

Crelan

EUR Senior Non-Preferred Notes Offering Investor Presentation

January 2023



Crelan



BANK

europabank

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1. Senior Non-Preferred transaction

Highlights

Crelan Investment proposition at a glance

1

Leading cooperative bank in the Belgian economy

- Crelan is one of the leading banks in Belgium (#5 by total assets of €53bn, with 1.8m clients) following the completion of the acquisition of AXA Bank Belgium on 31/12/2021
- A straightforward 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's mortgage clients have limited interest rate risk as it is predominantly a fixed rate mortgage book. Clients with floating rate mortgages benefit from legal caps in their contract.
- Most of Crelan's retail clients will benefit from automatic wage indexation as foreseen in Belgian law and are hence partially hedged against inflation.

2

Crelan in the capital markets

- Crelan intends to be a regular issuer of Senior Non-Preferred notes
- Successful issuance of inaugural Senior Non-Preferred transaction in the form of EUR 300m due 31 October 2025 on 13 September 2022
- Issuance of capital instruments, Senior Non-Preferred notes to ensure continued compliance with regulatory requirements and with the objective to contribute to its MREL eligible resources
- Crelan expects that the 8% TLOF requirement 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)
- Diversification of existing investor base, notably on top of cooperative shares issuance and of the covered bond EMTN programme of AXA Bank Europe SCF

3

Transaction Overview

- Issuance of 5Y (Moody's) residential mortgage backed covered bonds through its well established subsidiary AXA bank Europe SCF
- [5Y] EUR 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
- Expected size: [EUR 500m]
- Listing on Euronext Brussels

Credit ratings

Rating agency	Issuer credit rating	Outlook	Date
S&P's	BBB+	Stable	Jun-2021
Moody's	A3	Stable	Jan-2022

(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

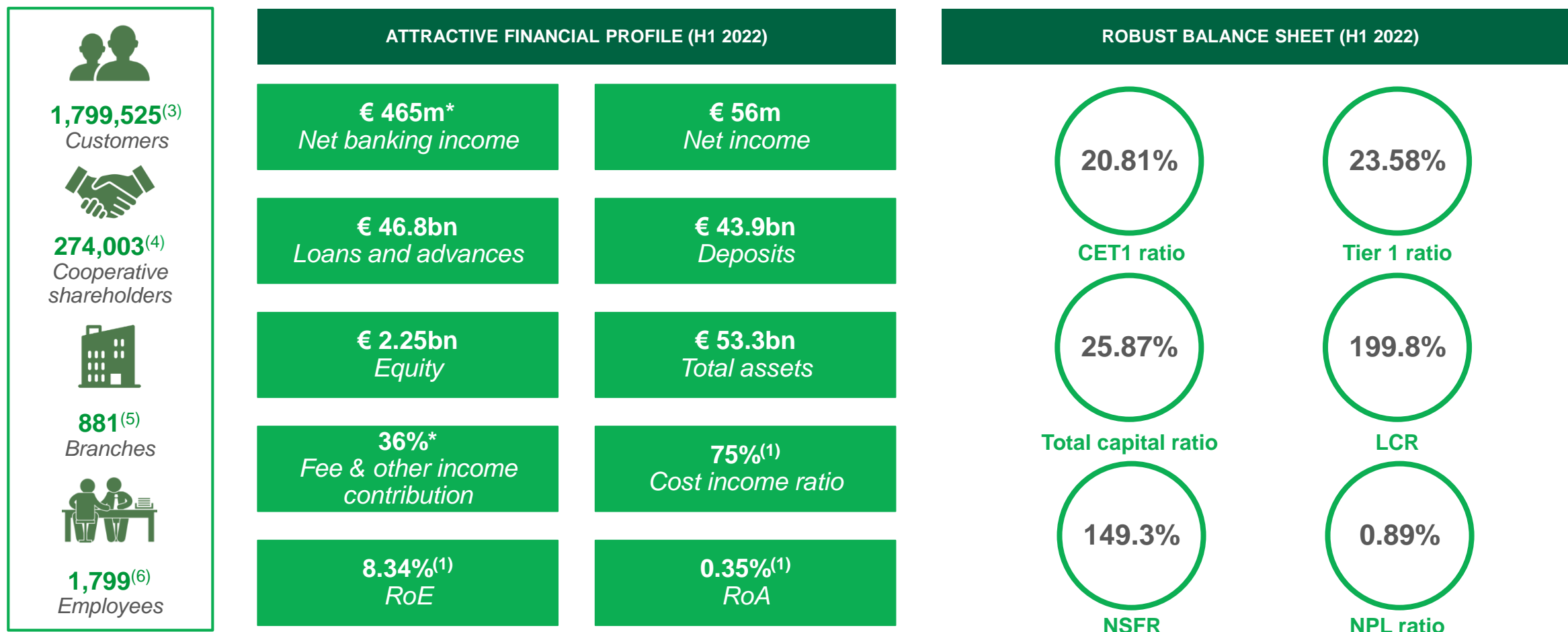
Issuer	Crelan SA/NV
Issuer Ratings	BBB+ (Stable Outlook) by S&P / A3 (Stable Outlook) by Moody's
Expected Issue Rating	Baa3 by Moody's
Status of the Notes	Senior Non-Preferred Fixed rate Notes
Format	RegS, Bearer, Dematerialised
Ranking	The Senior Non-Preferred Notes will be direct, unconditional, senior 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	[EUR 500m expected]
Structure	[Bullet]
Maturity	[5yr]
Redemption	100% of the Nominal Amount
Documentation	Issued under the EMTN Programme, dated 21 June 2022 as supplemented on September 6th
Denomination	EUR 100k and integral multiples of EUR100k in excess thereof
Substitution clause	Applicable 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 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, substitute or vary the terms of all, but not some only, of such Senior Non-Preferred 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
Joint Lead Managers	Credit Agricole CIB, Deutsche Bank, ING, JP Morgan, Santander

2. Focus on Crelan Group



Crelan Group business snapshot

Leading cooperative Belgian banking group serving 1.8m clients primarily through an exclusive⁽²⁾ network of independent agents – strong H1 2022 Net results of 56m, in line with expectations (94m with linearization of bank levies)



Sources: Group H1 2022 financial report. (*) Internal computations based on audited data

(1) Adjusted for IFRIC 21

(2) Agents are exclusive to the Issuer/ AXA Bank Belgium for the provision of banking services and acting as brokers of insurance products, as of 31/12/2021

(3) Including 758,207 Crelan customers, 168,092 Europabank customers and 873,226 AXA Bank Belgium customers, as of 31/12/2021

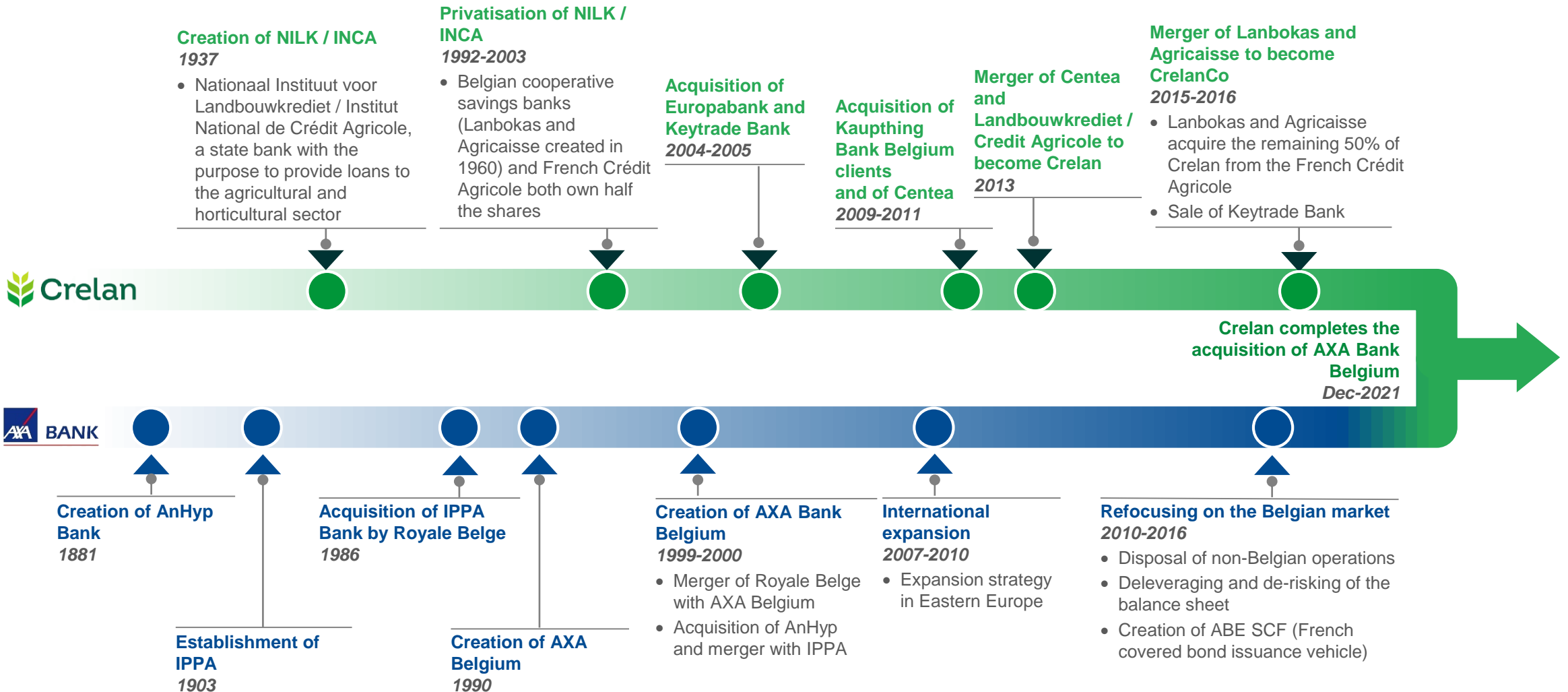
(4) Cooperative shareholders figures, as of 31/12/2021

(5) Including 467 Crelan branches operated by independent agents, 47 Europabank proprietary branches and 367 AXA Bank Belgium branches operated by independent agents, as of 31/12/2021

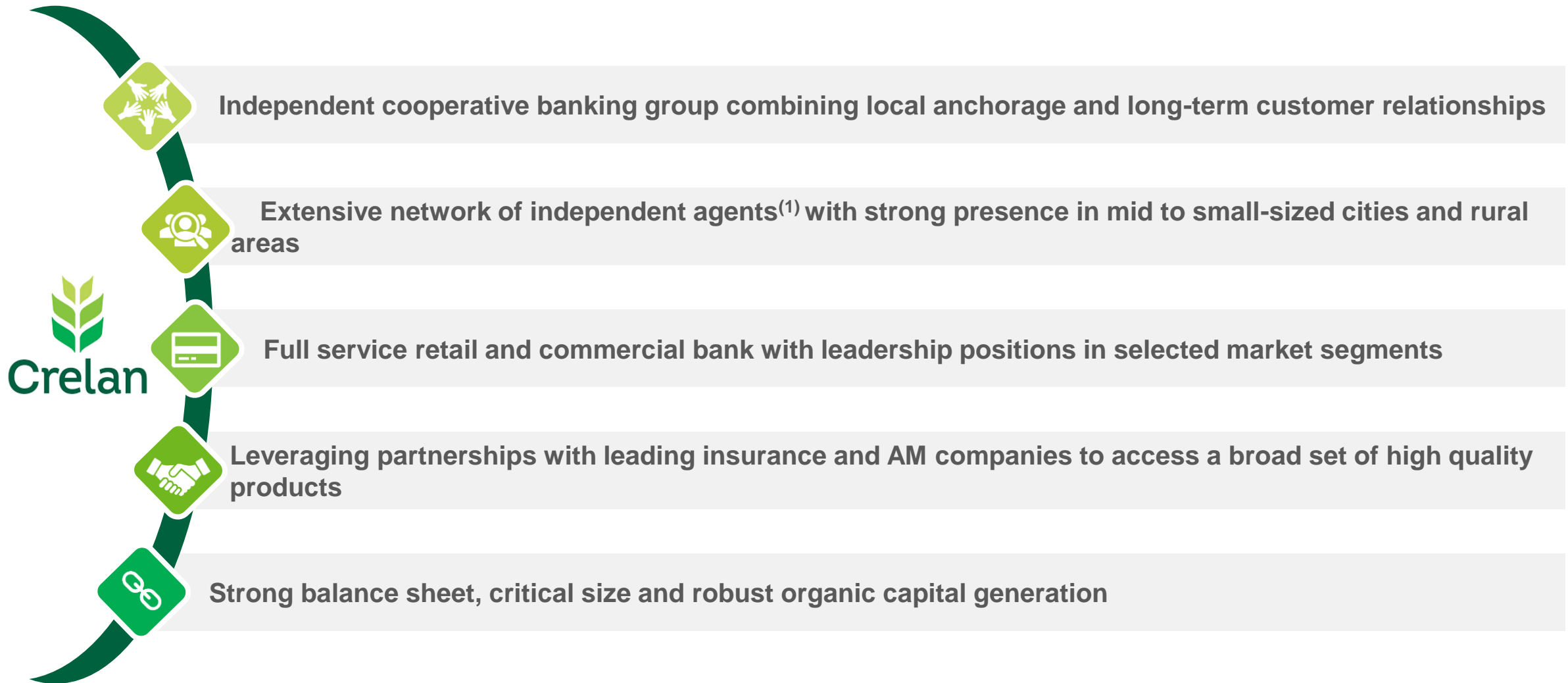
(6) Including 722 Crelan employees (excluding 1,548 independent agents and employees thereof), 351 Europabank employees and 726 AXA Bank Belgium employees (excluding 1,522 independent agents and employees thereof), as of 31/12/2021

Crelan Group history

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



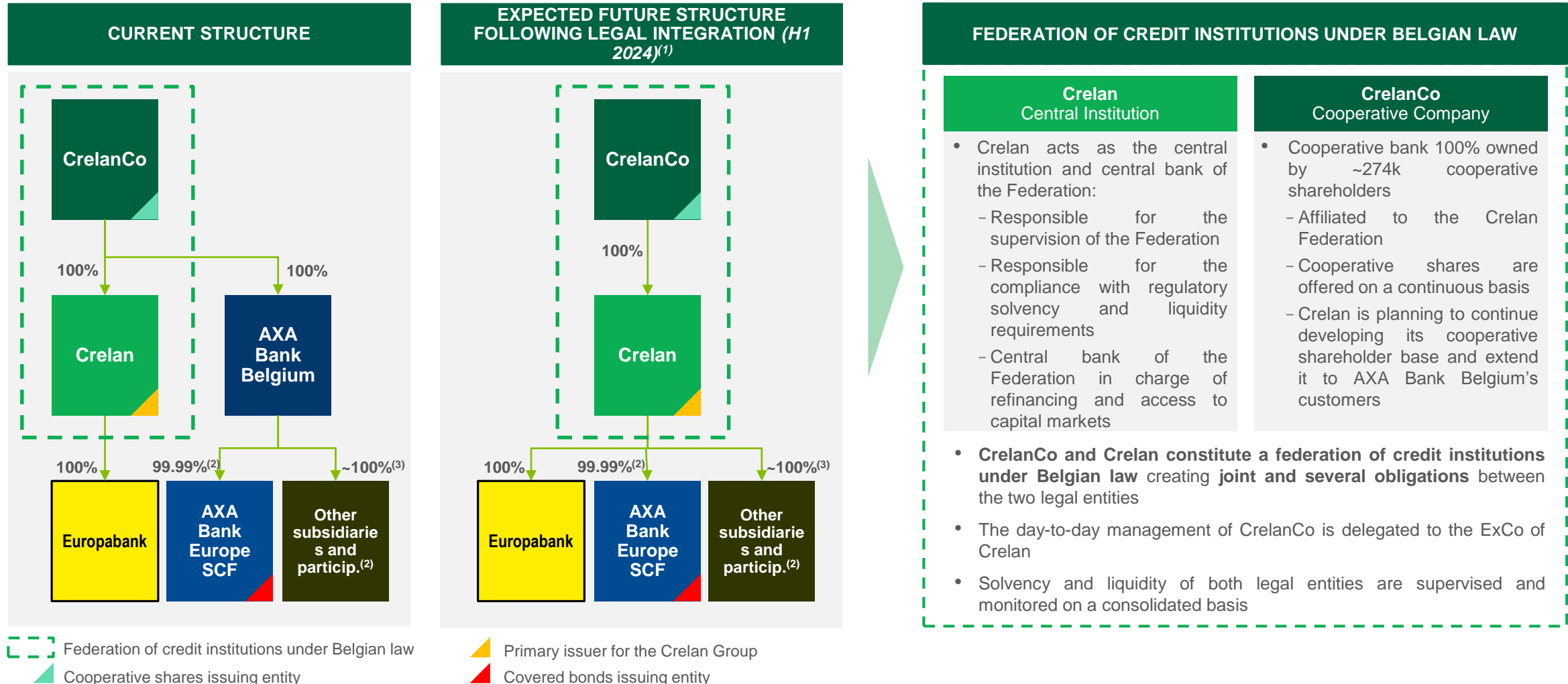
Crelan Group key strategic highlights



(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



Note : Future structure expected to be finalized in H1 2024

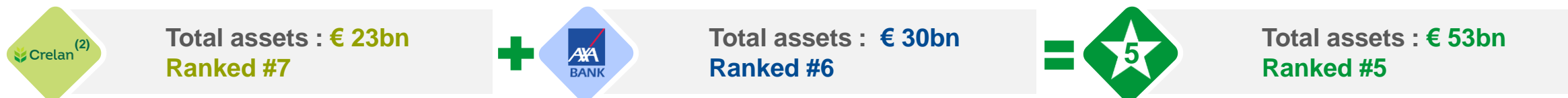
(1) Legal integration contemplated in order to have all banking activities of AXA Bank Belgium integrated within the Federation Crelan – CrelanCo

(2) 1 share held by Crelan Co

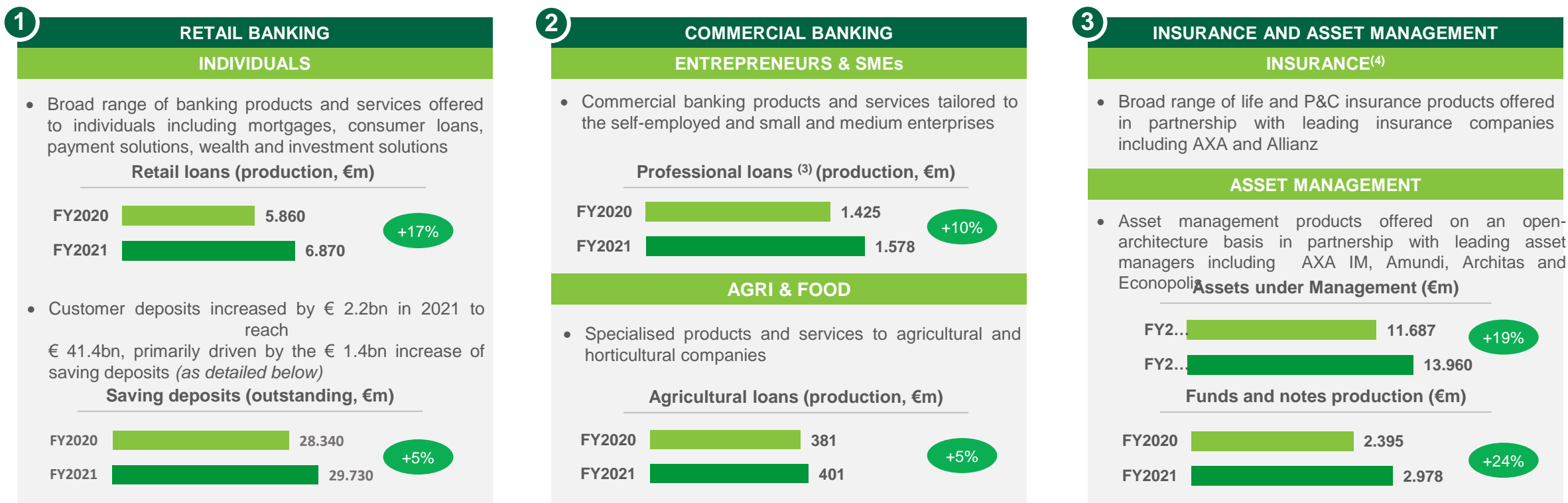
(3) Including 10% of Royal Street (RMBS), 100% of AXA Bank Belgium Finance (issuer of retail notes), ~100% of Beran (Berchem building) and 10% stake in Bancontact Payconic

Crelan Group retail and commercial banking offering

Fifth Belgian banking group after the acquisition of AXA Bank Belgium⁽¹⁾



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



Source: Aggregated numbers, Group 2021 annual report and press release c

(1) Based on 2020 numbers

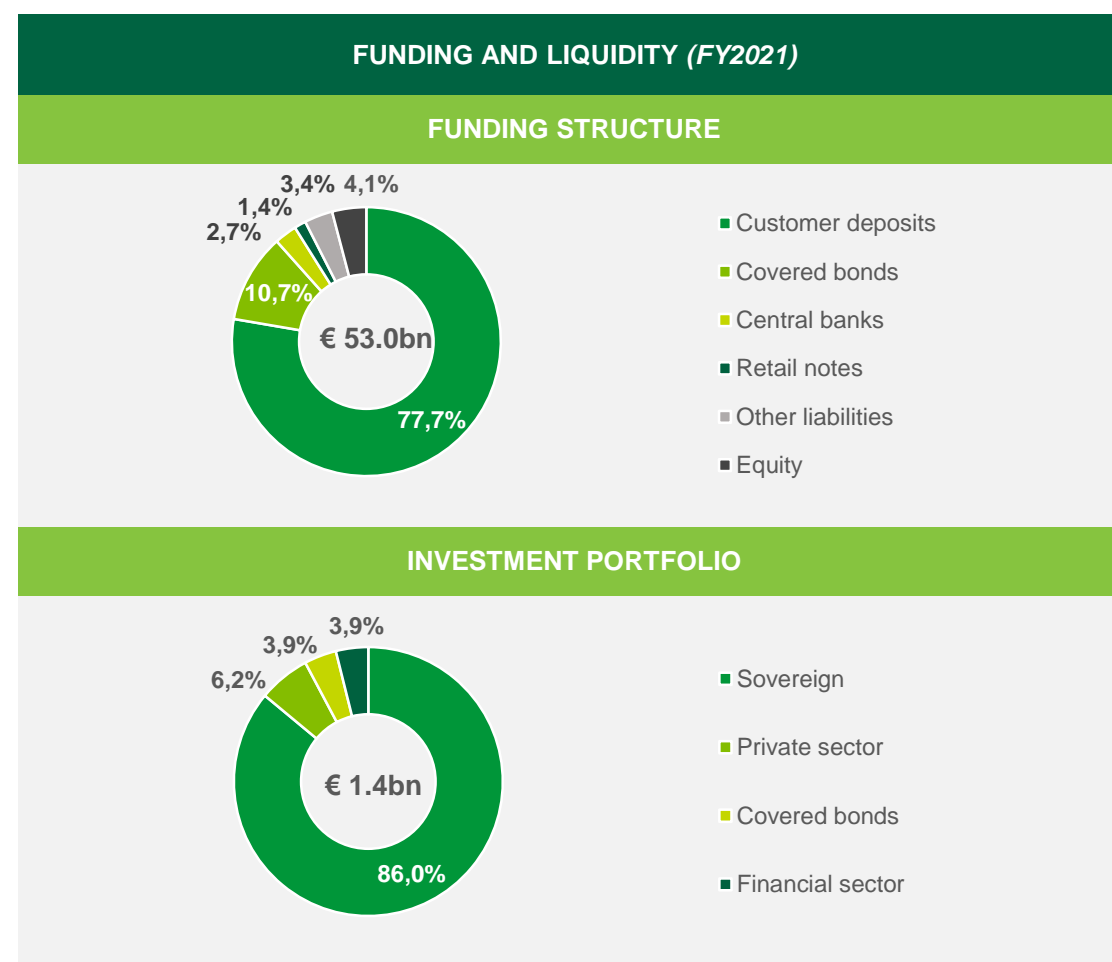
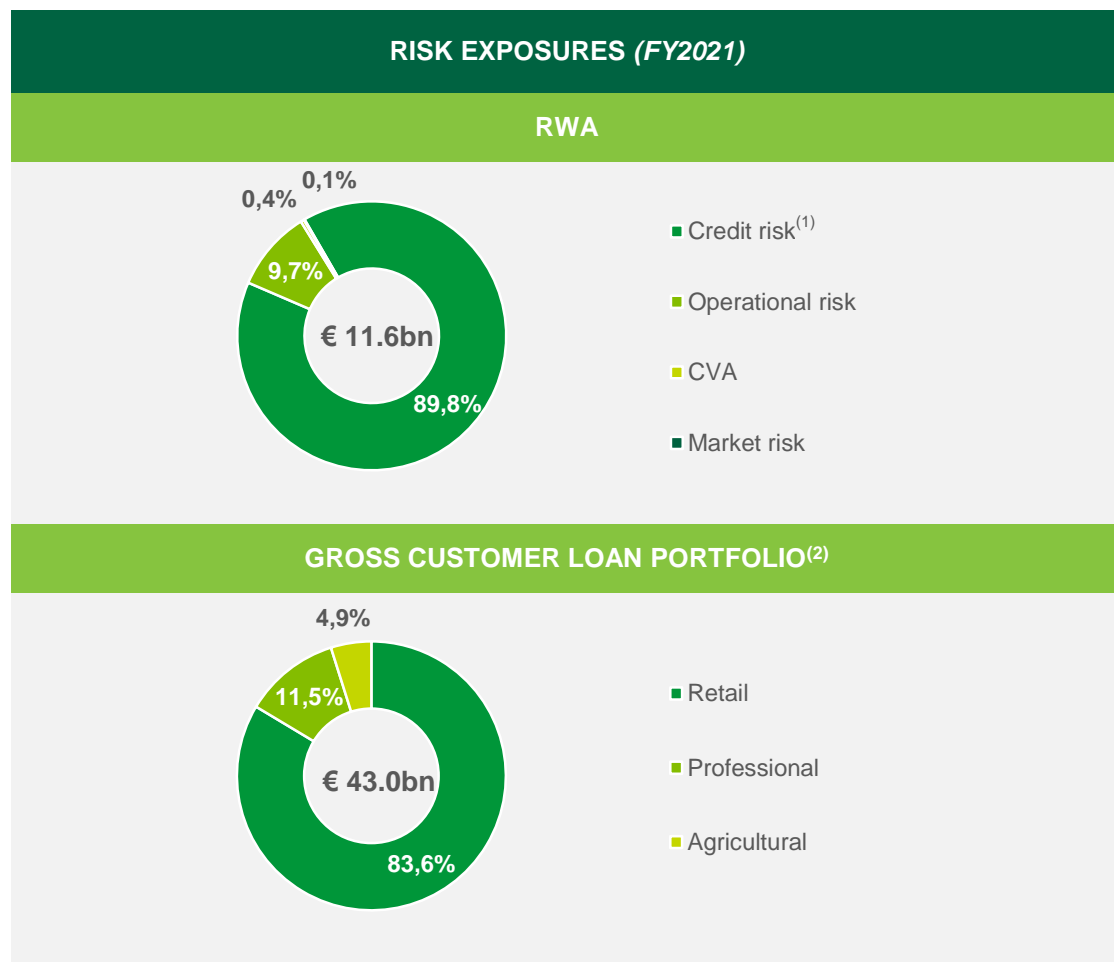
(2) Scope includes Crelan, CrelanCo and Europabank but excludes AXA Bank Belgium and its subsidiaries

(3) Excluding Agri & Food

(4) Distributed via brokers

Crelan Group risk profile

Prudent risk profile



Sources: 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	-	EXTREME CAUTION	x	EXCLUDED
	<ul style="list-style-type: none"> • Para-agricultural • Liberal professions and Healthcare • Craft or high value-added business • Activities with positive impact on environment • Conservation residential real estate projects 		<ul style="list-style-type: none"> • HORECA⁽¹⁾ • Stud farm / haras, sport and leisure business • Transportation • Resale real estate projects • Low value-added businesses 		<ul style="list-style-type: none"> • 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

(1) hotels, restaurant, coffee shops



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

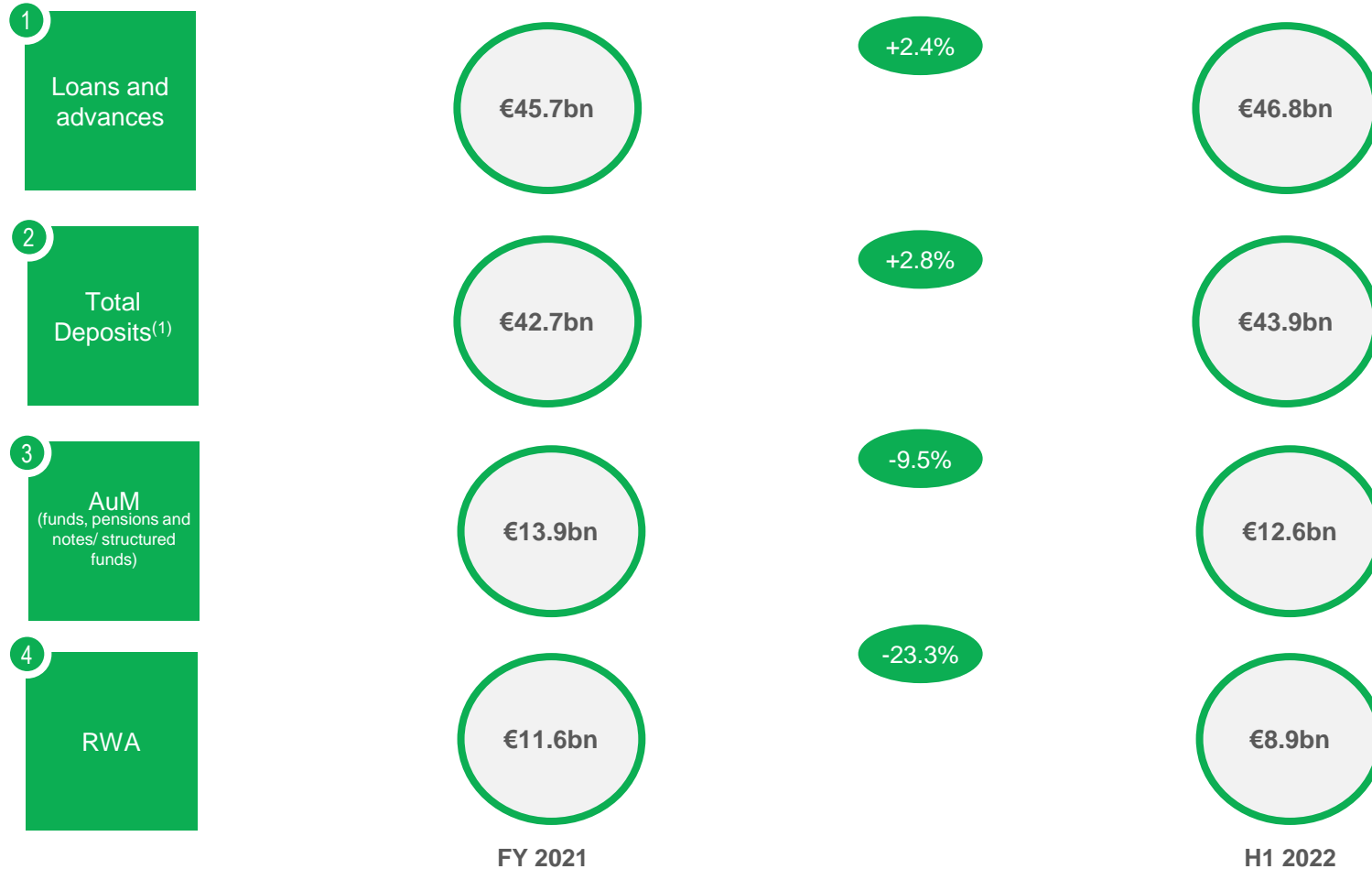
Excluded companies related to the tobacco sector, uncertified palm oil, illegal deforestation, coal

3. Financial performance & Asset quality

Business and financial performance in 2021 & H1 2022

Increase of total balance sheet supported by strong commercial momentum

CRELAN GROUP CONSOLIDATED BALANCE SHEETS⁽¹⁾ (FY 2021 - H1 2022)



COMMENTS ON H1 2022 RESULTS

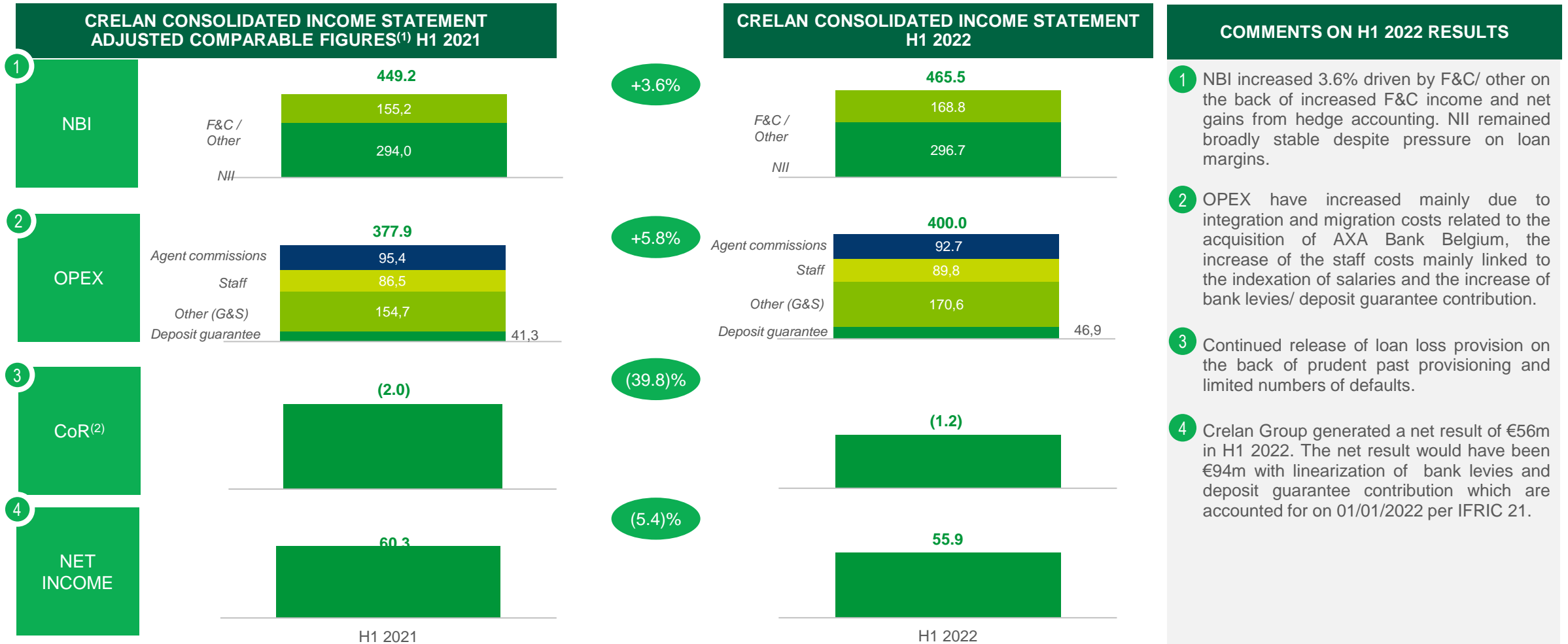
- 1 The balance sheet total grew by 0.6% (0.3 billion EUR) to 53.3 billion EUR with loan portfolio increasing by 1.1 billion EUR, reflecting strong mortgage production.
- 2 Current and savings accounts continue to grow leading to an increase of client deposit of 2.8%, +€1.2bn (including deposit from credit institutions).
- 3 Slight decrease of AuM (€-1.3bn) mainly driven by challenging market evolutions.
- 4 Sharp drop in RWA due to the introduction of a sectoral systemic risk buffer by the NBB, which replaces the previously higher macro prudential credit risk IRB add-ons.

Source: Group 2021 annual report (audited) and The Group 2022 semi annual report (audited)

⁽¹⁾ Including deposits from credit institutions

Business and financial performance in H1 2021 & H1 2022

Strong financial performance. Crelan generated €94m net income in H1 2022, adjusted for upfront bank levies, **well in line with the strategic objective of the combined bank.** P&L evolution over the period was driven by strong commercial momentum leading to an increase in fees, partially offset by higher costs (including integration and migration costs).



Sources: Group H1 2021 adjusted comparable financial figures (unaudited), the Group H1 2022 semi annual financial statements (audited).

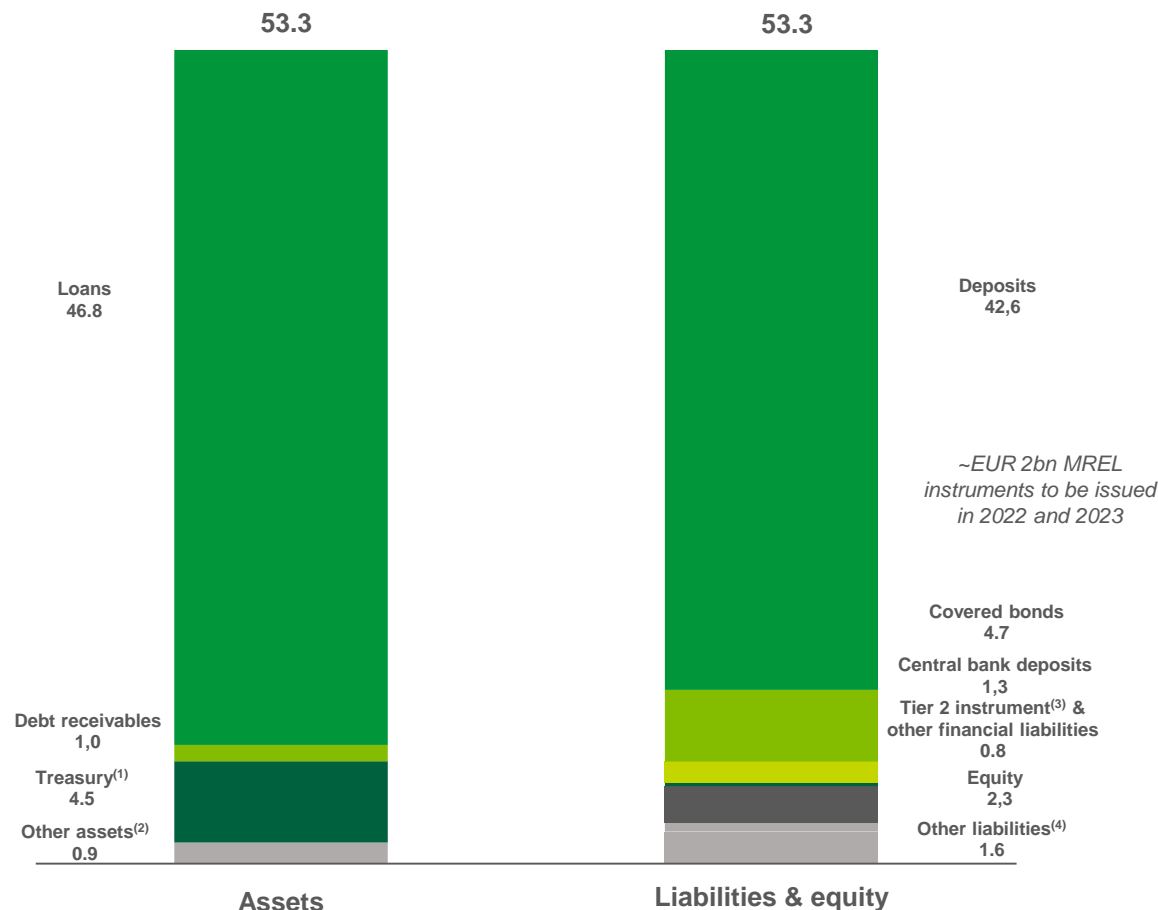
(1) Group H1 2021 figures are based on unaudited H1 2021 adjusted comparable financial figures after excluding specific items related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance. Comparable figures prepared according to the principles that have been used to prepare the pro forma financial figures for FY 2021 included in the base prospectus (see glossary for more info), including €14.8m positive net income impact related to the amortization of fair value remeasurements made under IFRS3 €6.9m positive net income impact from alignment of accounting policies and €2.5m as negative net income impact from the tier 2 issuance. The impact of the sale of Crelan Insurance (+€49.6m) and the negative goodwill arising from the acquisition of AXA Bank Belgium (+€528.2m) have been excluded from the adjusted comparable financial figures.

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

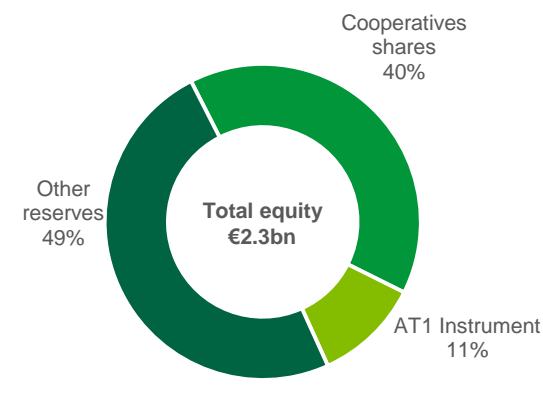
Crelan Group balance sheet

Simple balance sheet with robust funding, liquidity and solvency metrics

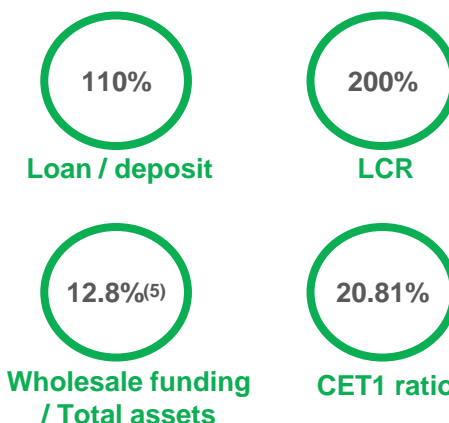
CONSOLIDATED BALANCE SHEET (H1 2022, bn€)



EQUITY BREAKDOWN



KEY RATIOS (H1 2022)



KEY TAKEAWAYS

- Simple balance sheet composed primarily of loans (88% of total assets) and customer deposits (80% 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 (200%).
- Robust financial position and a conservative risk profile, the consolidated CET1 ratio and total capital ratio of the Group stood at 20.81% and 25.87% as of 30/06/2022.

Source: Group 2022 semi annual report (audited)

(1) Including €(2.2bn) fair value changes of the hedged items in portfolio hedge of interest rate risk

(2) Including €160m DTA, €43m goodwill & intangible assets, €185m derivatives

(3) Issued Tier 2 instrument amounts to €214m

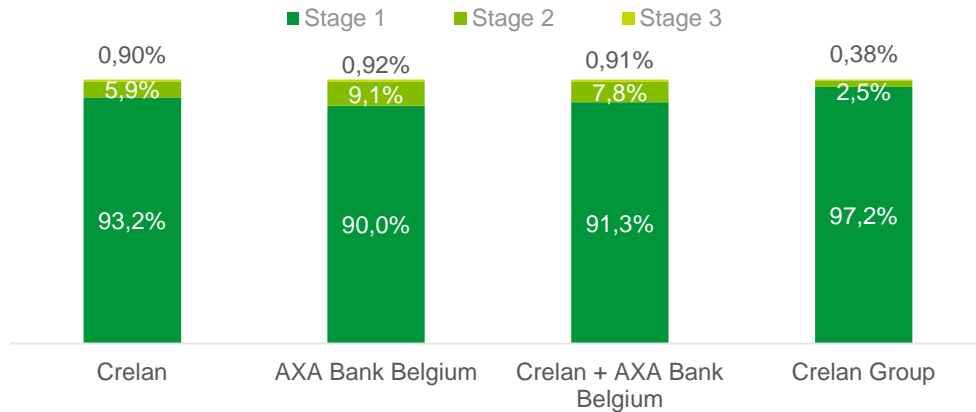
(4) Including €544m payable liabilities, €177m provisions, €186m DTL

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

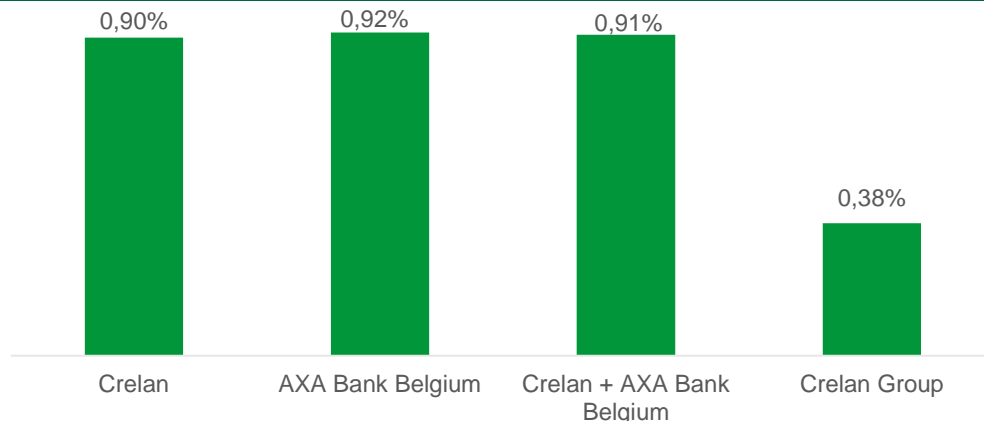
Loan portfolio

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

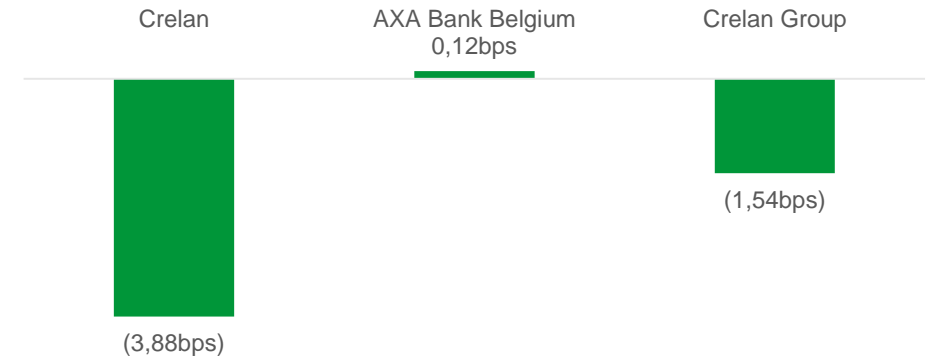
LOANS AND ADVANCES PORTFOLIO COMPOSITION BY IFRS 9 STAGE
(FY 2021, based on amount outstanding net on loan loss provision)



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



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



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: Group 2021 annual report (audited), the Issuer 2021 financial information (unaudited), AXA Bank Belgium 2021 annual financial statements (audited)

Note: 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

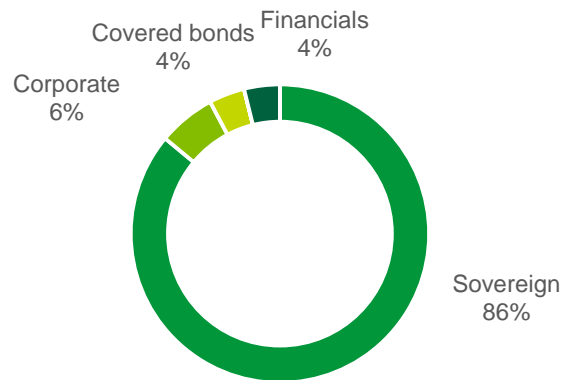
(1)Excluding the Group €22.2m IFRS 9 stages 1&2 impairments / Negative CoR indicates a net release of loan loss provision

Investment portfolio

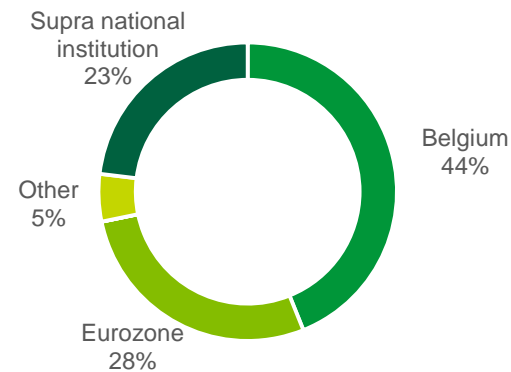
High quality investment portfolio mainly composed of investment grade EU (primarily core Europe) sovereign and supranational bonds

CRELAN GROUP (€1.4bn carrying value, FY2021)

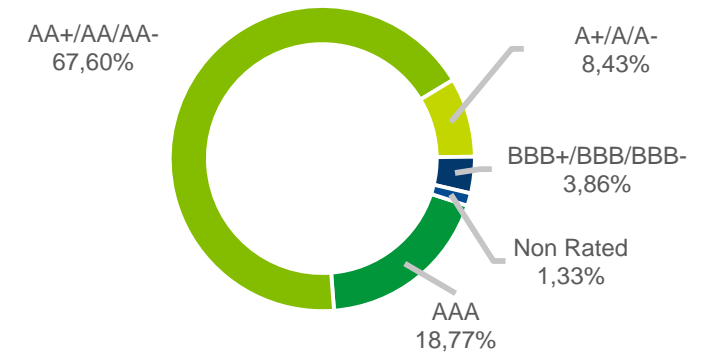
Investment portfolio by counterparty



Sovereign portfolio by geography



Investment portfolio by credit quality

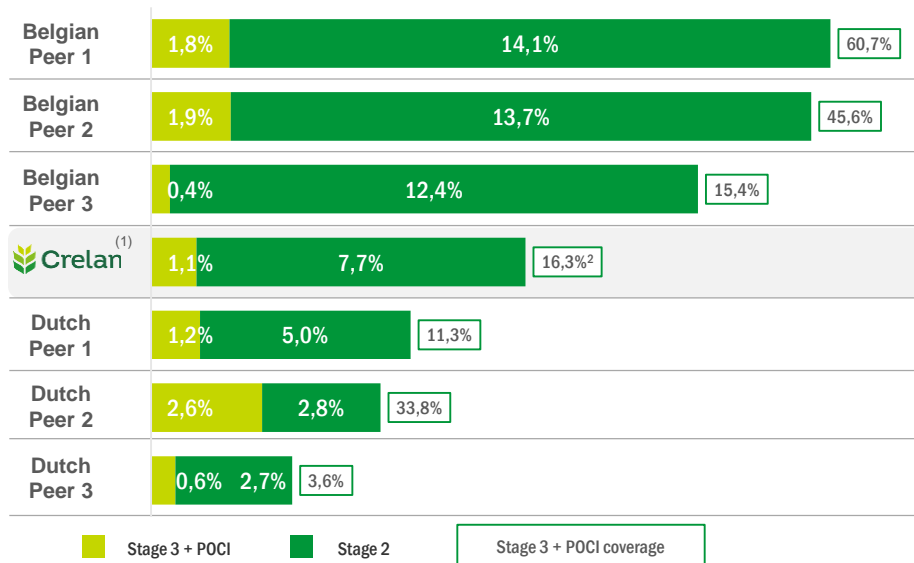


- Crelan investment policy follows both a liquidity and balance sheet structure strategy:
 - Investment horizon which matches the asset and liability structure of the balance sheet
 - Analysis and management of the liquidity cost
 - Ensure the autonomy under stress
 - Trading activities are not authorized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

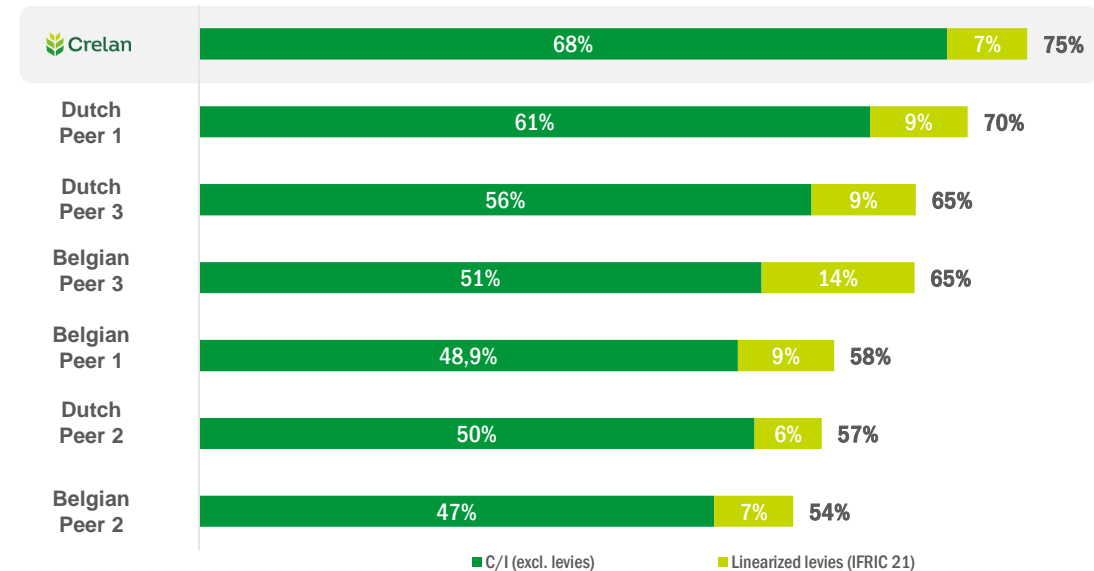
Crelan Group versus peers asset risk and profitability metrics

Crelan Group asset quality in line with peers

Stage 2 & Stage 3 + POCI loan ratios and coverage in 1H 2022



Cost/income ratios as of 1H 2022



- Crelan Group's asset quality is in line with its peers based on the latest Stages 2 and 3 + POCI loan ratios, yet better than the selected Belgian peers.
- Conservative, 26.9% Stage 3 standalone coverage ratio for a loan book mainly composed of secured lending (mortgages).
- The reported cost/income is higher than peers, which was a driver for the acquisition and the merger of AXA Bank with Crelan.
- The reported cost/income is due to improve once the integration costs will disappear and efficiency gains will emerge from the synergy between Crelan and AXA Bank.

Source: S&P Capital IQ Pro, company reports

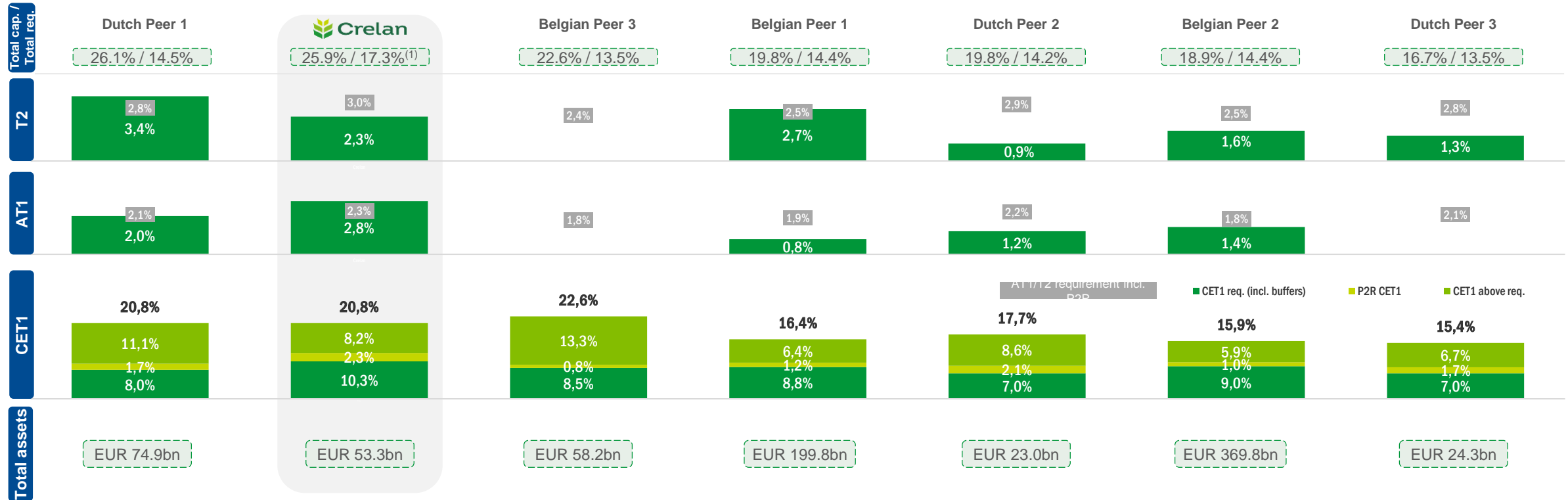
(1) Crelan H1 2022 includes AXA Bank Belgium

(2) Stage 3 cover ratio standalone stood at 26.9% as of 1H 2022, lower Stage 3 + POCI coverage is driven by POCI that are accounted for on a net basis.

Crelan Group versus peers capital position and requirements

Crelan Group capitalisation well positioned among Benelux peers

June 2022 composition of fully-loaded capital and capital requirements (% RWA)



- Crelan Group benefits from very strong CET1 and total capital ratios compared to its peers with significant buffers above requirements.
- The future evolution could be influenced by issuance of cooperative shares and retained earnings.

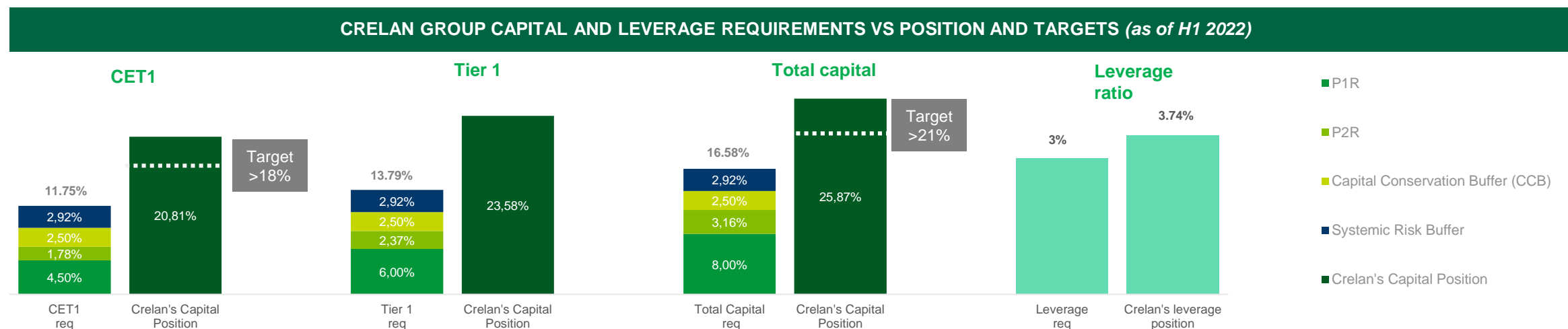
Source: Company reports

(1) Including Other systemically important institution (O-SII) buffer of 0.75% for comparability purposes with peers, but was not yet applicable as of H1 2022 (applicable since 01 January 2023), and P2R of 3.16% (compared to 4.15% as per 30/06/2022)

4. Solvency and liquidity

Crelan Group capital, leverage position & requirements

Significant buffers above requirements



- Capital requirements are based on the requirements applicable to Crelan Group as at 30/06/2022 on a consolidated basis. Note that Crelan Group already applied a weighted average P2R as per the ECB guide on the supervisory approach to consolidation in the banking sector
- Crelan Group 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 :
 - A P2R of 3.16% applies
 - A O-SII buffer of 0.75% will apply to Crelan Group from 1 January 2023
- As of May 1, 2022 the NBB introduced a new Belgian macro-prudential tool (Sectoral Systemic Risk Buffer) to ensure capital buffers will be available when risks on the mortgage market materialize. This buffer replaced the macro-prudential RWA add-ons on the IRB portfolio (5% on Belgian real estate exposure and 33% on Belgian real estate RWA). Note that this systemic risk buffer depends on the proportion of exposures secured by real estate to all exposures and can therefore vary throughout the year
- Crelan must meet the 3% leverage ratio requirement. As of 30/06/2022, Crelan's leverage ratio stood at 3.74% on a consolidated basis and at 5.45% at the Federation perimeter ⁽¹⁾. Crelan's internal objective is to achieve a consolidated basis leverage ratio of 4.1% by 31/12/2024

Source: Group 2022 semi annual report

Notes: The Issuer's position is based on unaudited consolidated regulatory reporting (COREP) for the Group at 30/06/2022

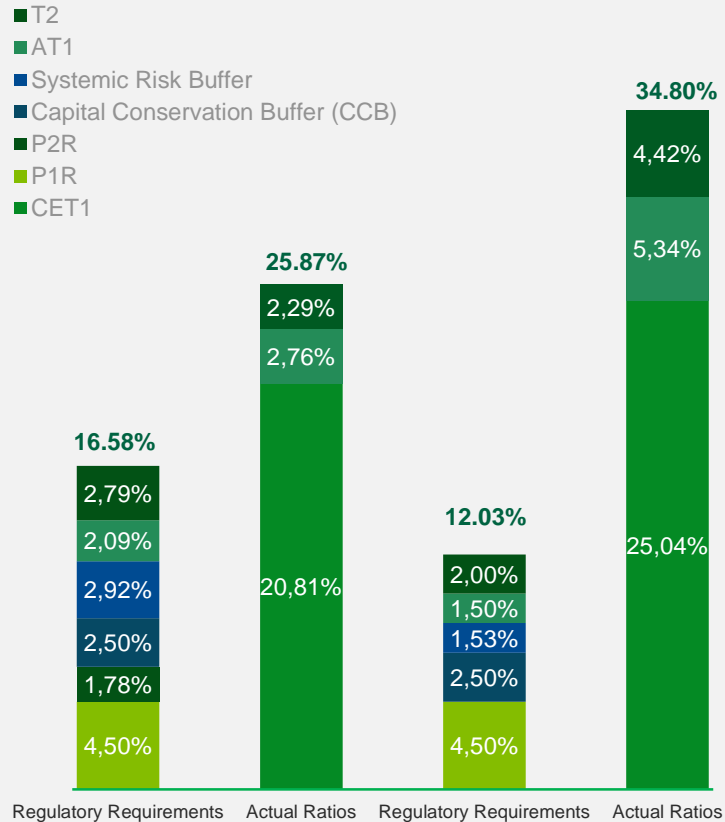
(1) See page 9 for the definition of the Federation Perimeter

Crelan capital requirements, MDA and ADIs

Strong buffers to MDA restrictions levels with ADIs comfortably covering AT1 coupons

Capital requirements

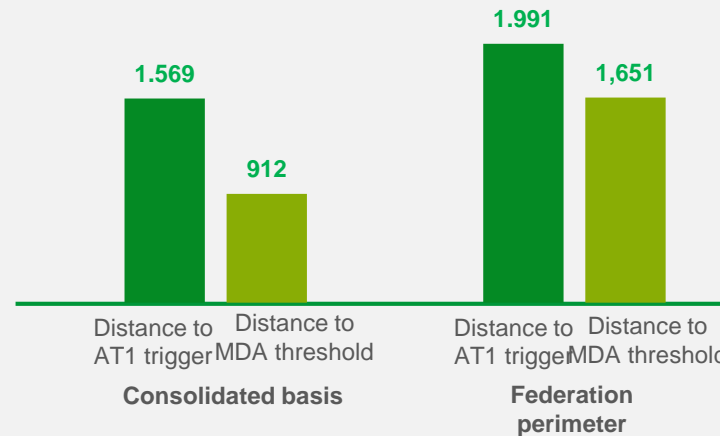
Crelan Group
Federation perimeter



Robust capital position

- CET1 ratio of 20.81% (consolidated) and 25.04% (solo, Crelan Federation perimeter⁽¹⁾) as of 30/06/2022
- Significant buffer to 5.125% trigger as of 30/06/2022:
 - 1,569bps (€1,389m) on a consolidated basis
 - 1,991 bps (€915m) at the Federation perimeter
- Material CET1 buffer to MDA restrictions level as of 30/06/2022:
 - 912 bps (€807m) on a consolidated basis
 - 1,651 bps (€759m) at the Federation perimeter

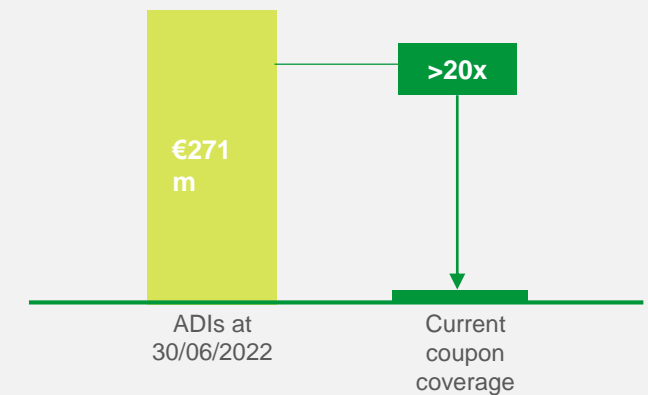
Distance to AT1 trigger and MDA threshold (bps)



Low non-payment risk

- Crelan does not anticipate any regulatory restrictions on AT1 coupons
- Comfortable distance to MDA with AT1 bucket already filled (based on 245m AT1 issued to AXA SA)
- ADI of €271m (solo, Federation perimeter) as of 30/06/2022 representing > 20x coupon coverage of the outstanding AT1 instrument
- Payment capacity supported by the bank's profit generation; net income/ loss for the financial year feeds directly into the ADI calculation

ADIs at the Federation perimeter



(1) Crelan Co & Crelan SA consolidated (without consolidation of other entities)

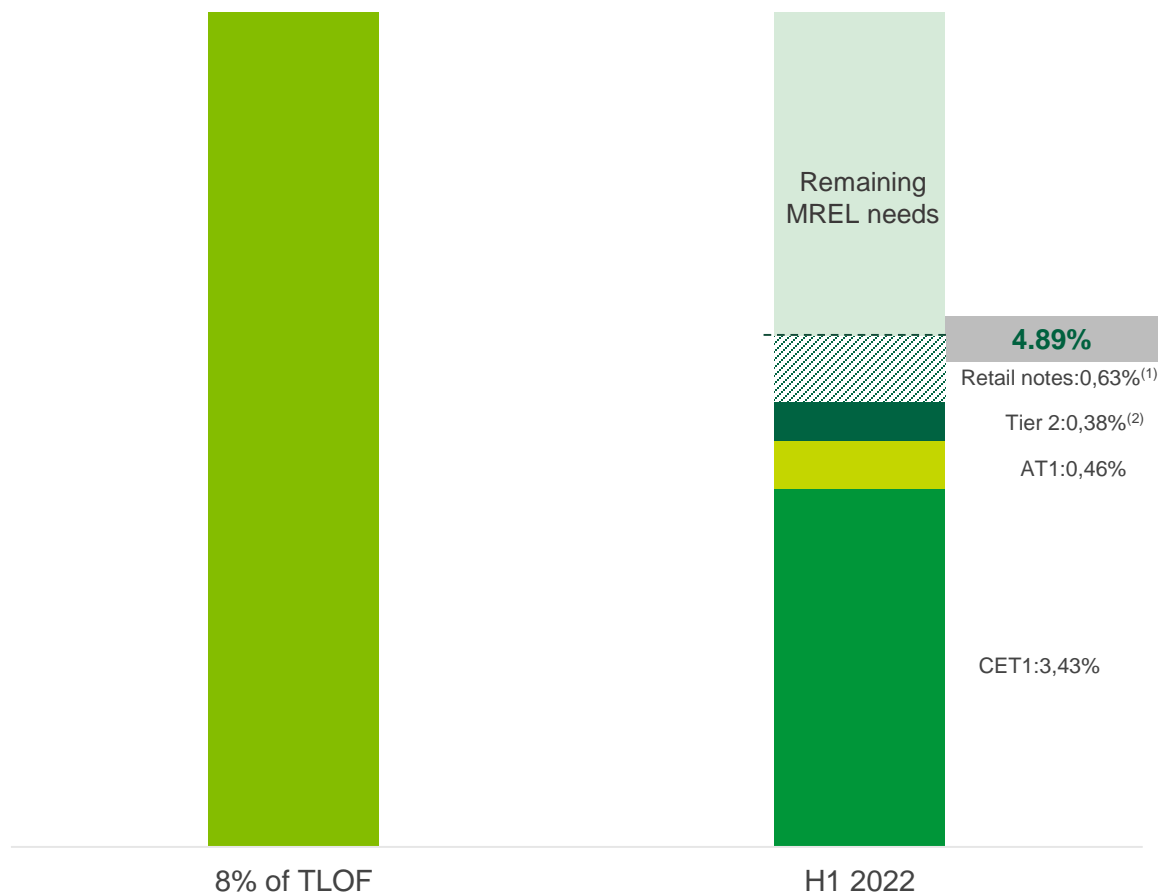
(2) T2 portion of P1R and P2R

(3) AT1 portion of P1R and P2R

(4) CET1 portion of Regulatory Requirements

Crelan Group MREL position and expected requirements

MREL stood at 4.89% of TLOF as at 30/06/2022. Crelan Group 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 H1 2022, the consolidated ratio amounted to 4.89%.
- 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)**
- The MREL position stated has not been adjusted to account for Crelan's EUR 300m inaugural Senior Non-Preferred transaction, issued in September 2022

Source: Group 2022 Interim 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

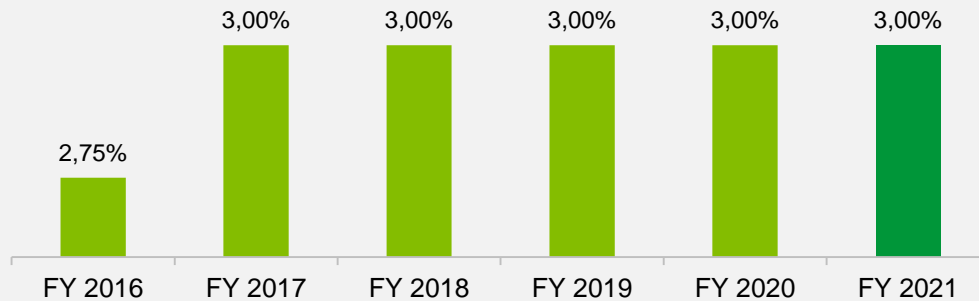
Stable dividend policy and cooperative capital over the recent years

DIVIDEND POLICY

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

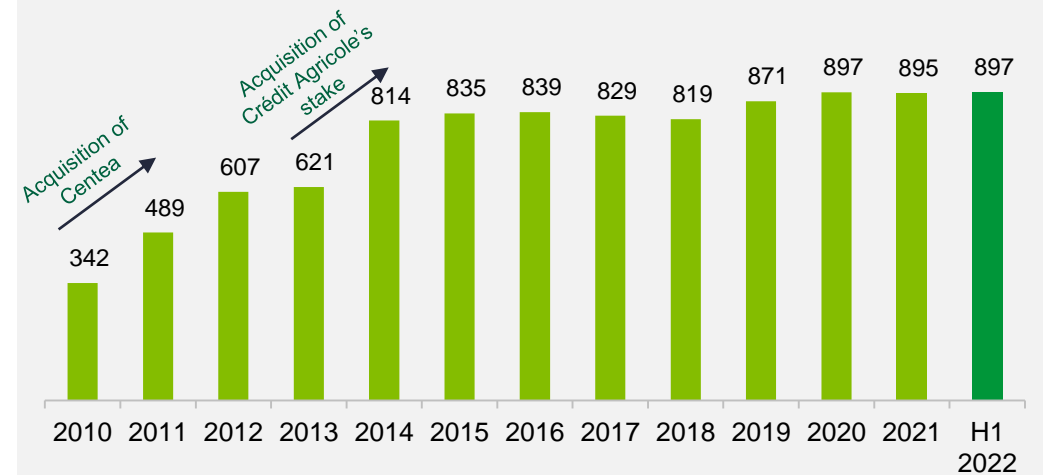
- the legal and statutory framework, in particular the rules of the Crelan Federation setting the maximum dividend that can be distributed (6% of nominal value);
- the solvency position and the profitability of the Crelan Group; and
- market conditions

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



- Crelan has paid a dividend of 3% for FY 2021 in May 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
- 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 by 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	1H 2021 COMPARABLE	EXCLUDING SPECIFIC ITEMS		1H 2021 ADJUSTED COMPARABLE
		GAIN ON SALE OF CRELAN INSURANCE	NEGATIVE GOODWILL(2)	
Net banking income	502	(53)		449
Operating expenses	(378)			(378)
Cost of risk	2			2
Provisions	6			6
Negative goodwill	528		(528)	--
Taxes	(19)	--	--	(19)
Net income	641	(53)	(528)	60

Source: Group H1 2021 figures are based on unaudited H1 2021 adjusted comparable financial figures after excluding specific items related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance

(1) Transaction costs related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance which are included in other expenses.

(2) Negative goodwill related to the acquisition of AXA Bank Belgium and directly accounted for as a gain in the income statement.

Income statements comparison H1 2021 – H1 2022

	Crelan Group Adjusted Comparable	Crelan Group	Evolution	
Financial statements (in EUR)	30/06/2021	30/06/2022		
Financial and operating income and expenses	353.8	372.8	19	5.37%
Interest income	533.5	440.1	-93.4	-17.50%
Interest expense	-239.5	-143.4	96.1	-40.13%
Net Interest Income	294	296.7	2.7	0.93%
Dividend income	0.3	0.3	0	-1.15%
Fee and commission income	117.8	123.9	6.1	5.24%
Fee and commission expense	-95.4	-92.6	2.7	-2.88%
Realised gains (losses) on financial assets & liabilities not measured at fair value through profit or loss, net	4	4.5	0.5	11.96%
<i>Gains (losses) on financial assets and liabilities held for trading (net)</i>	<i>0.9</i>	<i>-32.6</i>	<i>-33.5</i>	<i>-</i>
<i>Gains or (-) losses on non-trading financial assets mandatorily at fair value through profit or loss, net</i>	<i>0.1</i>	<i>-0.1</i>	<i>-0.2</i>	<i>-</i>
<i>Gains (losses) on financial assets and liabilities designated at fair value through profit or loss (net)</i>	<i>4.7</i>	<i>35.8</i>	<i>31.1</i>	<i>-</i>
<i>Gains (losses) from hedge accounting</i>	<i>9.9</i>	<i>19.7</i>	<i>9.7</i>	<i>-</i>
<i>Exchange differences (net)</i>	<i>-4.1</i>	<i>-3.7</i>	<i>0.4</i>	<i>-</i>
Total⁽³⁾	11.5	19.1	7.6	65.87%
Gains (losses) on derecognition of assets other than held for sale (net)	0	0	0	-
Other operating income	21.7	21.1	-0.6	-2.83%
Other operating expense	-0.1	-0.1	0	-
Administration costs	-275.2	-300.6	-25.4	9.24%
Personnel expenses	-86.4	-89.8	-3.4	3.94%
General and administrative expenses	-147.4	-163.9	-16.5	11.17%
Cash contributions to resolution funds and deposit guarantee schemes	-41.4	-46.9	-5.5	13.40%
Depreciation	-7.1	-6.7	0.4	-5.10%
Property, Plant, Equipment	-5.5	-4.7	0.8	-13.28%
Intangible fixed assets (other than goodwill)	-1.6	-2	-0.4	22.39%
Modification gains or (-) losses	-0.2	0	0.2	-
Provisions	6.4	8.4	2	30.60%
Impairments	2	1.2	-0.8	-39.76%
Negative goodwill immediately recognised in profit or loss	0	3.8	3.8	-
TOTAL PROFIT OR LOSS BEFORE TAX FROM CONTINUING OPERATIONS	79.7	78.8	-0.9	-1.12%
Tax expense (income) related to profit or loss from continuing operations	-19.4	-22.9	-3.5	17.93%
NET PROFIT OR LOSS	60.3	55.9	-4.4	-7.25%

Sources: Group H1 2021 comparable adjusted financial figures (unaudited), the Group H1 2022 semi annual financial statements (audited).

Group H1 2021 figures are based on unaudited H1 2021 adjusted comparable financial figures after excluding specific items related to the acquisition of AXA Bank Belgium and the sale of Crelan Insurance

1. Comparable figures prepared according to the principles that have been used to prepare the pro forma figures included in the base prospectus, see glossary for more info
2. Movements of interest income and expenses reflects mainly IFRS3, accounted for on a net basis in the comparable figures
3. The sections "Gains or (-) losses on financial assets & liabilities held for trading, net", "Gains or (-) losses on financial assets & liabilities designated at fair value through profit or loss, net", "Gains (losses) on non-trading financial assets mandatorily at fair value through profit or loss (net)", "Gains or (-) from hedge accounting, net" and "Exchange differences" are to be considered together. Due to IFRS3, the value of assets and liabilities of ABB are integrated at fair value. This leads to less interest income and less interest expense. Increase of operational costs due to integration and migration

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

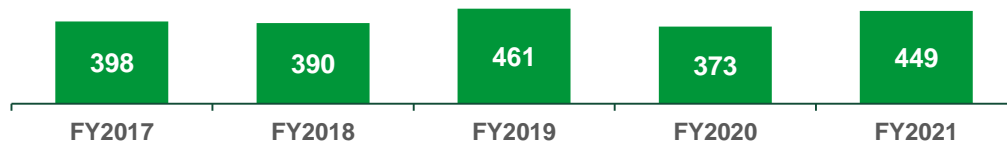


Limited savings and credit offering including loans, mortgages and leasing



Domestic payments acquirer offering merchant services for MasterCard and Visa

LOAN PRODUCTION (€m)



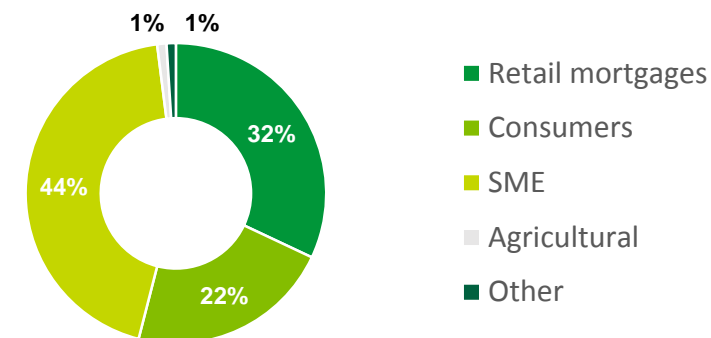
KEY FINANCIAL DATA (FY2021)



BRANCH NETWORK



CREDIT RISK EXPOSURES (FY 2021)



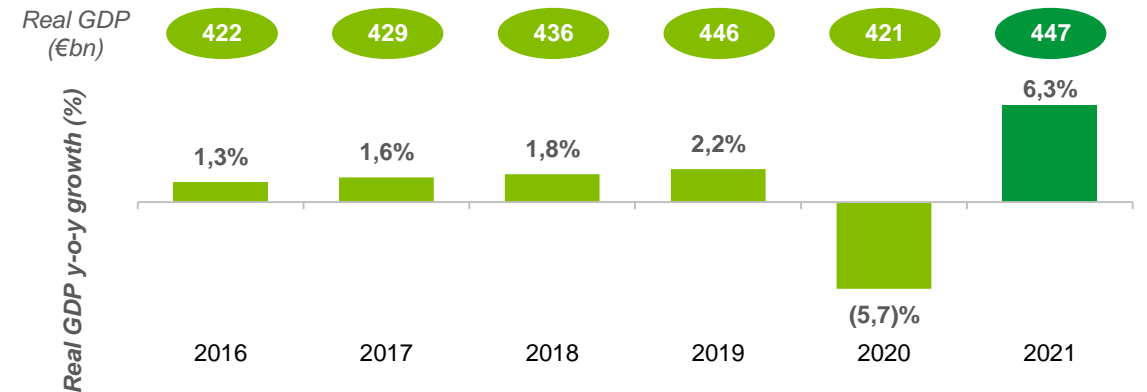
Belgian macroeconomic environment

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

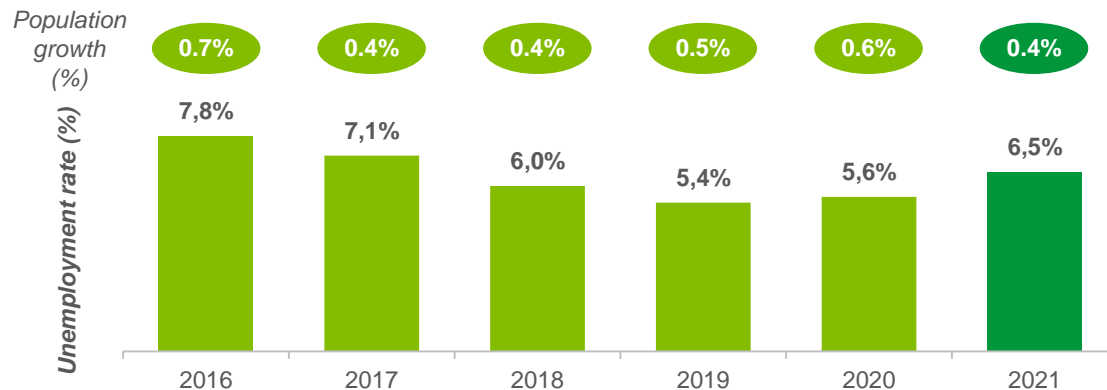
OVERVIEW

- 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

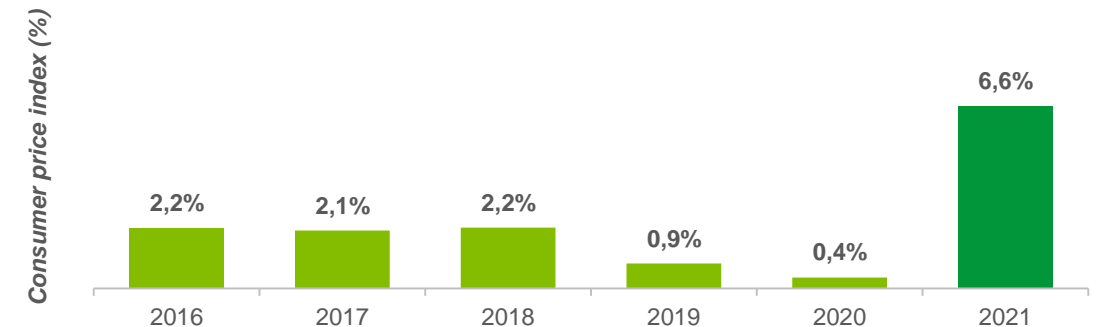
REAL GDP GROWTH REBOUNDED IN 2021



STABLE UNEMPLOYMENT RATE AND POPULATION GROWTH



PRICE INCREASE IN 2021 IN LINE WITH MACRO ENVIRONMENT



Belgian banking market

Attractive and sound Belgian banking market with robust growth prospects

OVERVIEW

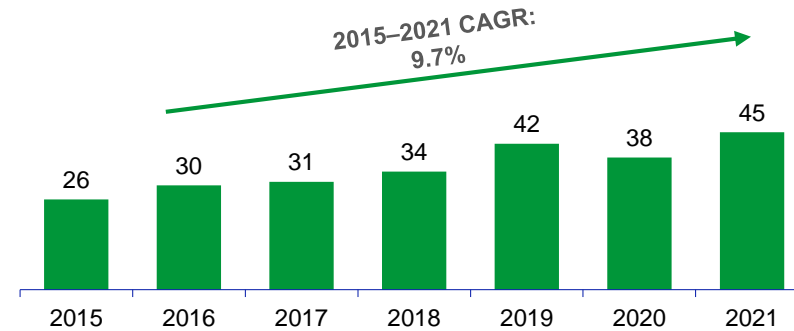
- Sound and resilient Belgian economy positively supporting banking market development. Very resilient mortgage books throughout the crisis underpinned by prudent lending and contained house price evolution
- Belgian households' indebtedness is in line with other European developed markets
- NPL ratio 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

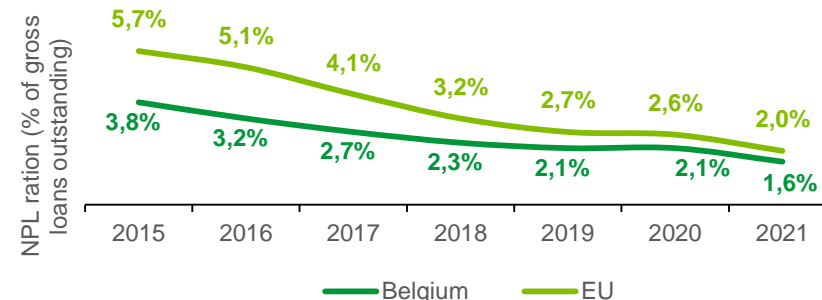
A SOUND AND GROWING BANKING MARKET IN BELGIUM...



NEW MORTGAGE PRODUCTION (EXCL. REFINANCING) IN BELGIUM (€BN)
GREW AT 10% 2015-2021 CAGR



LOW AND STABLE NPL RATIO IN BELGIUM VS. EU



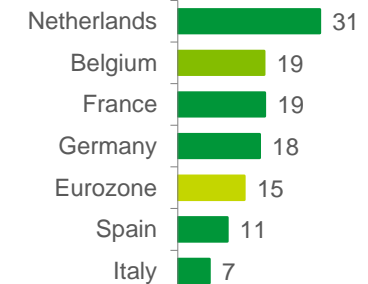
2

... WITH POTENTIAL FOR FURTHER GROWTH

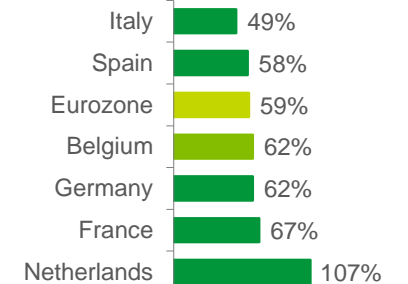


A MARKET WITH ROOM FOR FURTHER MORTGAGE LOAN DEVELOPMENT

Housing loans per capita by country (June 2022, €k)

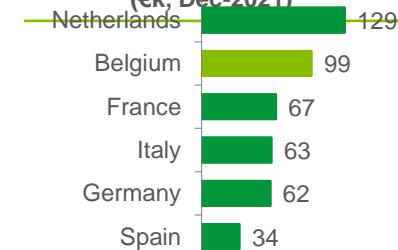


Households' debt as % GDP by country (December 2021)

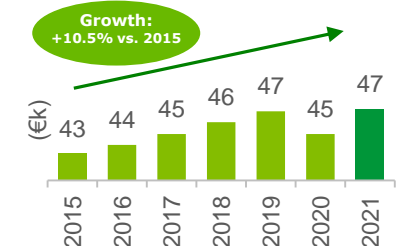


A WEALTHY MARKET WITH A HIGH LEVEL OF NET WORTH ACCUMULATION

Net financial assets per capita (€k, Dec-2021)



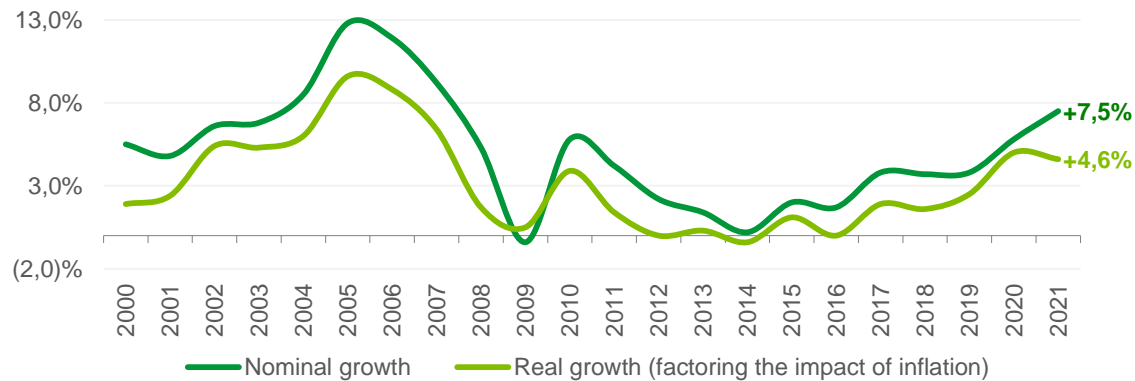
Increasing Belgian average household disposable income



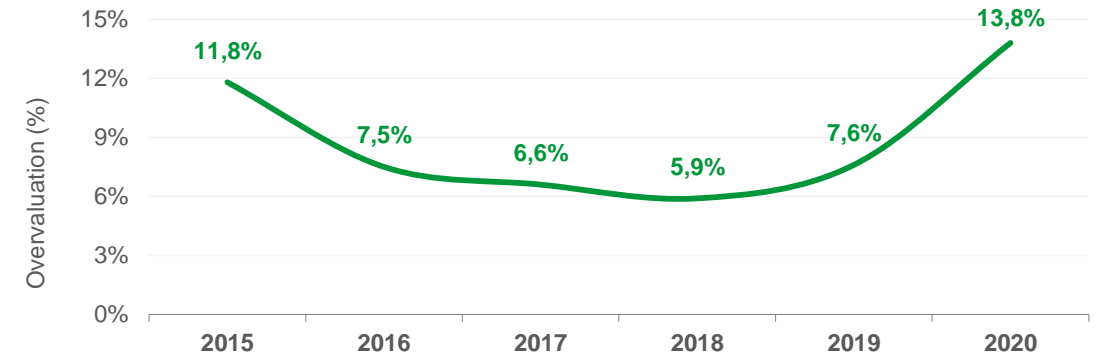
Belgian real estate market

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

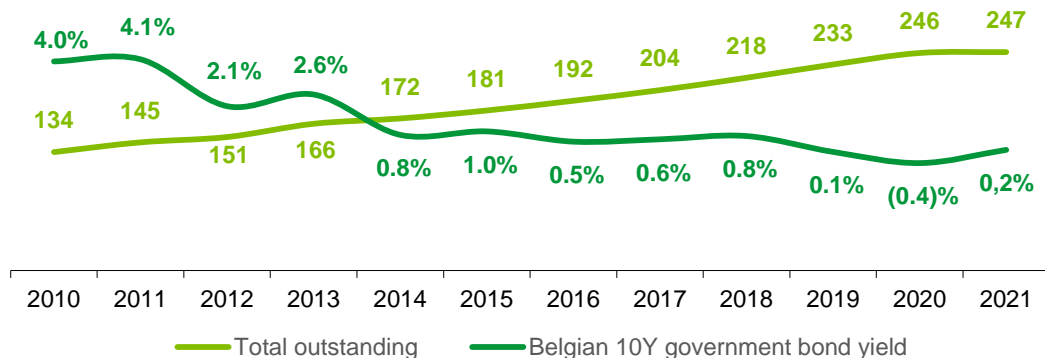
House prices steadily increased faster than inflation from 2010 to h2 2020 where inflation jumped to mid / high single digit



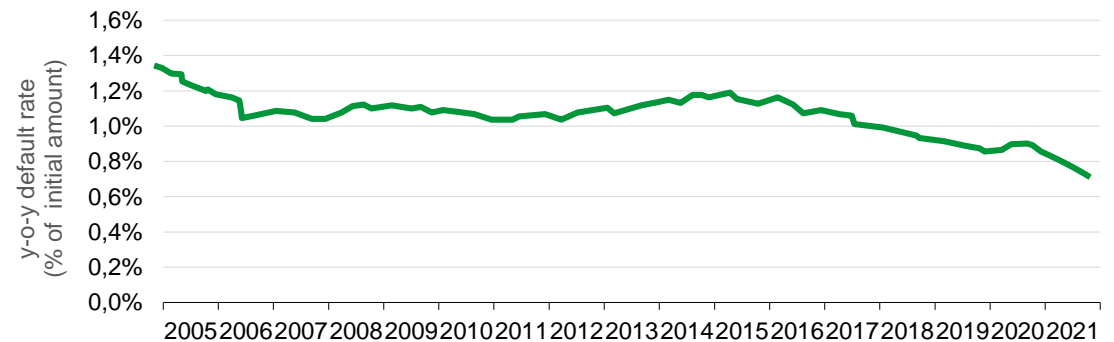
Limited risk of overvaluation with a market which evolved at a lower pace than in other European countries



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 to record low 0.7% thanks to more stringent underwriting criteria with LTV reducing (62% of mortgages originated in 2021 had a LTV at origination ≤80%)



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

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



- 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-learning 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



- 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



- 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 information

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
ALAC	Additional Loss Absorbing Capacity. Bank hybrid capital instruments that can absorb losses of a bank at or near non-viability
AM	Asset Manager
AT1	Additional Tier 1
Available Distributable Items (ADI)	[Amount of profits at the end of the period + profits brought forward + reserves available to holders of own funds instruments - any losses brought forward - profits which are non-distributable]
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]
[H1 21 Comparable figures]	Comparable figures that have been prepared according to the principles that have been used in order to prepare the pro forma figures included in the (base) prospectus
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
Distance to AT1 trigger	The distance between an AT1 trigger point (5.125% CET1 for the proposed CET1) and a bank's reported CET1 ratio
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]
Maximum Distributable Amount (MDA)	The maximum Distributable Amount Crelan are allowed to pay (calculated according to a pre-defined regulatory formula) in the form of dividends, discretionary coupons and new obligations to pay bonuses and pension rights if they fail to meet their combined buffer requirements
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]

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