail and commercial banking offering to individuals and SME

1 RETAIL BANKING

INDIVIDUALS

- Broad range of banking products and services offered to individuals including mortgages, consumer loans, payment solutions, wealth and investment solutions

Retail loans (production, €m)

- Customer deposits increased by € 2.2bn in 2021 to reach € 41.4bn, primarily driven by the € 1.4bn increase of saving deposits *(as detailed below)*

Saving deposits (outstanding, €m)

2 COMMERCIAL BANKING

ENTREPRENEURS & SMEs

- Commercial banking products and services tailored to the self-employed and small and medium enterprises

Professional loans [3] (production, €m)

AGRI & FOOD

- Specialised products and services to agricultural and horticultural companies

Agricultural loans (production, €m)

3 INSURANCE AND ASSET MANAGEMENT

INSURANCE[4]

- Broad range of life and P&C insurance products offered in partnership with leading insurance companies including AXA and Allianz

ASSET MANAGEMENT

- Asset management products offered on an open-architecture basis in partnership with leading asset managers including AXA IM, Amundi, Architas and Econopolis

Assets under Management (€m)

Funds and notes production (€m)

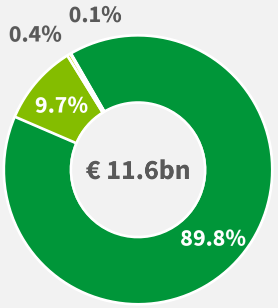
Source: Aggregated numbers, the Group 2021 annual report and press release
(1) Based on 2020 numbers
(2) Scope includes Crelan, CrelanCo and Europabank but excludes AXA Bank Belgium and its subsidiaries
(3) Excluding Agri & Food
(4) Distributed via brokers

Crelan Group risk profile

Prudent risk profile

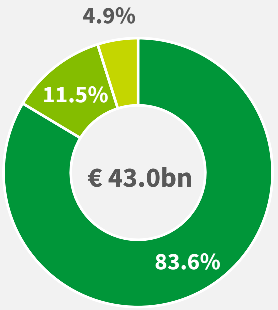
RISK EXPOSURES *(FY2021)*

RWA



- Credit risk[1]
- Operational risk
- CVA
- Market risk

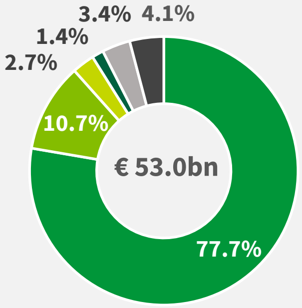
GROSS CUSTOMER LOAN PORTFOLIO[2]



- Retail
- Professional
- Agricultural

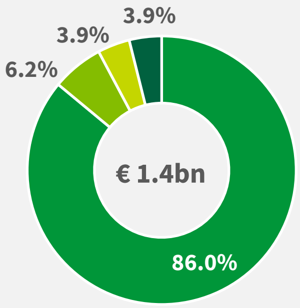
FUNDING AND LIQUIDITY *(FY2021)*

FUNDING STRUCTURE



- Customer deposits
- Covered bonds
- Central banks
- Retail notes
- Other liabilities
- Equity

INVESTMENT PORTFOLIO



- Sovereign
- Private sector
- Covered bonds
- Financial sector

Sources: The Group 2021 annual report
(1) Credit risk includes additional capital required for Belgian mortgage loans reported according to the IRB method and the Issuer's specific factors with which the risk-weighted assets reported according to the IRB method should be multiplied
(2) Customer loans exclude interbank loans and impact of loan revaluation under IFRS 3 following the acquisition of AXA Bank Belgium

Crelan's identity and values

Crelan is the leading Belgian cooperative bank with a strong commitment to long term sustainability

COOPERATIVE STRUCTURE

PROXIMITY **SOLIDARITY** **RESPONSIBILITY** **RESPECT**

As a Belgian banking group with an extensive distribution network, Crelan is deeply rooted locally and involved in the development of local communities and the local economy

Crelan leverages its agent's network and digital platform to help individuals and entrepreneurs achieve their personal and professional goals

100% BELGIAN COOPERATIVE BANK large proportion of clients are also co-owners

- Allows Crelan to maintain deep and lasting client relationships
- This relationship is strengthened by the historical local roots of Crelan's agents, who are deeply rooted in their region often for generations

28 PROJECTS in 2021 Sponsored in the fields of environment, culture and health

Crelan enhances the board of directors' structure, ensuring a focus on gender and experiences diversity in diverse domains

COMMITMENT TO SUSTAINABILITY

SUSTAINABILITY REPORT Since 2018 Crelan is committed to publish a sustainability report annually to communicate its values, goals and achievements to its stakeholders

This report takes into consideration the 17 Sustainable Development Goals of the United Nations

Crelan's commitment has been iterated by setting up an ESG Office directly reporting to the CEO

In 2022 further focus on the ESG strategy will take place by consolidating the different strategies of both entities

In several domains of the organisation, Crelan embeds its engagement towards the different SDGs, such as in HR policies, car policy and in the operational processes of credit and investment

ESG considerations in Crelan's commercial & financial activity

Crelan's commitments to long term sustainability are reflected through strong credit and investment policies

CREDIT POLICY

Within the framework of its general credit policy validated annually by the Board of Directors, the following sustainability commitments are promoted

+ WE FAVOR

- Para-agricultural
- Liberal professions and Healthcare
- Craft or high value-added business
- Activities with positive impact on environment
- Conservation residential real estate projects

- EXTREME CAUTION

- HORECA(1)
- Stud farm / haras, sport and leisure business
- Transportation
- Resale real estate projects
- Low value-added businesses

x EXCLUDED

- Trading activities
- Diamonds business
- Nightclubs
- Investment property

Green Loans

Crelan offers "ECO-Energy" financing to customers residing in Belgium. These are instalment loans offering an advantageous rate of interest for energy-saving investments (replacement of a boiler, green energy, insulation work, the installation of taps and thermostatic switches or an energy audit)

Crelan is compliant with the framework to capture the EPC value and is further working to embed the risk management framework on climate change as per supervisory expectations

INVESTMENT POLICY

For funds, Crelan collaborates with strategic partners which incorporate ESG criteria in their investment policy

Econopolis follows the Norwegian State Pension Fund's exclusion list and assigns sustainability score to issuers through Sustainalytics

Amundi aims to become 100% ESG in its rating of analysed companies, in the management of its funds and in its voting policy at AGM

AXA Investment Managers has the ambition to be the world's leading responsible asset manager

50% of the structured notes offered obtained an ESG compliance score from **Sustainalytics**

Crelan also follows the **Norwegian State Pension Fund's exclusion list** to build its own investment portfolio and takes into account the following criteria when considering to invest in companies/countries:

EXCLUSION CRITERIA

Human rights
Exclude companies that violate ILO or OECD guidelines such as child labour, forced labour, discrimination...

Human beings
Exclude companies involved in arms production, gambling, illegal activities, etc.

Health and environment
Excluded companies related to the tobacco sector, uncertified palm oil, illegal deforestation, coal

(1) hotels, restaurant, coffee shops

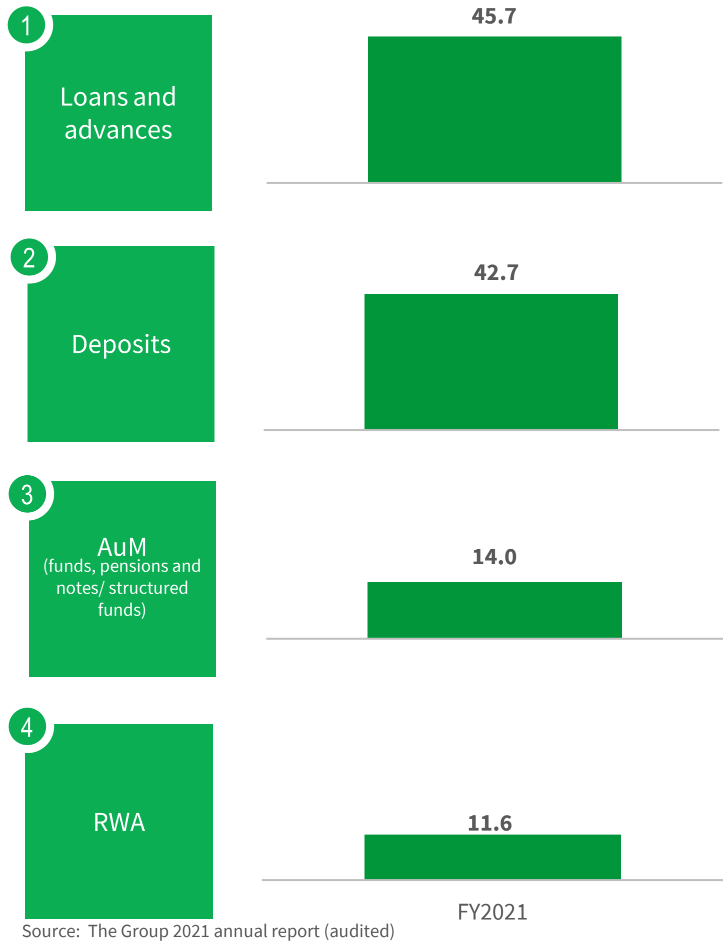
3. Financial performance & Asset quality

Crelan

Business and financial performance in 2020 & 2021

Sustained commercial momentum with strong increase of off-balance sheet products

CRELAN GROUP CONSOLIDATED BALANCE SHEET[1]
(FY2021, €BN)



STAND ALONE BALANCE SHEETS[2]
(FY2020-21, €bn)

COMMENTS ON FY2021 RESULTS

1. Strong growth of the loan portfolio driven by post-pandemic economic recovery and investments made in training the agents in recent years.
2. Current and savings accounts continuing to grow while cash and term deposits losing ground to off-balance sheet investments.
3. Sharp increase of AuM (+€2.3bn) driven by strong funds and notes production as well as supportive market trends.
4. Stable RWA despite the strong commercial momentum reflecting a reduction of the overall risk density.

Source: The Group 2021 annual report (audited)

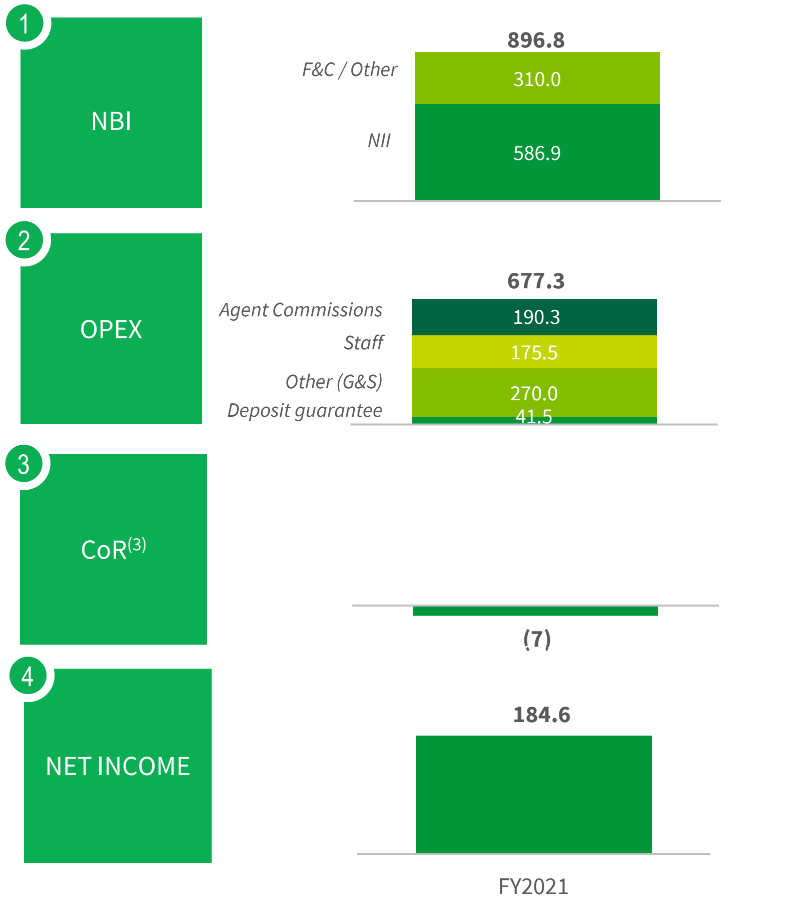
(1) Consolidated figures based on audited financial information for FY2021 and may differ from stand alone figures due to the impact of the AXA Bank Belgium balance sheet revaluation in accordance with IFRS 3

(2) Stand alone financial information is presented on an aggregated basis. Stand alone FY2020 is based on audited financial information for the Issuer and for AXA Bank Belgium. Stand alone FY 2021 is based on audited financial information for AXA Bank Belgium and on unaudited financial information for the Issuer

Business and financial performance in 2020 & 2021

Adjusted consolidated P&L has been driven by strong increase in fees and commission income and lower cost of risk

CRELAN GROUP CONSOLIDATED INCOME STATEMENT[1]
(ADJUSTED FY2021 PRO FORMA, m€)



STAND ALONE INCOME STATEMENTS[2]
(FY2020-21, m€)

COMMENTS ON FY2021 RESULTS

1. Growth of NBI despite continued low interest rate environment
   - Resilient NII supported by strong loan production.
   - Double digit increase of F&C/ Other supported by growth of assets under management.
2. OPEX impacted by additional costs in 2021 related to the acquisition of AXA Bank Belgium
   - +€23.7m mainly related to AXA Bank Belgium acquisition and additional IT investments.
   - Other costs remain contained despite balance sheet growth (increase of bank levies and commissions compensated by lower G&S costs).
3. Strong decrease of cost of risk in 2021 due the limited number of defaults and a strong base effect due to the high level of impairment recorded in 2020 in the context of the pandemic.
4. Excluding specific items related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance, Crelan Group has generated a net result of €185m in FY2021 on an adjusted pro forma basis.

Sources: The Group 2021 annual report (audited), 2021 adjusted pro forma financial figures (unaudited), the Issuer 2021 financial information (unaudited), the Issuer 2020 annual financial statements (audited), AXA Bank Belgium 2020 and 2021 annual financial statements (audited)

(1) The Group FY2021 figures are based on unaudited 2021 adjusted pro forma financial figures after excluding specific items related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance (see page 27 for further detail)

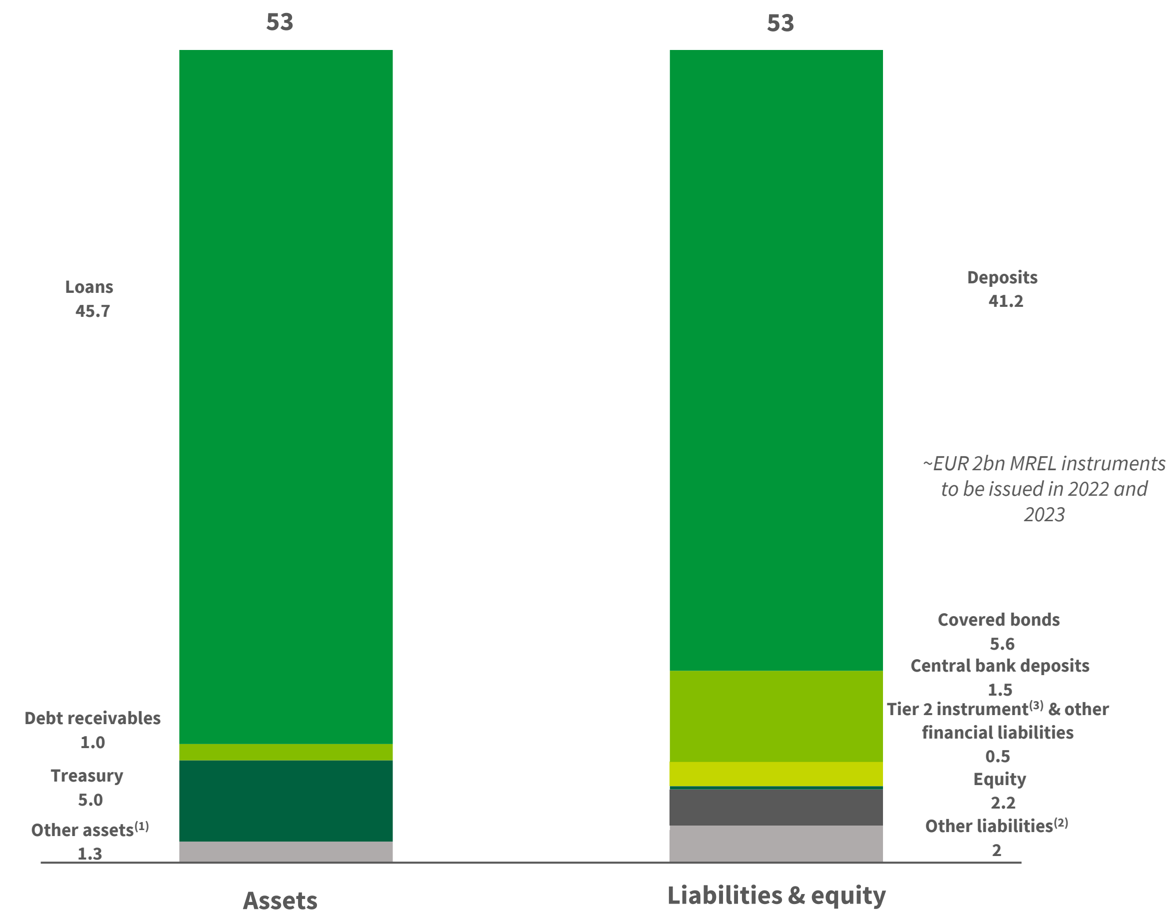
(2) Stand alone financial information is presented on an aggregated basis. Stand alone FY2020 is based on audited financial information for the Issuer and for AXA Bank Belgium. Stand alone FY2021 is based on audited financial information for AXA Bank Belgium and on unaudited financial information for the Issuer

(3) Negative CoR indicates a net release of loan loss provision

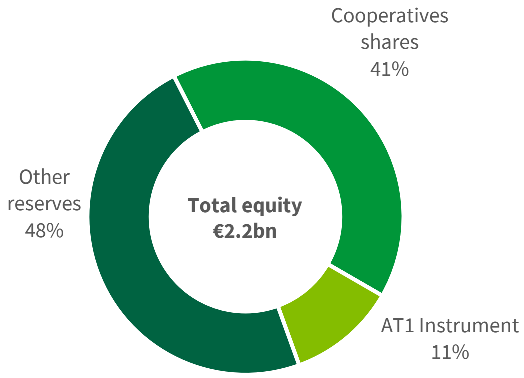
Crelan Group balance sheet

Simple balance sheet with robust funding, liquidity and solvency metrics

CONSOLIDATED BALANCE SHEET *(FY2021, bn€)*



EQUITY BREAKDOWN



KEY RATIOS *(FY2021)*

111% – Loan / deposit

178% – LCR

14%(4) – Wholesale funding / Total assets

15.87% – CET1 ratio

KEY TAKEAWAYS

- Simple balance sheet composed primarily of loans (86% of total assets) and customer deposits (78% of total liabilities).
- Diversified funding structure including customer deposits, covered bonds, TLTRO/ repos and retail notes/ certificates.
- High quality treasury portfolio mainly composed of sovereign, supranational and covered bonds with a prudent risk profile.
- Sizeable stock of highly liquid assets contributing to a strong LCR (178%).
- Robust financial position and a conservative risk profile, the consolidated CET1 ratio and total capital ratio of the Group stood at 15.87% and 19.74% as of 31/12/2021.

Source: The Group 2021 annual report (audited)

(1) Including €431m fair value changes of the hedged items in portfolio hedge of interest rate risk, €49m DTA, €44m goodwill & intangible assets, €17m derivatives

(2) Including €742m payable liabilities, €181m provisions, €51m DTL

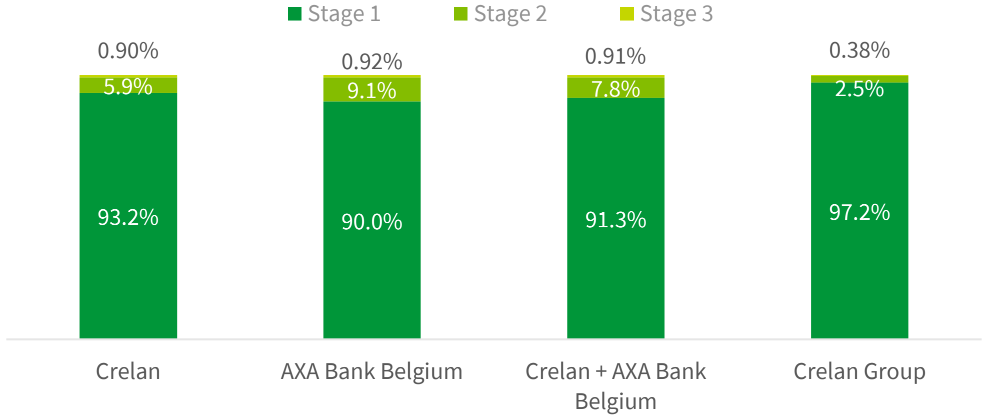
(3) Issued Tier 2 instrument amounts to €226m

(4) Including covered bonds, central bank deposits, Tier 2 instrument & other financial liabilities

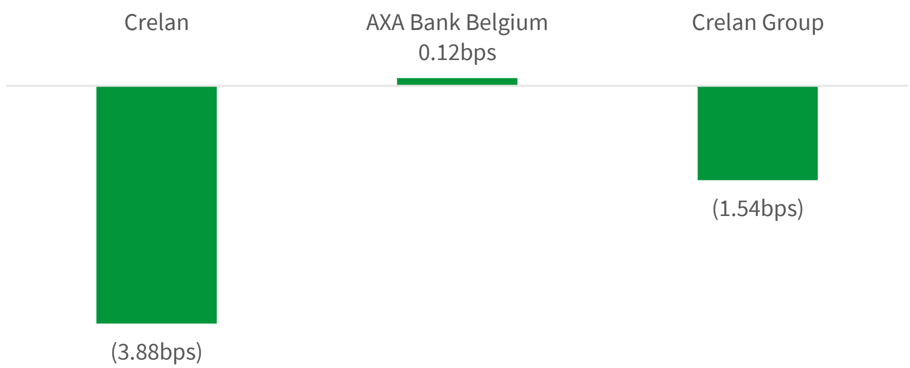
Loan portfolio

Low risk profile owing to the high proportion of Belgian mortgages and to the high quality of prime mortgage collateral

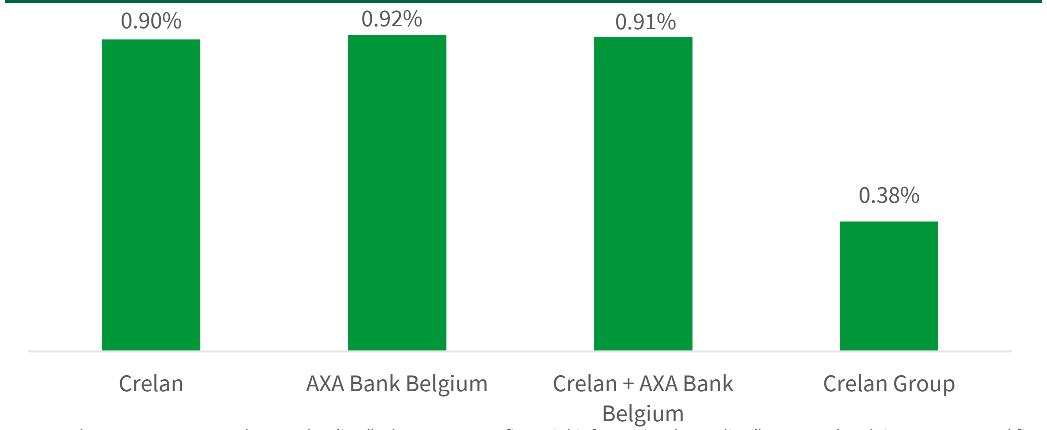
LOANS AND ADVANCES PORTFOLIO COMPOSITION BY IFRS 9 STAGE
(FY 2021, based on amount outstanding net on loan loss provision)



COST OF RISK RATIO(1)
(FY2021, excl. non-recurring items)



PROPORTION OF STAGE 3 LOANS AND ADVANCES
(FY 2021, based on amount outstanding net on loan loss provision)



LOAN PORTFOLIO – KEY TAKEAWAYS

- Stage 3 loans represented less than 1% of Crelan (stand alone) and AXA Bank Belgium (stand alone) loan portfolios as at 31/12/2021
- Stage 3 loans represented 0.38% of the Crelan Group loan portfolio as at 31/12/2021 which takes into account the revaluation of AXA Bank Belgium loan portfolio and the corresponding resetting of loan loss provisions as part of purchase accounting (IFRS 3)
- Crelan Group cost of risk ratio for FY2021 was (1.54bps), limited number of defaults and a strong base effect due to the high level of impairment recorded in 2020 in the context of the pandemic

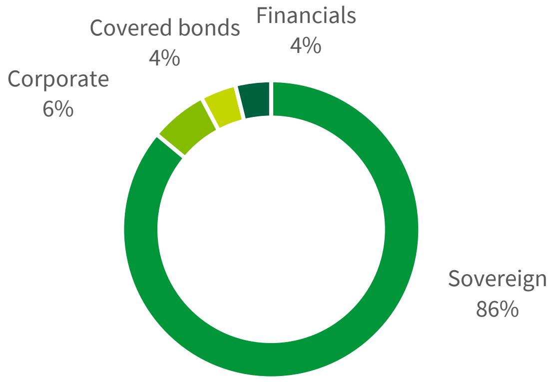
Sources: The Group 2021 annual report (audited), the Issuer 2021 financial information (unaudited), AXA Bank Belgium 2021 annual financial statements (audited)
Note: The Group is based on audited financial information for FY2021. The Issuer (stand alone) based on FY2021 unaudited financial information. AXA Bank Belgium (stand alone) is based on FY2021 audited financial statements. The Issuer + AXA Bank Belgium (stand alone) is based on the aggregation of the Issuer and AXA Bank Belgium stand alone information
(1)Excluding the Group €22.2m IFRS 9 stages 1&2 impairments / Negative CoR indicates a net release of loan loss provision

Investment portfolio

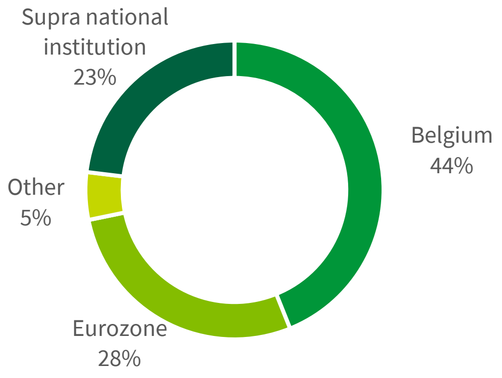
High quality investment portfolio mainly composed of investment grade EU (primarily core Europe) sovereign and supranational bonds

CRELAN GROUP *(€1.4bn carrying value, FY2021)*

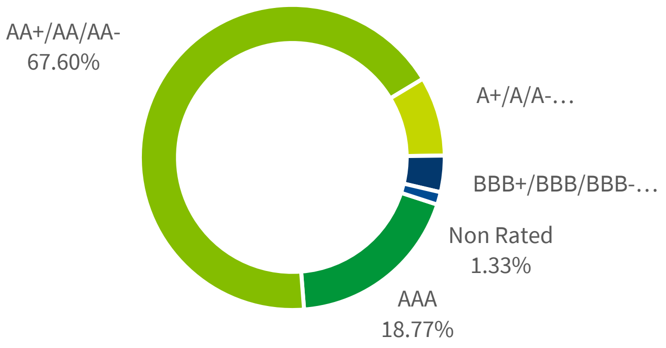
Investment portfolio by counterparty



Sovereign portfolio by geography



Investment portfolio by credit quality



- Crelan investment policy follows both a liquidity and balance sheet structure strategy:
  - Investment horizon which matches the asset and liability structure of the balance sheet
  - Analysis and management of the liquidity cost
  - Ensure the Bank's autonomy under stress
  - Trading activities are not authorized

- The investment portfolio has three main characteristics:
  - **Counterparty:** mainly composed of sovereign
  - **Credit rating:** only investment grade bonds are considered
  - **Country:** mainly composed of Belgian (sovereign) debts
- Willingness to invest in low risk "local" debt securities
- Investment scope is based on Norges Bank exclusion list

Source: The Group 2021 annual report

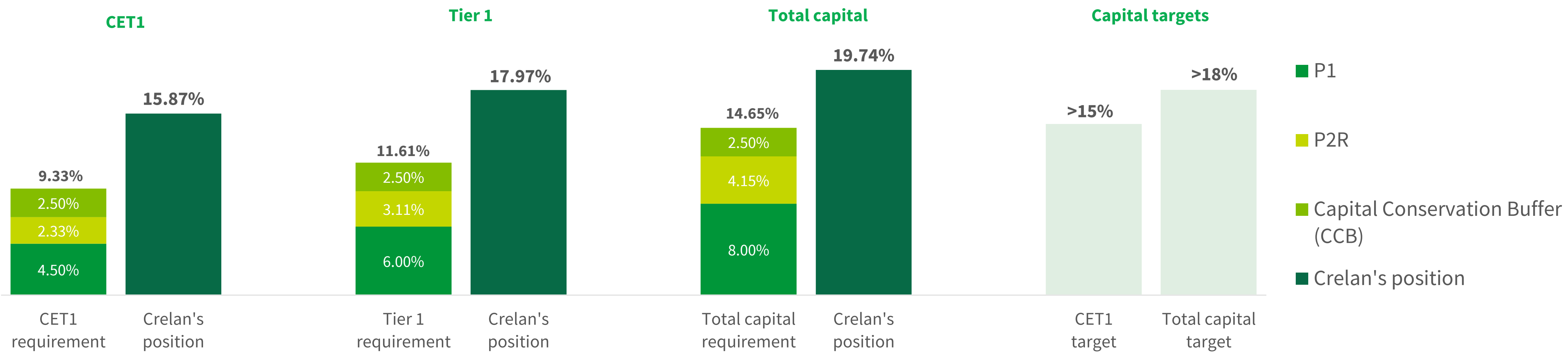
4. Solvency and liquidity

Crelan

Crelan Group capital position and requirements

Significant buffers above requirements

CRELAN CAPITAL REQUIREMENTS VS CAPITAL POSITION AND TARGETS *(as at 31/12/21)*



- Capital requirements are based on the requirements applicable to Crelan as at 31/12/2021 on a consolidated basis, as set by the National Bank of Belgium
- Crelan has been under the direct supervision of the European Central Bank since the completion of the acquisition of AXA Bank Belgium on 31/12/2021.

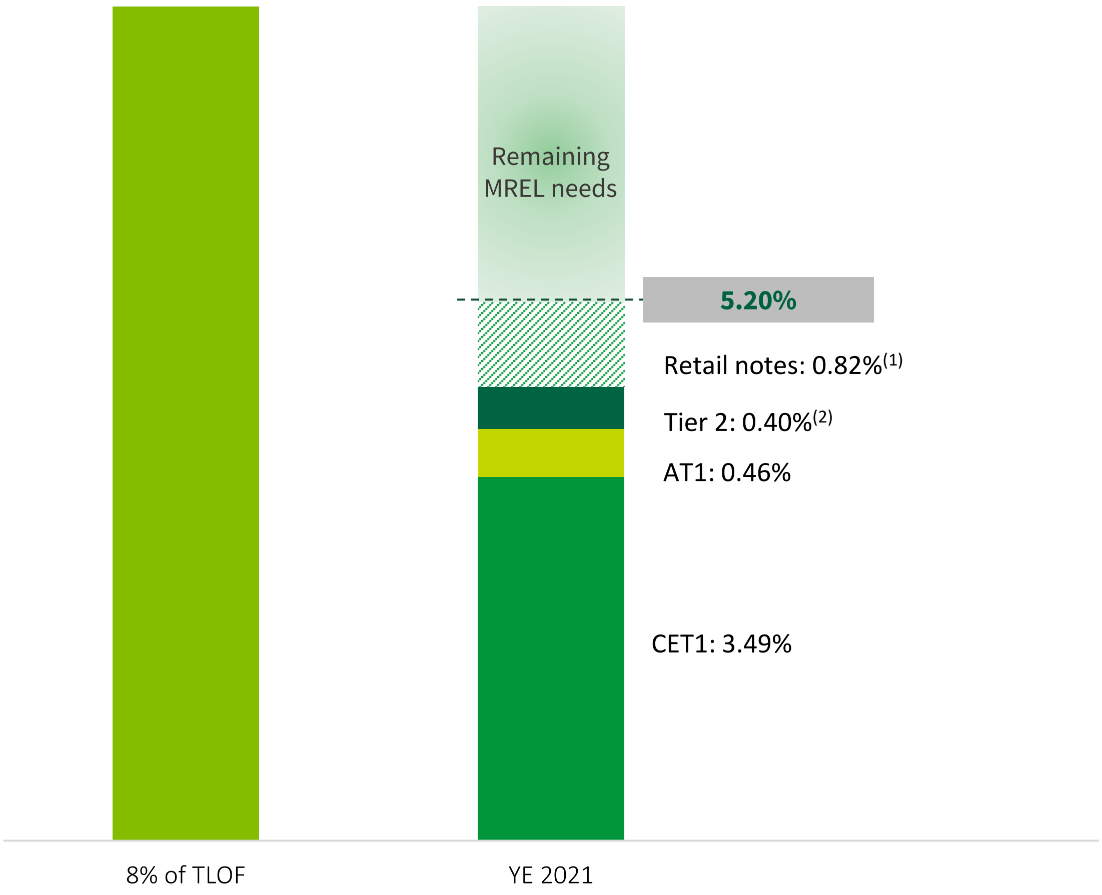
  In this regard, it is expected that:

  - A O-SII buffer will apply to Crelan (estimated at 0.75%)
  - A weighted average (Crelan / AXA Bank Belgium) P2R will be calculated. As of 31/12/2021, the weighted average P2R was equal to 3.45%
- Going forward, Crelan will receive a new P2R and P2G (based on the weighted average calculation) in the course of 2022, which will be applicable for 2022 and 2023

Source: The Group 2021 annual report
Notes: The Issuer's position is based on unaudited consolidated regulatory reporting (COREP) for the Group at 31/12/2021
Level of capital requirements shown are those applicable to the Issuer from 01/01/2021 and communicated by the National Bank of Belgium as part of its annual supervisory review

Crelan Group MREL position and expected requirements

MREL stood at 5.2% of TLOF as at 31/12/2021. Crelan is planning to issue an additional €2bn of MREL instruments to comply with a 8% TLOF requirement by the end of 2023



- The National Bank of Belgium notified Crelan at the end of 2019 that it had to achieve by the end of 2023 a MREL ratio of 8% of TLOF on a consolidated basis. At the end of 2021, the consolidated ratio amounted to 5.20%.
- The own funds and eligible liabilities included in the calculation of the MREL ratio include:
  - the CET1 capital of Crelan on a consolidated basis;
  - the AT1 equity securities issued by Crelan to AXA (€245m issued amount);
  - the Tier 2 subordinated securities issued by Crelan to AMUNDI and ALLIANZ (€200m issued amount);
  - the retail notes issued by AXA Bank Belgium and eligible under BRRD I.
- **Crelan currently expects that the 8% TLOF will continue to drive the MREL requirements resulting in aggregate €2bn of MREL issuances in 2022 and 2023 (excluding the retail notes from Crelan's eligible liabilities)**

Source: The Group 2021 annual report
(1) Instruments eligible under BRRD I
(2) Tier 2 includes subordinated debt instruments held by retail investors (partially Tier 2, partially not eligible for Tier 2, total amount approx. €9m per 31/12/2021)

Dividend policy and cooperative capital

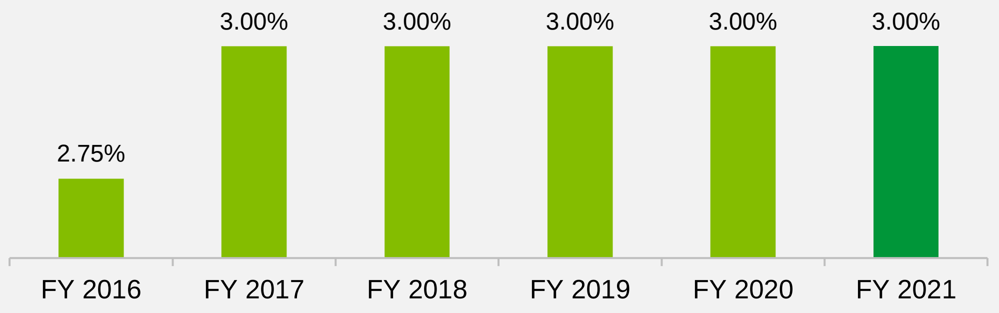
Stable dividend policy and cooperative capital over the recent years

DIVIDEND POLICY

In order to determine the level of dividend to be paid to cooperative shareholders, Crelan takes into account:

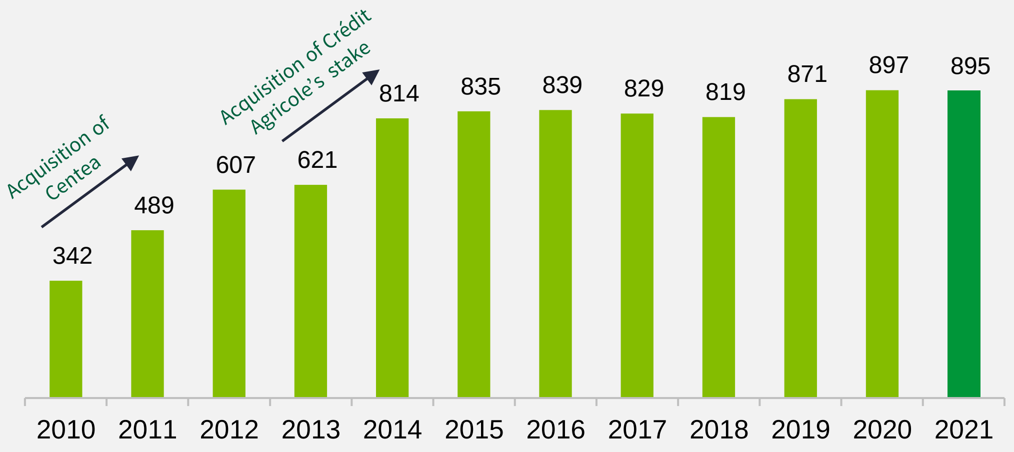
- the legal and statutory framework, in particular the rules of the Crelan Federation setting the maximum dividend that can be distributed (6% of nominal value);
- the solvency position and the profitability of the Crelan Group; and
- market conditions

DIVIDEND PAID[1] TO COOPERATIVE SHAREHOLDERS *(% of nominal value)*



- Crelan has paid a dividend of 3% for FY 2021 in April 2022 which amounts to 26.6 million euros

COOPERATIVE CAPITAL OUTSTANDING *(€m)*



(1) Dividend paid in respect of financial year

Funding strategy

Crelan Group is planning to continue being a regular issuer into the wholesale funding markets in order to: (i) diversify its funding sources, (ii) optimise its funding costs and (iii) comply with MREL requirements

- **Funding strategy**
  - Continued use of stable retail customer deposits in the form of current, savings and term accounts
  - Diversification of funding sources by increasing funding from institutional markets in particular via AXA Bank Europe SCF, the covered bond issuer for the Crelan Group
  - Issuance of capital instruments and senior non preferred to ensure continued compliance with regulatory requirements
  - Opportunistic usage of other available sources of funding including central bank funding, retail notes, repos and certificate of deposits

- **Crelan group intends to maintain a strong liquidity position supported by its evidenced capacity to raise funding from diversified sources:**
  - The Group's main source of funding will continue to be its broad retail deposit base in Belgium
  - AXA Bank Europe SCF is an established and regular covered bonds issuer, it provides secured long-term funding at relatively low funding costs
  - Over the next 2 years, Crelan intends to be a frequent issuer of senior non-preferred debt to comply with MREL requirements with a target of ~EUR 2bn to be issued until the end of 2023
  - Crelan has issued AT1 and Tier 2 instruments to institutional investors ahead of the completion of the acquisition of AXA Bank Belgium. Crelan might consider to issue additional amount of AT1 in the coming months
  - CrelanCo will continue issuing cooperative shares in the combined network

5. Additional information

Detail of specific items

€M	2021 PRO FORMA	EXCLUDING SPECIFIC ITEMS					2021 ADJUSTED PRO FORMA
		GAIN ON SALE OF CRELAN INSURANCE	TRANSACTION COSTS(1)	INCREASE OF LOAN LOSS PROVISION(2)	NEGATIVE GOODWILL(3)	WRITE-DOWN OF DEFERRED TAX ASSETS(4)	
Net banking income	940	(53)	+9				897
Operating expenses	(677)						(677)
Cost of risk	(23)			+30			7
Provisions	13						13
Negative goodwill	528				(528)		--
Taxes	(68)	--	(0)	(7)	--	+20	(55)
Net income	**714**	**(53)**	**+9**	**+22**	**(528)**	**+20**	**185**

Source: 2021 adjusted pro forma financial figures (unaudited)
(1) Transaction costs related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance which are included in other expenses.
(2) One-off increase of loan loss provision related to the acquisition of AXA Bank Belgium which resulted in the reversal of AXA Bank Belgium's provisions against stage 1 and stage 2 loans as part of the purchase accounting (IFRS 3).
(3) Negative goodwill related to the acquisition of AXA Bank Belgium and directly accounted for as a gain in the income statement.
(4) Partial write-down of the value of deferred tax assets related to the acquisition of AXA Bank Belgium and its impact on the recoverability of tax losses carried forward.

Overview of Europabank

Consumer loans, mortgages, leasing and other banking and payment services for individuals and SMEs

+73
Net Promotor Score

168,092
Clients

47
Proprietary branches

351
Employees

europabank

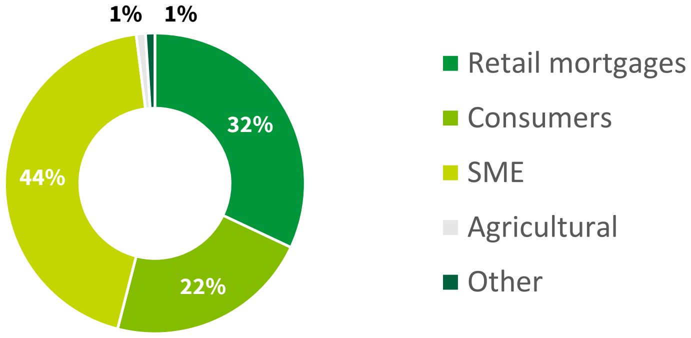
KEY HIGHLIGHTS

- Niche client base of individuals and SMEs with a different credit profile than Crelan's and AXA Bank Belgium's
- Limited savings and credit offering including loans, mortgages and leasing
- Domestic payments acquirer offering merchant services for MasterCard and Visa

BRANCH NETWORK

LOAN PRODUCTION *(€m)*

CREDIT RISK EXPOSURES *(FY 2021)*



KEY FINANCIAL DATA *(FY2021)*

€1.3bn *Customer loans*	**€1.6bn** *Customer deposits*	**54%** *Cost income ratio*	**0.28%** *Loan loss ratio*	**18.3%** *ROE*	**16.4%** *CET1 ratio*

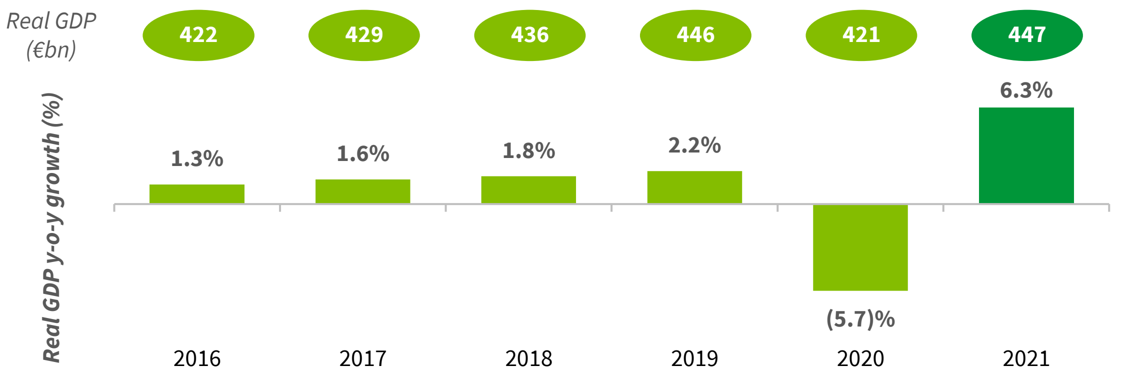
Belgian macroeconomic environment

Stable macroeconomic environment supported by a highly urbanised society and service-based economy

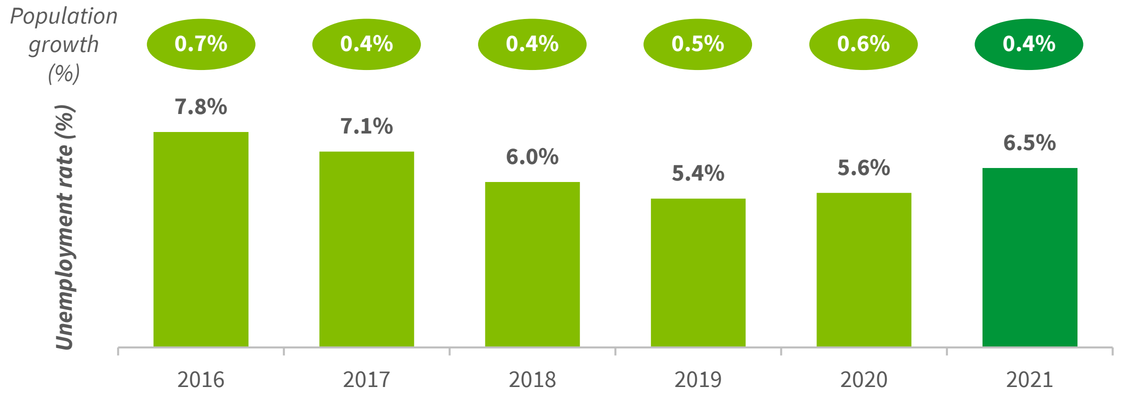
OVERVIEW

- Belgium is a stable economy in the heart of Europe
- Real GDP has increased considerably in 2021 to compensate for the strong decrease in GDP in 2020, linked to the global pandemic
- The unemployment rate improved due to structural measures taken on the labour market, however it has increased slightly in 2021 vs. 2020 due to Covid-19
- Inflation has been stable at c. 2% from 2016 to 2018, then decreased to <1% in 2019 and 2020. However, it underwent a sharp increase in 2021 due to the current global macroeconomic environment

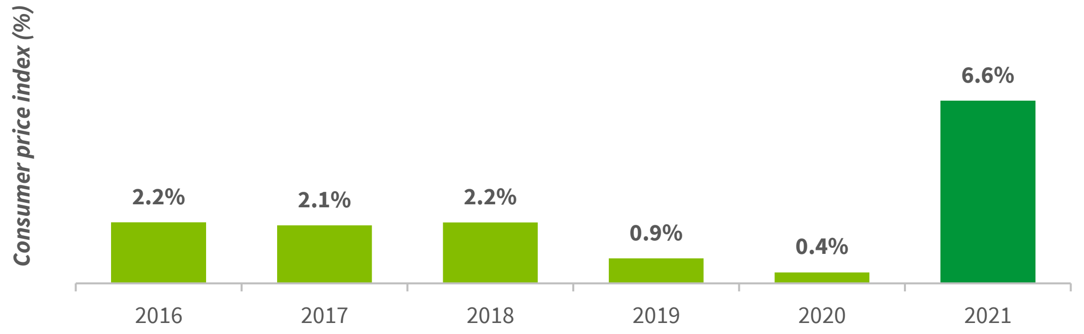
REAL GDP GROWTH REBOUNDED IN 2021



STABLE UNEMPLOYMENT RATE AND POPULATION GROWTH



PRICE INCREASE IN 2021 IN LINE WITH MACRO ENVIRONMENT



Source: National Bank of Belgium, Eurostat, Fitch

Belgian banking market

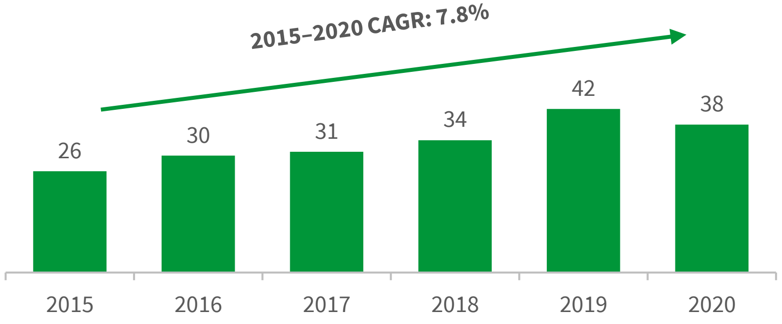
Attractive and sound Belgian banking market with robust growth prospects

OVERVIEW

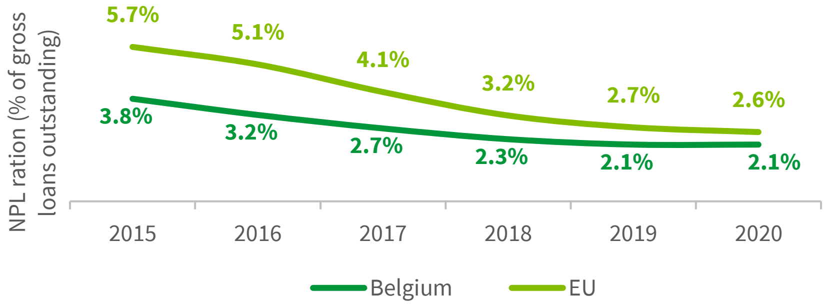
- Sound and resilient Belgian economy positively supporting banking market development. Very resilient mortgage books throughout the crisis underpinned by prudent lending and contained house price evolution
- Belgian households' indebtedness is in line with other European developed markets
- NPL ratio in Belgium is lower than EU average
- Belgian net financial assets per capita is the second highest in Europe
- An increase in interest rates would unlock an ideal opportunity to enter/grow in the banking landscape

1 A SOUND AND GROWING BANKING MARKET IN BELGIUM…

NEW MORTGAGE PRODUCTION (EXCL. REFINANCING) IN BELGIUM (€BN) GREW AT 8% 2015-2020 CAGR



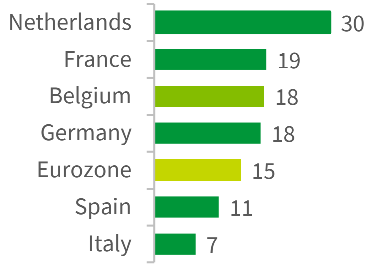
LOW AND STABLE NPL RATIO IN BELGIUM VS. EU



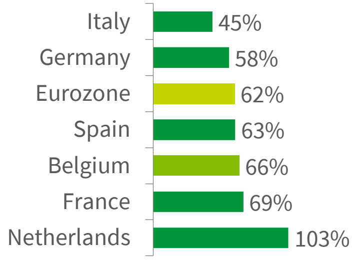
2 … WITH POTENTIAL FOR FURTHER GROWTH

A MARKET WITH ROOM FOR FURTHER MORTGAGE LOAN DEVELOPMENT

Mortgage loans per capita by country (December 2021, €k)

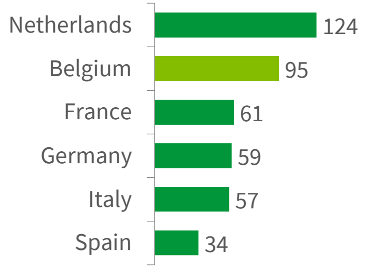


Households' debt as % GDP by country (December 2020)

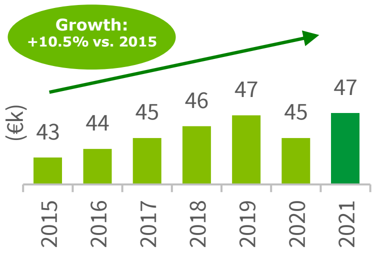


A WEALTHY MARKET WITH A HIGH LEVEL OF NET WORTH ACCUMULATION

Net financial assets per capita (€k, June 2020)



Households' debt as % GDP by country (December 2020)

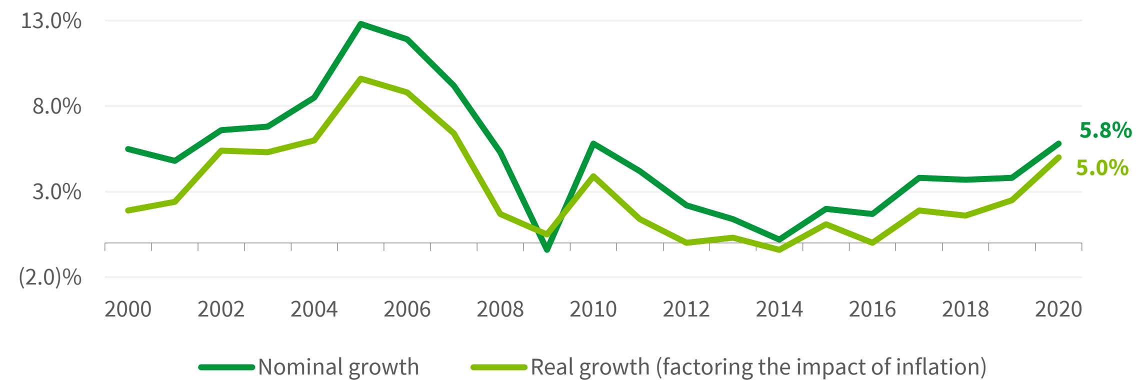


Source: Eurostat, Fitch

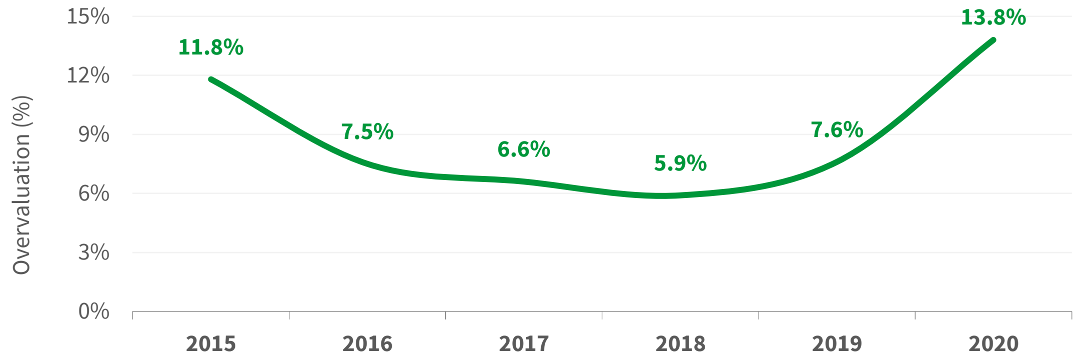
Belgian real estate market

Steadily increasing house prices supported by low interest rate environment and low default rate

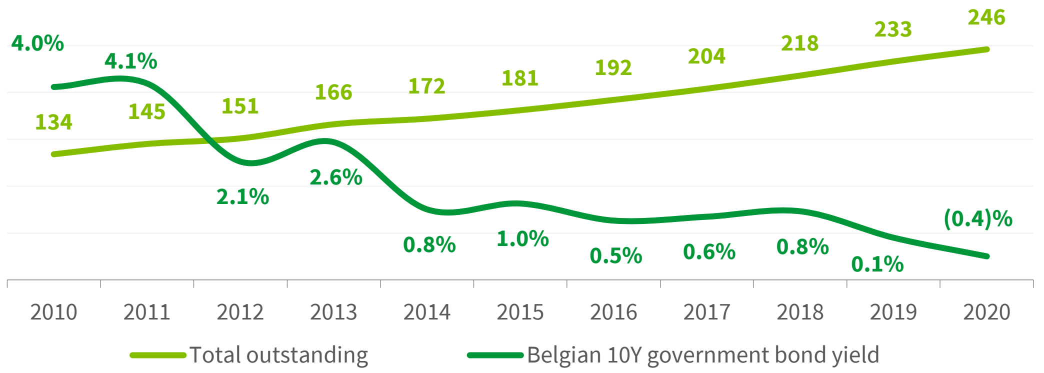
House prices steadily increased faster than inflation from 2010 to h2 2020 where inflation jumped to mid / high single digit



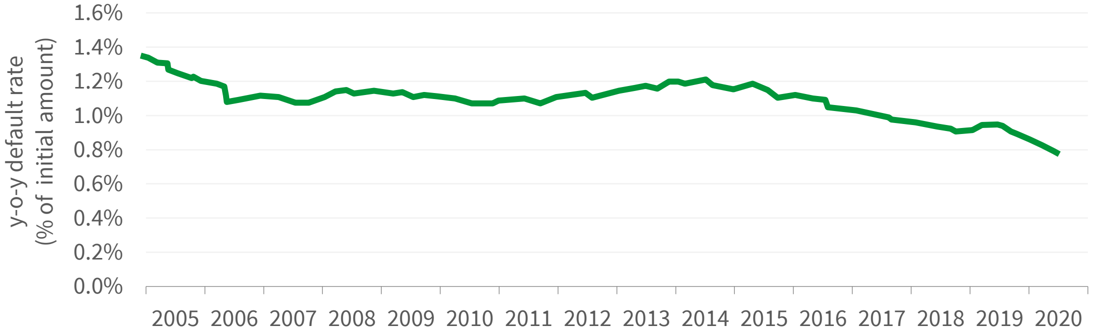
Limited risk of overvaluation with a market which evolved at a lower pace than in other european countries



Low interest rate environment triggers increasing new mortgages loan production in the last years resulting in a continuous increase in outstanding mortgages



Default rate reduced thanks to more stringent underwriting criteria, with LTV reducing (58% mortgages originated below 80% LTV in 2020) and favourable macroeconomic environment



Source: BNB, National Bank of Belgium. Bloomberg (24-Mar-22)
Note: (1) YTM as of 31st December of each year

Organisation of Crelan Federation

Organisation of the Federation governed by Belgian law and vetted by the Belgian banking supervisor

FEDERATION CHARACTERISTICS

- The Federation of credit institutions of Crelan is governed by Articles 239 to 241 of the Act of 25 April 2014 on the status and supervision of credit institutions and by the Rules for affiliation of the Federation

- **Key characteristics of the Crelan Federation**
  - **Membership regulation approved by the National Bank of Belgium**
  - Members of the Federation must be **credit institutions**
  - Credit institutions must be **affiliated with a central institution** Crelan is the central institution
  - Obligations of affiliated institutions and the central institution are **joint and several**
  - **Central institution directly supervises affiliated institutions** and is authorised to give them instructions on their policies, operations and organisation. In addition, some important decisions (changes to articles, dissolution, mergers) can only be taken with the prior approval of the BoD of the central institution
  - **Accounts of the Federation are globalised** (ie. sub-consolidation under Be-Gaap) and include the perimeter Crelan and CrelanCo. For regulatory purposes Crelan NV and CrelanCo are considered as one reporting entity

KEY RULES APPLICABLE TO THE FEDERATION

- Prudential supervision (Capital Requirements Regulation requirements (art. 86-92, 89, 94-107, 149-152, 412-413), of which liquidity, minimum equity, reporting ...) applies to the perimeter of the Federation as a whole

- Periodic reporting to the supervisor of the affiliated institutions contained in art. 106, §2 and 107 (Annual report and Quarterly reporting's) of the Banking Act with regard to the affiliated institutions applies to the perimeter of the Federation as a whole

- Supervision provided for in the Banking Act in Chapter IV of Title III of Book II is not applicable to the connected institutions individually

- Assignments and duties of the statutory auditors working for Crelan are applicable to the Federation as a whole

Source: Company information

ESG considerations with Crelan's employees, facilities and credit policy

HR

- At Crelan, human resources take initiatives to promote sustainable career development, for example by offering internal and external training (e.g. Febelfin Academy, ElanPlus, etc.), active career management led and monitored by specific personnel advisers according to professional expectations, an internal promotion policy,…
- In 2018:
  - 65.4% of employees followed a collective training;
  - 24.9% of employees followed e-learnings about compliance, fire safety and evacuation;
  - 8.6% of employees followed external trainings related to IT, banking and legal matters
- For four years in a row, Crelan received the "Top Employer Belgium" certification. Based on an in-depth survey, the Top Employers Institute certifies companies worldwide every year that stand out for their excellent staff management. Employers' working conditions are measured against an international standard. An external audit guarantees the independent nature of this survey

TRANSPORTATION

- Crelan promotes home-to-work trips by bicycle which cycling space provided in the garage of the Anderlecht and Berchem building and showers available for staff
- Crelan encourages its staff to drive electrically and has installed charging stations for electric cars at its head office in Anderlecht
- Shuttle buses between the Brussels headquarters and the midi station are also organized in the morning and evening for staff who come to work at the central headquarters by train
- Crelan encourages car-sharing for its staff and gives priority to those who do so for the allocation of a parking space
- The bank also wants to make its car fleet cleaner. A new downward limit has been introduced since September 2018 on the CO2 emissions of new company cars: these are now limited to a maximum of 125 g/km for a diesel car and a maximum of 135 g/km for a petrol car

FACILITIES

- In 2017, an energy audit was carried out to understand of the different energy flows in buildings with the objective to reduce energy consumption by at least 5% per year
- With the relocation of its activities in Antwerpen, gas consumption has been reduced by 85%
- In 2018, photovoltaic panels were installed on the roof of the Brussels headquarters. To generate part of its own electricity needs. The installation should pay for itself after 6 years. This will result in a 2% saving on electricity consumption, which corresponds to a reduction in CO2 emissions of 9,600 kg/year.
- All fluorescent lamps in the Anderlecht headquarters have been replaced by energy-saving LED lamps which consume 60% less electricity than conventional neon lights resulting in a 12% saving on the bank's total electricity consumption
- The water consumption has also strongly decreased since 2016. This can be attributed to the relocation of Antwerpen's activities in a new building with better norms.

Additional links to website

Investor relations:
https://www.crelan.be/fr/corporate/investor-relations

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Glossary

Adjusted Pro-Forma	Pro Forma financial information excluding certain specific items related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance
AM	Asset Management
ALAC	Additional Loss Absorbing Capacity. Bank hybrid capital instruments that can absorb losses of a bank at or near non-viability
AT1	Additional Tier 1
Crelan Group	CrelanCo, the Issuer and their respective subsidiaries and affiliated entities (including AXA Bank Belgium NV) which form part of the scope of accounting and regulatory consolidation
Common Equity Tier 1 ratio or CET1 ratio	[common equity tier 1 capital] / [total risk weighted assets]
Cost Income Ratio	[operating expenses] / [net banking income]
Cost of Risk or CoR	Impairment losses on financial assets not measured at fair value through profit or loss
Cost of risk ratio or CoR ratio	[impairment losses on financial assets not measured at fair value through profit or loss] / [loans and advances at the end of period]
CVA	Credit Valuation Adjustment
F&C	Fee and commission income
Fee & other income contribution	[Net banking income excluding net interest income] / [Net banking income]
Liquidity Coverage Ratio or LCR	[stock of high-quality liquid assets] / [total net cash outflow over the next 30 calendar days]
Loans and advances portfolio composition by IFRS 9 stage (FY 2021, based on amount outstanding net on loan loss provision)	[Maximum exposure to credit risk for loans and advances (carrying amounts) by stage] / [loans and advances (carrying amounts)]
Loan-to-deposit ratio or Loan / deposit	[loans and receivables] / [customer deposits]
MREL	Minimum requirement for own funds and eligible liabilities
Net interest income or NII	[interest income] – [interest expense]
Net banking income or NBI	Net banking income include net interest income, dividend income, fee and commission income, net realised gains (losses) on financial assets & liabilities not measured at fair value through profit or loss, net gains (losses) on financial assets and liabilities held for trading, net gains (losses) on financial assets and liabilities designated at fair value through profit or loss, gains (losses) from hedge accounting, net exchange differences, net gains (losses) on derecognition of assets other than held for sale, other operating net income.
Net income	Net profit or loss
Net stable funding ratio or NSFR	[available amount of stable funding] / [required amount of stable funding]
Non-performing loans ratio or NPL ratio	[gross outstanding non-performing loans] / [total gross outstanding loans]
Operating expenses or OPEX	Operating expenses include administration costs, fee and commission expenses, depreciation minus net modification gains or (-) losses
Proportion of stage 3 loans and advances (FY 2021, based on amount outstanding net on loan loss provision)	[Maximum exposure to credit risk for stage 3 loans and advances (carrying amounts)] / [Loans and advances (carrying amounts)]
Return on equity or RoE	[net profit of the period] / [equity at the end of the period]
Return on assets or RoA	[net profit of the period] / [total assets at the end of the period]
RWA	Risk weighted assets
Tier 1 ratio	[common equity tier 1 capital + additional tier 1 instruments] / [total risk weighted assets]
TLOF	Total Liabilities and Own Funds
Total Capital ratio or TCR	[common equity tier 1 capital + additional tier 1 instruments + tier 2 instruments] / [total risk weighted assets]