

Corporate Governance

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Transparent Corporate Governance

Baloise is a company that adds value, and, as such, we attach great importance to practising sound, responsible corporate governance.

Operating in line with the requirements of the Swiss Code of Best Practice and the SIX Corporate Governance Guidelines, Baloise strives to foster a corporate culture of high ethical standards that emphasises the integrity of the Company and its employees. Baloise is convinced that high-quality corporate governance has a positive impact on its long-term performance.

This chapter reflects the structure of the SIX Corporate Governance Guidelines as amended on 20 March 2018 in order to enhance transparency and, consequently, improve comparability with previous years and other companies. It includes the requirements of economiesuisse's Swiss Code of Best Practice for Corporate Governance and, in particular, Appendix 1 to the latter, which contains recommendations on the remuneration paid to the Board of Directors and the Executive Committee. In item 5 of its Corporate Governance Report, Baloise publishes the principles used to determine the content and scope of the disclosures on remuneration in the Remuneration Report (Appendix 1 to the Corporate Governance Report, page 88 onwards).

The information contained in the Corporate Governance Report refers to the situation on the balance sheet date (31 December 2018). Additional reference is made to material changes occurring between the balance sheet date and the print deadline for the Annual Report. This includes the appointment of Alexander Bockelmann to Corporate Division IT with effect from 1 February 2019. The corporate division is responsible for simplifying the Group's IT landscape and, on the basis of the strategy, driving forward the Group's transformation and digitalisation. The organisational structure of Corporate Division IT will be established during the course of 2019.

Sustainable business management has long played an important role at Baloise and is described in a dedicated section of the Annual Report from page 38 onwards.

1. STRUCTURE OF THE BALOISE GROUP AND SHAREHOLDER BASE

Structure of the Baloise Group

Headquartered in Basel, Switzerland, Baloise Holding is a public limited company that is incorporated under Swiss law and listed on the Swiss Exchange (SIX). The Baloise Group had a market capitalisation of CHF 6,608 million as at 31 December 2018.

- ▶ Information on Baloise shares can be found from page 8 onwards.
- ▶ Significant subsidiaries, joint ventures and associates as at 31 December 2018 can be found from page 264 onwards in the notes to the consolidated annual financial statements, which form part of the Financial Report.
- ▶ Segment reporting by region and operating segment can be found from page 197 onwards in the notes to the consolidated annual financial statements within the Financial Report section.
- ▶ The Baloise Group's operational management structure is presented on page 82 onwards.

Shareholder base

As a public company with a broad shareholder base, Baloise Holding is a member of the SMI Mid (SMIM) Index.

Shareholder structure

A total of 20,377 shareholders were registered in Baloise Holding's share register as at 31 December 2018. The number of registered shareholders had decreased by 2.00 per cent compared with the previous year. The "Significant shareholders" section on page 285 provides information on the structure of the Company's shareholder base as at 31 December 2018.

The reports that were submitted to the issuer and to SIX Swiss Exchange AG's disclosure office during the reporting year in compliance with article 120 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinfraG) and were published on the latter's electronic reporting and publication platform in compliance with article 124 FinfraG can be viewed using the search function at www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html.

Treasury shares

Baloise Holding held 1,640,025 treasury shares (3.36 per cent of the issued share capital) as at 31 December 2018.

Cross-shareholdings

There are no cross-shareholdings based on either capital ownership or voting rights.

2. CAPITAL STRUCTURE

Dividend policy

Baloise Holding pursues a policy of paying consistent, earnings-related dividends. It uses other dividend instruments such as share buy-backs and options to supplement conventional cash dividends. Shareholders have received a total of CHF 1,638.4 million from cash dividends and share buy-backs over the last five years.

	Cash dividends	Share buy-backs	Total
Year (CHF million)			
2014	250.0	–	250.0
2015	250.0	59.1	309.1
2016	260.0	54.8	314.8
2017	273.3	63.3	336.6
2018	292.8 ¹	135.1	427.9
Total	1,326.1	312.3	1,638.4

All figures stated as at 31 December.

¹ Proposal to the Annual General Meeting on 26 April 2019.

Baloise Holding's equity

The table below shows the changes in equity during the last three reporting years.

CHANGES IN BÂLOISE HOLDING'S EQUITY (BEFORE APPROPRIATION OF PROFIT)

	31.12.2016	31.12.2017	31.12.2018
CHF million			
Share capital	5.0	4.9	4.9
General reserve	11.7	11.7	11.7
Reserve for treasury shares	2.3	6.1	6.4
Free reserves	573.9	472.4	566.1
Distributable profit	289.6	367.9	412.6
Treasury shares	– 156.6	– 71.8	– 206.7
Equity attributable to Baloise Holding	725.9	791.2	795.0

Since the capital reduction decided on 28 April 2017, the share capital of Baloise Holding has totalled CHF 4.88 million and is divided into 48,800,000 dividend-bearing registered shares with a par value of CHF 0.10 each.

Authorised and conditional capital; other financing instruments

Authorised capital

A resolution adopted by the Annual General Meeting on 28 April 2017 has authorised the Board of Directors until 28 April 2019 to increase the Company's share capital by up to CHF 500,000 by issuing up to 5,000,000 fully paid-up registered shares with a par value of CHF 0.10 each (see article 3 [4] of the Articles of Association).

www.baloise.com/rules-regulations

Conditional capital

The 2004 Annual General Meeting created conditional capital. This capital enables the Company's share capital to be increased by up to 5,530,715 registered shares with a par value of CHF 0.10 each (see article 3 [2] of the Articles of Association). This constitutes a nominal share capital increase of up to CHF 553,071.50.

Conditional capital is used to cover any option rights or conversion rights granted in conjunction with bonds and similar securities. Shareholders' pre-emption rights are disapplied. Holders of the pertinent option rights and conversion rights are entitled to subscribe for the new registered shares. The Board of Directors may restrict or disapply shareholders' pre-emption rights when issuing warrant-linked bonds or convertible bonds in international capital markets (see article 3 [3] of the Articles of Association).

www.baloise.com/rules-regulations

Other equity instruments

The Company has no profit-participation certificates.

The Baloise Group's consolidated equity

The Baloise Group's consolidated equity amounted to CHF 6,008.2 million on 31 December 2018. Details of changes in consolidated equity in 2017 and 2018 can be found in the consolidated statement of changes in equity on pages 124 and 125 in the Financial Report. All pertinent details relating to 2016 can be found in the consolidated statement of changes in equity on page 118 in the Financial Report within the 2017 Annual Report.

Bonds outstanding

Baloise Holding and Baloise Life Ltd (with Baloise Holding acting as guarantor) have issued bonds publicly. As at the end of 2018, a total of eight public bonds were outstanding. On 28 January 2019, Baloise Holding will issue an additional bond worth CHF 200 million, which will replace the Baloise Holding bond that matures in 2019. Details of outstanding bonds can be found on pages 243 and 283 and on the website.

www.baloise.com/bonds

Credit rating

On 27 June 2018, credit rating agency Standard & Poor's upgraded the rating of the Swiss units Baloise Insurance Ltd and Baloise Life Ltd from "A with a positive outlook" to "A+ with a stable outlook". Standard & Poor's awarded this credit rating in recognition of Baloise's excellent capitalisation – which is comfortably above the AAA level according to the S&P capital model – as well as its high operational profitability, robust risk management and solid competitive position in its profitable core markets. Information about the ratings of Baloise Holding Ltd, the Belgian subsidiary Baloise Belgium NV and the German subsidiary Basler Sachversicherungs-AG, which were also upgraded, can be found on the website.

www.baloise.com/s&prating

3. BOARD OF DIRECTORS

Election and term of appointment

The Board of Directors consisted of ten members last year. Since 1 January 2019, it has had nine members because Karin Keller-Sutter stepped down from the Board of Directors with effect from 31 December 2018 after being elected to the Swiss Federal Council. Each member of the Board of Directors has been elected for a term of one year at a time.

As at 31 December 2018, the average age on the Board of Directors was 58 years.

Members of the Board of Directors

All members of the Board of Directors – including the Chairman – are non-executives. They were not involved in the day-to-day management of any Baloise Group companies in any of the three financial years immediately preceding the reporting period, and they maintain no material business relationships with the Baloise Group.

During the reporting year, Dr Andreas Beerli, Dr Georges-Antoine de Boccand, Dr Andreas Burckhardt, Christoph B. Gloor, Karin Keller-Sutter, Hugo Lasat, Dr Thomas von Planta, Thomas Pleines and Professor Dr Marie-Noëlle Venturi - Zen-Ruffinen were re-elected as members of the Board of Directors for a one-year term until the end of the next Annual General Meeting. Werner Kummer stepped down from the Board of Directors at the 2018 Annual General Meeting. Professor Dr Hans-Jörg Schmidt-Trenz was newly elected to the Board of Directors.

Karin Keller-Sutter, who had been a member of the Board of Directors and Remuneration Committee since 2013, stepped down from the Board of Directors with effect from 31 December 2018 because she had been elected to the Swiss Federal Council. Dr Georges-Antoine de Boccard is not standing for re-election at the Annual General Meeting in 2019. De Boccard (67) joined the Baloise Board of Directors in 2011 and is a member of the Remuneration Committee and Investment Committee. All other members of the Board of Directors are standing for re-election in 2019.

The Board of Directors of Baloise Holding has decided to propose Christoph Mäder and Markus Neuhaus for election at the Annual General Meeting on 26 April 2019. Christoph Mäder (born 1959, Switzerland) is a qualified lawyer and, from 2000 to July 2018, was a member of the Syngenta International AG executive team with responsibility for legal and tax. He was a member of the Management Board of the Basel Chamber of Commerce until June 2018. From 2006 to May 2018, he sat on the Management Board of scienceindustries, serving as the association's president between 2008 and 2014. He sits on the Board of Directors of Lonza Group AG and EMS Chemie Holding AG and is a member of the Executive Committee of economiesuisse.

Markus Neuhaus (born 1958, Switzerland) has been the Chairman of the Board of Directors of PricewaterhouseCoopers AG since July 2012 and served as its CEO for a period of nine years prior to that. His term on the Board of Directors of PwC will end in June 2019. Neuhaus, who has a law degree and is a certified tax expert, is also Vice-Chairman of the Board of trustees of Avenir Suisse, a member of economiesuisse's Management Board and Finance and Taxation Commission, Vice-Chairman of the Management Board of Zurich's Chamber of Commerce and a member of the Committee of Expertsuisse (formerly Treuhandkammer).

Both Christoph Mäder and Markus Neuhaus will be independent non-executive directors.

Further information on the members of the Board of Directors can be found on the website.

www.baloise.com/board-of-directors

MEMBERS

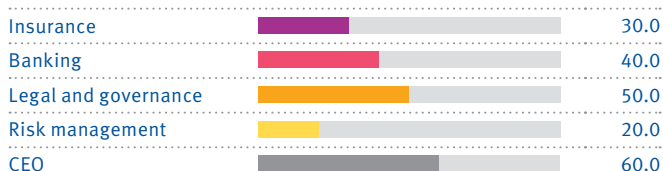
	Chairman's Committee	Audit and Risk Committee	Remuneration Committee	Investment Committee	Nationality	Born in	Appointed in
Dr Andreas Burckhardt, Chairman (since 2011), Basel	C			C	CH	1951	1999
Dr Andreas Beerli, Vice-Chairman (since 2018), Oberwil-Lieli	DC	C			CH	1951	2011
Dr Georges-Antoine de Boccard, Conches			M	M	CH	1951	2011
Christoph B. Gloor, Riehen		DC		DC	CH	1966	2014
Karin Keller-Sutter, Wil SG			DC		CH	1963	2013
Hugo Lasat, Kessel-Lo (B)				M	B	1964	2016
Dr Thomas von Planta, Zurich	M	M			CH	1961	2017
Thomas Pleines, Munich (D)	M		C		D	1955	2012
Prof. Dr Hans-Jörg Schmidt-Trenz, Hamburg (D)			M		D	1959	2018
Prof. Dr Marie-Noëlle Venturi - Zen-Ruffinen, Crans-Montana		M			CH	1975	2016

C: Chair, DC: Deputy Chair, M: Member

DIVERSITY ON THE BOARD OF DIRECTORS

Per cent

Professional background / experience / expertise *



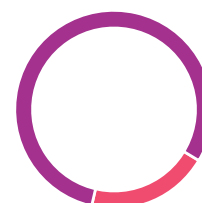
Nationality



Term of appointment



Gender



* More than one category may apply.

Statutory rules concerning the number of permitted activities

The Articles of Association contain a provision (article 33) concerning the maximum number of directorships that can be held outside the Company. Subsection 1 stipulates the principle that the number of external directorships held by members of the Board of Directors or Corporate Executive Committee must be compatible with the commitment, availability, capabilities and independence required of them in order to perform their duties as members of the Board of Directors or Corporate Executive Committee. Subsections 2 and 3 then specify numerical restrictions.

Interlocking directorates

There are no interlocking directorates.

Internal organisation

Functions and responsibilities of the Board of Directors

Subject to the decision-making powers exercised by shareholders at the Annual General Meeting, the Board of Directors is the Company's ultimate decision-making body. Decisions are taken by the Board of Directors unless authority has been delegated on the basis of the Organisational Regulations to the Chairman of the Board of Directors, its committees, the Chief Executive Officer or the Corporate Executive Committee.

Article 716a of the Swiss Code of Obligations (OR) and clause A3 of the Organisational Regulations state that the Board of Directors' main functions and responsibilities are to act as the Company's ultimate managerial and supervisory body, to oversee the Company's finances and to determine its organisational structures.

www.baloise.com/rules-regulations

Committees of the Board of Directors

The Board of Directors has four committees, which support it in its activities. These committees report to the Board of Directors and submit the necessary proposals for their particular areas of responsibility. The Investment Committee and the Remuneration Committee have their own decision-making powers.

The committees appointed by the Board of Directors generally consist of four members, who are newly elected every year by the Board of Directors. Article 7 ERCO requires the members of the Remuneration Committee to be elected by the Annual General Meeting. The Chairman and Vice-Chairman of the Board of Directors are ex officio members of the Chairman's Committee. The Chairman of the Board of Directors is not allowed to sit on the Audit and Risk Committee. The committees' basic functions and responsibilities are specified in the Organisational Regulations. Additional specific regulations applicable to individual committees govern administrative and other aspects.

www.baloise.com/rules-regulations

Functions and responsibilities of the committees

The **Chairman's Committee** provides advice on key transactions, especially those involving important strategic or personnel-related decisions. The Chairman's Committee also performs the function of a Nominations Committee and prepares personnel-related matters that fall within the remit of the Board of Directors. The Chairman's Committee regularly discusses succession planning for the Board of Directors. It focuses on the skills, experience and specialisations of the members of the Board of Directors and the requirements of the insurance group. Potential candidates are internally identified or advisers are brought in to find them. They are then proposed to the Board of Directors for nomination.

The **Investment Committee's** main responsibilities are to oversee the Baloise Group's investment activities, define the basic principles of its investment policy, specify the asset allocation strategy for all strategic business units and devise the relevant investment plan.

The **Remuneration Committee** proposes to the Board of Directors – for subsequent approval by the Annual General Meeting – the structure and amount of remuneration paid to the members of the Board of Directors and of the salaries paid to the members of the Corporate Executive Committee. Under ERCO, the remuneration paid to the Board of Directors and the Corporate Executive Committee has to be approved by the Annual General Meeting. The Remuneration Committee approves the target agreements and performance assessments that are applied to the Corporate Executive Committee members in order to determine their variable remuneration. It also sanctions the remuneration policies applicable to the Corporate Executive Committee members and ensures that they are being correctly implemented. It approves the variable remuneration granted to individual members of the Corporate Executive Committee; this remuneration has to be within the maximum amount approved by the Annual General Meeting. Furthermore, it specifies the total amount available in the performance pool.

The **Audit and Risk Committee** supports the Board of Directors in its non-delegable overarching supervisory and financial oversight functions (article 716a OR) by ascertaining whether the internal and external control systems, including risk management, are well organised and function properly, by assessing the situation with respect to compliance in the Company and by forming its own view of the Company's separate and consolidated annual financial statements. It receives regular reports on the work and findings of Group Internal Audit and on cooperation with the external auditors.

Meetings of the Board of Directors and its committees

The Organisational Regulations stipulate that the full Board of Directors must meet as often as business requires, but no fewer than four times a year.

www.baloise.com/rules-regulations

The full Board of Directors of Baloise Holding met on five occasions in 2018. All members of the relevant committee in each case attended every one of the additional 15 committee meetings. This means that the Board of Directors achieved an overall meeting attendance rate of 99.1 per cent. Meetings of the Board of Directors and its committees usually last half a working day each.

The Chairman's Committee convened six times in 2018, which included one two-day strategy meeting. The Investment Committee met on three occasions. The Audit and Risk Committee held four meetings, and the Remuneration Committee convened twice.

Meetings of the Board of Directors are regularly attended by members of the Corporate Executive Committee. Meetings of the Chairman's Committee are usually attended by the Group CEO and the Chief Financial Officer. Those present at Audit and Risk Committee meetings are the Chief Financial Officer, the Head of Group Internal Audit and, occasionally, representatives of the external auditors, the Chief Risk Officer and the Group Compliance Officer. The main attendees at Remuneration Committee meetings are the Group CEO, the Head of the Corporate Centre and the Head of Group Human Resources. Meetings of the Investment Committee are usually attended by the Group CEO, the Chief Investment Officer and the Heads of Investment Strategy and Investment Control, Baloise Asset Management and Real Estate. The Secretary to the Board of Directors attends the meetings of the full Board of Directors and those of its committees.

Self-evaluation

Every two years, a comprehensive self-evaluation is carried out in the full Board of Directors, in the Investment Committee and in the Audit and Risk Committee. The results are then discussed in each body.

Training and development

In preparation for their new role, the members of the Board of Directors participate in a two-day introductory programme and then receive ongoing training (at least once a year) in half-day seminars on specific topics. In 2018, the Board of Directors held a seminar for the purpose of training its members on value management at Baloise.

Succession planning

Succession planning for the Board of Directors and the Corporate Executive Committee is the responsibility of the Chairman's Committee. In appointing successors, care is taken to ensure that the composition of the Board of Directors is balanced in terms of the experience and knowledge of its members and their nationality, term of appointment and gender (see diversity charts on page 70). Any restrictions on availability and possible conflicts of interest arising from other mandates are also taken into account. In 2018, the Board of Directors changed the Organisational Regulations so that the term of appointment for members of the Board of Directors usually ends on the date of the Annual General Meeting that follows the member's 70th birthday (age limit). There are changes to the Board of Directors on an ongoing basis. In recent years, two members retired from the Board of Directors after terms of 18 and 17 years respectively. The average term of office is 5.2 years. The Chairman is currently the longest-serving member of the Board of Directors, having been in office for 19 years. The appointment of Christoph Mäder and Markus Neuhaus, who have been nominated for the Board of Directors (see page 69), would further increase the Board of Directors' experience with listed companies and in particular with industrial companies and auditing firms.

Division of authorities, functions and responsibilities between the Board of Directors and the Corporate Executive Committee

The division of authorities, functions and responsibilities between the Board of Directors and the Corporate Executive Committee is governed by law, the Articles of Association and the Organisational Regulations. The latter are reviewed on an ongoing basis and updated as changing circumstances require.

www.baloise.com/rules-regulations

Tools used to monitor and obtain information on the Corporate Executive Committee

Group Internal Audit reports directly to the Chairman of the Board of Directors.

Effective risk management is essential for any insurance group. This is why Baloise has devoted two entire chapters to the subject of financial risk management: from page 58 onwards and in the Financial Report starting on page 153.

The members of the Board of Directors receive copies of the minutes of Corporate Executive Committee meetings for their information. The Chairman of the Board of Directors may attend meetings of the Corporate Executive Committee at any time.



Andreas Burckhardt (1951, Switzerland, Dr iur., lawyer) has been a member of the Board of Directors since 1999 and its Chairman since 29 April 2011. He studied jurisprudence at the universities of Basel and Geneva. He worked in the legal department of Fides Treuhandgesellschaft from 1982 to 1987 and served as Secretary General of the Baloise Group from 1988 to 1994. He was director and head of the Basel Chamber of Commerce from 1994 to April 2011. In this role he sat on various governing bodies of national and regional business organisations. From 1981 to 2011 he performed various political functions in the Basel civic municipality and in the canton of Basel-Stadt, and from 1997 to 2011 he served on the Great Council of the Canton of Basel-Stadt (as Chairman in 2006 and 2007). Dr Andreas Burckhardt is Chairman of the Board of Governors of the Swiss Tropical and Public Health Institute, Basel. He is also a member of the Executive Committee of economiessuisse and sits on the Executive Board of the Employers' Federation for Basel. Dr Andreas Burckhardt performs a non-executive function as Chairman of Baloise's Board of Directors.

Andreas Beerli (1951, Switzerland, Dr iur.) has been a member of the Board of Directors since 2011. He studied law at the University of Basel. In 1979, he started working as an underwriter for the German market at Swiss Re. From 1985 to 1993, he performed various managerial roles at Baloise, with the main focus on supervising and supporting several foreign units. He then returned to Swiss Re, where he became a member of the Group Executive Committee in 2000, first in the United States as Head of Swiss Re Americas and, most recently, in Zurich as Chief Operating Officer for the entire Swiss Re Group. Since 2009, he has acted as an independent advisor on the boards of directors and advisory boards of companies and professional associations. He is a member of the Board of Directors at Ironshore Europe Inc., Dublin, and a member of the Advisory Board of Accenture Schweiz. Dr Andreas Beerli is an independent non-executive director.





Georges-Antoine de Boccard (1951, Switzerland, Dr med.) has been a member of the Board of Directors since 2011. He studied medicine at the University of Geneva. He has been running his own urological surgery practice in Geneva since 1987. Dr Georges-Antoine de Boccard chairs the Board at Stellaria Holding SA and at the asset management companies of Citadel Finance SA and GPP-Gestion Patrimoniale Personnalisée SA. He sits on the Board of Directors at the Swiss International Prostate Center SA and CUGB (Centre d'Urologie Générale Beaulieu). From 2005 to 2006, he was Chairman of the Swiss Association of Urology. He is a member of the Swiss Association of Urology, the European Association of Urology and other professional bodies and associations. Dr Georges-Antoine de Boccard is an independent non-executive director.

Christoph B. Gloor (1966, Switzerland, degree in business economics HWV)

has been a member of the Board of Directors since 2014. He is the Deputy Head of Wealth Management at Bank Vontobel AG in Zurich. Before becoming a member of the Executive Committee and CEO of Notenstein La Roche Privatbank AG, St. Gallen, he was Chief Executive Officer of Basel-based private bank La Roche & Co AG. Prior to joining La Roche & Co AG in 1998, he worked for Swiss Bank Corporation (SBC) before moving to Vitra (International). Christoph B. Gloor served as president of the Association of Swiss Private Banks from November 2013 to February 2015 and was a member of the Board of Directors of the Swiss Bankers Association from September 2013 to February 2015. He has been a member of the Board of Managing Directors of the Basel Banking Association since 2016. Christoph B. Gloor is an independent non-executive director.



Karin Keller-Sutter (1963, Switzerland, university degree in translation and conference interpreting, postgraduate qualification in education) has been a member of the Board of Directors since 2013. In 1996, she was elected to St. Gallen's cantonal parliament and became Chairwoman of the FDP (the Swiss Liberal Party) for the canton of St. Gallen before being elected to St. Gallen's cantonal governing council in 2000. She was in charge of the security and justice department until May 2012 and chaired the governing council in 2006/2007 and again in 2011/2012. She has been a member of the Council of States – the upper chamber of the Swiss parliament – since the autumn of 2011 and was appointed as Chairwoman in November 2017, serving in that role for one year. On 5 December 2018, she was elected to the Swiss Federal Council, which resulted in her stepping down from the Board of Directors with effect from 31 December 2018. Until 31 December 2018, Karin Keller-Sutter sat on the boards of directors of the ASGA pension fund, Pensimo Fondsleitung AG and the Pensimo investment foundation, was Chairwoman of the Swiss Retail Federation and was a member of the executive committee of the Swiss Employers' Federation. She is an independent non-executive director.



Hugo Lasat (1964, Belgium, Master in Economic Sciences, Master in Finance) has sat on of the Board of Directors since 2016. He has been CEO of Brussels-based Degroof Petercam Asset Management (formerly Petercam Institutional Asset Management) since 2011. His managerial roles prior to that include CEO of Amonis Pension Fund and CEO of Candriam Investors Group (previously known as Dexia Asset Management). He is a guest professor at KU Leuven (Brussels Campus) and VIVES University College and a member of the Financial Commission of the Belgian Red Cross. Hugo Lasat is an independent non-executive director.

Thomas von Planta (1961, Switzerland, Dr iur., lawyer)

has been a member of the Board of Directors since 2017. He is the founder and managing director of CorFinAd AG, a company specialising in consultancy for M&A transactions and capital market finance. He has sat on the Board of Directors of Bellevue Group AG since 2007 as well as Bank am Bellevue AG and Bellevue Asset Management AG since 2012, and has been Chairman of the Board of Directors of all three companies since March 2015. Dr Thomas von Planta will step down from the Board of Directors of the Bellevue companies in March 2019 and has been nominated for the Board of Directors of BB Biotech AG. Previously, he had worked for Goldman Sachs in Zurich, Frankfurt and London for around ten years and had been the interim Head of Investment Banking and Head of Corporate Finance for the Vontobel Group in Zurich between 2002 and 2006. Dr Thomas von Planta is an independent non-executive director.



Thomas Pleines (1955, Germany, lawyer)

has been a member of the Board of Directors since 2012. From 2003 to 2005, he was CEO and delegate of the Board of Directors at Allianz Suisse, Zurich, and from 2006 to 2010 he was CEO of Allianz Versicherungs-AG, Munich, and an executive director at Allianz Deutschland AG, Munich. Since 2011, he has chaired the presidential boards of DEKRA e.V., Stuttgart, and DEKRA e.V. Dresden, as well as the supervisory boards of DEKRA SE, Stuttgart, and SÜDVERS Holding GmbH & Co. KG, Au near Freiburg. Thomas Pleines is an independent non-executive director.



Hans-Jörg Schmidt-Trenz (1959, Germany, Prof. Dr rer. pol.) has been a member of the Board of Directors since 2018. He has been a professor of economics at Saarland University since 2000 and at the University of Hamburg since 2008 and has been President of the HSBA Hamburg School of Business Administration since 2004. From 1996 to 2017, he was Chief Executive Officer of the Hamburg Chamber of Commerce. Professor Hans-Jörg Schmidt-Trenz is also Chairman of the European Chief Executive Officers working group (since 2000), a member of the board of trustees of HASPA Hamburger Sparkasse (since 1997), a member of the advisory board of HanseMerkur (since 2015), a member of the General Council and Executive Committee of the International Chamber of Commerce (since 2014), a member of the Board of Directors of HIP Hamburg Innovation Port (since 2017) and a representative and counsellor of the Hamburg Chamber of Commerce (since 2017). Professor Hans-Jörg Schmidt-Trenz is an independent non-executive director.

Marie-Noëlle Venturi - Zen-Ruffinen (1975, Switzerland, Prof. Dr iur., lawyer)

has been a member of the Board of Directors since 2016. She holds a PhD and master's degree in law and a master's degree in philosophy from the University of Fribourg. She is a lawyer and honorary professor at the School of Economics and Management at the University of Geneva, where she mainly lectures on corporate law. Professor Marie-Noëlle Venturi - Zen-Ruffinen was a partner in the Geneva law firm Tavernier Tschanz until 2012, and since that time has been of counsel for the firm. She is president of the Swiss Board Institute foundation, a member of the Board of Directors of Banco Santander (Suisse) SA and sits on the Board of Management of the Swiss Institute of Directors. Professor Marie-Noëlle Venturi - Zen-Ruffinen is an independent non-executive director.



Secretary to the Board of Directors: Dr Philipp Jermann,
Buus (BL)

Head of Group Internal Audit: Rolf-Christian Andersen,
Meilen (ZH)

4. CORPORATE EXECUTIVE COMMITTEE



Gert De Winter (1966, Belgium, MSc)

studied applied economics at the University of Antwerp. From 1988 to 2004, he performed various roles at Accenture in Brussels for issues relating to IT and business transformation management in the financial sector. He was made a partner at the firm in the year 2000. In 2005, he joined the Baloise Group as Chief Information Officer (CIO) and Head of HR of the Mercator insurance company in Belgium. From 2009 to 2015, Gert De Winter was Chief Executive Officer of Baloise Insurance, which was formed in 2011 from the merger of the three insurance companies Mercator, Nateus and Avéro. He has been Group Chief Executive Officer since 1 January 2016. Since June 2016, he has been a member of the Management Board of the Basel Chamber of Commerce.

Matthias Henny (1971, Switzerland, Dr phil.)

completed his undergraduate and postgraduate studies in physics at the University of Basel. From 1998 to 2003, he was employed at McKinsey & Co., before switching to what was then the Winterthur Group, where he was Head of Financial Engineering in Asset Management until 2007. Subsequently, he was a member of the management team at AXA Winterthur, first as CIO (until 2010), then as CFO. In 2012, Dr Matthias Henny joined the Baloise Group. As CEO of Baloise Asset Management AG he was responsible for the administration of approximately CHF 50 billion in assets. Dr Matthias Henny became a member of the Corporate Executive Committee in May 2017. He manages the Corporate Division Asset Management with its units Investment Strategy and Investment Controlling, Sales and Marketing, Portfolio Management, Operations, Real Estate, Corporate Development and Compliance.



Michael Müller (1971, Switzerland, lic. oec. publ.)

graduated in economics from the University of Zurich, specialising in insurance and accounting/finance. He began his career with Basler Versicherungen in 1997, starting as a management trainee, then working in Group Finance and eventually becoming Deputy Head and, in 2004, Head of Financial Accounting for the Baloise Group. In 2009, as Head of Finance and Risk, he became a member of the senior management team in Corporate Division Switzerland. He has been a member of the Corporate Executive Committee and CEO of Corporate Division Switzerland since March 2011, and as such has headed up the insurance and banking business in Switzerland. Michael Müller is Vice President of the Swiss Insurance Association (SVV) and a member of the Board of Foundation of Stiftung Finanzplatz Basel and the Executive Board of the Association of Basel Insurance Companies. He also sits on the board of the Promotion Society of the Institute of Insurance Economics at the University of St. Gallen.



Thomas Sieber (1965, Switzerland, Dr iur., M.B.L., lawyer, SDM mediator) studied law at the University of St. Gallen. At the beginning of 1994, he qualified to practise as a lawyer in the Swiss canton of Zurich. From 1999 to 2002, he lectured in corporate law at the University of St. Gallen. After brief spells working at Landis & Gyr and Siemens he joined the Baloise Group in 1997 as Deputy Head of Legal and Tax. He became Head of this division in 2001 and, in addition, was secretary to Baloise Holding's Board of Directors until April 2012. Since 6 December 2007, Dr Thomas Sieber has been a member of the Corporate Executive Committee and, as Head of the Corporate Centre, is responsible for Group Strategy and Digital Transformation, M & A, Group Human Resources, Legal and Tax, Group Compliance, Run-Off Business and Group Procurement. Dr Thomas Sieber serves on the panel of experts for the SWIPRA Foundation and until the end of March 2018 sat on the Board of Directors at EuroAirport Basel-Mulhouse-Freiburg.

Carsten Stolz (1968, Germany / Switzerland, Dr rer. pol.) studied business economics at Fribourg University where he also gained a doctorate specialising in financial management. After that he spent four years as an advisor for the Financial Services practice unit at PricewaterhouseCoopers in Zurich and Geneva, before joining the Baloise Group as Head of Financial Relations in 2002. From 2009 to 2011, Dr Carsten Stolz was the Baloise Group's Head of Financial Accounting & Corporate Finance. Between 2011 and 2017 he was Head of Finance and Risk, and thus a member of the Executive Committee, at Basler Versicherungen, Switzerland. Dr Carsten Stolz became a member of the Corporate Executive Committee in May 2017. He manages the Corporate Division Finance with its departments Group Accounting & Reporting, Financial Planning & Analysis, Group Risk Management, Corporate Communications & Investor Relations and Corporate IT (as of 1 February 2019, a standalone corporate division headed up by Dr Alexander Bockelmann) as well as the appointed actuary for Swiss business at Baloise and the Head of Regulatory Affairs. Dr Carsten Stolz is a member of the Finance and Regulation Committee of the Swiss Insurance Association (SVV).



With effect from 1 February 2019:

Alexander Bockelmann (1974, Germany, Dr)

will take charge of the newly created Corporate Division IT. He studied in Germany and the UK, before completing his doctorate at the University of Tübingen's faculty of geosciences. Dr Alexander Bockelmann is a proven expert in digitalisation and transformation, and has many years of experience in the industry. He previously worked as an IT strategy and transformation consultant at the Boston Consulting Group and in various senior roles at Allianz SE in Germany and the USA. At the end of 2013, he moved to UNIQA Insurance Group AG in Austria in the role of Group CIO and ultimately became Chief Digital Officer on the Management Board.

With the exception of the mandates listed above, no Corporate Executive Committee members serve on the Boards of Directors at companies outside the Baloise Group. There are no management agreements that assign executive functions to third parties.

Further information on the members of the Corporate Executive Committee can be found on the website.

www.baloise.com/corporate-executive-committee

Management structure

(as at: 31 December 2018)

GROUP CEO			
Gert De Winter*			
HEAD OF GROUP CEO OFFICE			
Ruken Baysal			
FINANCE	ASSET MANAGEMENT	CORPORATE CENTRE	IT¹
Carsten Stolz*	Matthias Henny*	Thomas Sieber*	Alexander Bockelmann* (from 1/2/2019)
Group Accounting & Reporting	Asset Strategy & Investment Controlling	Group Strategy & Digital Transformation	
Pierre Girard	Marc Dünki	Adrian Honegger	
Financial Planning & Analysis	Sales & Marketing	Mergers & Acquisitions	
Andreas Frick	Robert Antonietti	Philipp Hammel	
Group Risk Management	Portfolio Management	Group Human Resources	
Stefan Nölker	Stephan Kamps	Stephan Ragg	
Corporate Communications & Investor Relations	Operations	Group Legal & Tax	
Marc Kaiser	Bernd Maier	Andreas Burki	
Corporate IT (from 1/2/2019: part of the new Corporate Division IT)	Real Estate/CEO BIM	Group Compliance	
Olaf Romer	Dieter Kräuchi	Peter Kalberer	
Appointed Actuary Switzerland	Corporate Development & Compliance	Run-off	
Thomas Müller	Fabian Kaderli	Bruno Rappo	
Regulatory Affairs		Group Procurement	
Fabian Berger (from 1/3/2019: Gaby Lurie)		Manfred Schneider	

¹ The organisational structure of the newly created Corporate Division IT will be established during the course of the 2019.
 * Member of the Corporate Executive Committee.

SWITZERLAND

Michael Müller*

**Product Management
 Corporate Clients**

Patric Olivier Zbinden

**Product Management
 Private Customers &
 Specialised Financial Services**

Wolfgang Prasser

Sales & Marketing

Bernard Dietrich

Baloise Bank SoBa

Jürg Ritz

Operations & IT

Clemens Markstein

Finance & Risk

Urs Bienz

Claims

Mathias Zingg

GERMANY

Jürg Schiltknecht

Life & Exclusive Distribution

Maximilian Beck

Finance & Asset Management

Julia Wiens

Non-Life

Christoph Willi

IT/Operations

Ralf Stankat

BELGIUM

Henk Janssen

**Risk, Compliance &
 Corporate Legal
 (from 1/1/2019: Risk,
 Compliance & Actuarial
 Function)**

Patrick Van De Sype
 (from 1/1/2019: Kathleen
 Vergote)

Non-Life Retail

Noël Pauwels

Non-Life Corporate & Marine

Joris Smeulders

ICT

Joris Smeulders

Life

Wim Kinnet

Finance & Procurement

Gert Vernailen

**Human Resources &
 General Services**

Marc L'Ortye

LUXEMBOURG

Romain Braas

Operations & IT

Daniel Frank

Life & Finance

Alain Nicolai

Sales & Marketing

Laurent Heiles

5. REMUNERATION, SHAREHOLDINGS AND LOANS

The Remuneration Report in **Appendix 1** to the Corporate Governance Report (page 88 onwards) describes the remuneration policies adopted and the remuneration systems in place and it contains in particular the remuneration paid and the loans granted to members of the Board of Directors and the Corporate Executive Committee for 2018 as well as the investments they hold. The content and scope of these disclosures are determined by articles 13 to 17 of the Ordinance Against Excessive Remuneration in Listed Companies Limited by Shares (ERCO), article 663c (3) of the Swiss Code of Obligations (OR), the corporate governance information guidelines published by SIX Swiss Exchange AG (version as at 20 March 2018) and the Swiss Code of Best Practice for Corporate Governance.

The report of the statutory auditors on the audit of the Remuneration Report can be found in **Appendix 2** to the Corporate Governance Report (page 114 onwards).

6. SHAREHOLDER PARTICIPATION RIGHTS

Voting rights

The share capital of Baloise Holding consists solely of uniform registered shares. Each share confers the right to one vote. No shares carry preferential voting rights. To ensure a broad-based shareholder structure and to protect minority shareholders, no shareholder is registered as holding more than 2 per cent of voting rights, regardless of the size of their shareholding. The Board of Directors can approve exceptions to this provision if a majority of two-thirds of all its members is in favour (article 5 of the Articles of Association). There are currently no exceptions. Each shareholder can appoint a proxy in writing in order to authorise another shareholder or an independent proxy to exercise his or her voting rights. When exercising voting rights, no shareholder can accumulate more than one fifth of the voting shares at the Annual General Meeting directly or indirectly for his or her own votes or proxy votes (article 16 of the Articles of Association).

Powers of attorney and voting instructions may also be given to an independent proxy electronically without requiring a qualifying electronic signature (article 16 [2] of the Articles of Association).

Statutory quorums

The Annual General Meeting is quorate regardless of the number of shareholders present or proxy votes represented, subject to the mandatory cases stated by law (article 17 of the Articles of Association).

The consent of at least three-quarters of the votes represented at the Annual General Meeting is required to suspend statutory restrictions on voting rights. The votes must also represent at least one third of the total shares issued by the Company. This qualified majority also applies to the cases specified in article 17 (3)(a) to (h) of the Articles of Association. Otherwise, resolutions are adopted by a simple majority of the votes cast, subject to compulsory legal provisions (article 17 of the Articles of Association).

Convening the Annual General Meeting

The Annual General Meeting generally takes place in April, but must be held within six months of the end of the previous financial year. Baloise Holding's financial year ends on 31 December. The Annual General Meeting is convened at least 20 days before the date of the meeting. Each registered shareholder receives a personal invitation, which includes the agenda. The invitation and the agenda are published in the Swiss Official Gazette of Commerce, in various newspapers and on the website.

The Annual General Meeting, the Board of Directors or the external auditors decide whether to convene extraordinary general meetings. Furthermore, legal provisions also require the Board of Directors to convene an extraordinary general meeting if requested by the shareholders (article 11 of the Articles of Association). Article 699 (3) of the Swiss Code of Obligations (OR) states such requests must be made by shareholders who represent at least 10 per cent of the share capital.

Requesting agenda items

Article 699 (3) OR states that one or more shareholders who together represent shares of at least CHF 100,000 can request items to be put on the agenda for debate. Such requests must be submitted in writing to the Board of Directors at least six weeks before the Annual General Meeting is held, giving details of the motions to be put to the AGM (article 14 of the Articles of Association).

Entry in the share register

Shareholders are entitled to vote at the Annual General Meeting provided they are registered in the share register as shareholders with voting rights on the cut-off date stated by the Board of Directors in the invitation. The cut-off date should be several days before the Annual General Meeting (article 16 of the Articles of Association).

Article 5 of the Articles of Association determines whether nominee entries are permissible, taking into account any percentage limits and entry requirements. The procedures and requirements for suspending and restricting transferability are set out in article 5 and article 17 of the Articles of Association.

www.baloise.com/rules-regulations

www.baloise.com/calendar

7. CHANGES OF CONTROL AND POISON-PILL MEASURES

Shareholders or groups of shareholders acting together by agreement are required to issue a takeover bid to all other shareholders when they have acquired 33 per cent of all Baloise shares. Baloise Holding has not made any use of the option to deviate from or waive this regulation. There is no statutory opting-out clause or opting-up clause as defined by the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinfraG).

The members of the Corporate Executive Committee have a notice period of twelve months. Baloise has not agreed any arrangements in respect of changes of control or non-compete clauses with members of either the Board of Directors or the Corporate Executive Committee.

8. EXTERNAL AUDITORS

The external auditors are elected annually by the Annual General Meeting. Ernst & Young AG (EY), Basel, have been the external auditing firm for Baloise Holding since 2016. Christian Fleig has held the post of auditor-in-charge since 2018. In accordance with article 730a (2) OR, the role of auditor-in-charge is rotated every seven years. EY is the external auditing firm for almost all Group companies.

EXTERNAL AUDITORS' FEES

	2017	2018
CHF (including outlays and VAT)		
Audit fees	5,637,503	5,431,077
Consulting fees	519,930	219,306
Total	6,157,433	5,650,383

Audit fees paid to EY include fees for engagements with a direct or indirect connection to a particular audit engagement and fees for audit-related activities (namely, the MCEV Review, ISAE 3401 reports and statutory and regulatory special audits).

In 2018, CHF 200,566 of the additional fees for consultancy services were attributable to tax consultancy and legal advice and CHF 18,740 to operational advice. The services were rendered in accordance with the relevant provisions on independence set forth in the Swiss Code of Obligations, the Swiss Audit Supervision Act and FINMA-Circular 2013/3 on "auditing" (as at 18 November 2016) published by the Swiss Financial Market Supervisory Authority (FINMA).

At its four meetings, primarily at meetings about the annual and half-year financial statements, the Audit and Risk Committee receives detailed explanations and documents about the external auditors' main findings from the auditors' representatives.

The performance of the external auditors and their interaction with Group Internal Audit, Risk Management and Compliance are assessed by the Audit and Risk Committee. The Audit and Risk Committee's discussions with the external auditors focus on the audit work the latter have undertaken, their reports and the material findings and most important issues raised during the audit.

The Audit and Risk Committee submits proposals to the Board of Directors regarding the external auditors to be elected by the Annual General Meeting and makes recommendations regarding their fees. Before the start of the annual audit, it reviews the scope of the audit and suggests areas that require special attention. The Audit and Risk Committee reviews the external auditors' fees on an annual basis.

9. INFORMATION POLICY

Information principles

The Baloise Group provides (potential) shareholders, investors, employees, customers and the public with information on a regular, open and comprehensive basis. All registered shareholders each receive a summary of the Annual Report once a year and a letter to shareholders every six months, which provide a review of business. The full Annual Report is sent to shareholders on request. In addition, a presentation is created for every set of financial statements that summarises the financial year or period for financial analysts and investors. All publications are simultaneously available to the public. All market participants receive the same information. Baloise offers teleconferences, podcasts, videos and live streaming in order to make information generally and easily accessible.

Information events

Baloise provides detailed information about its business activities as follows:

- ▶ Details about its financial performance, targets, strategies and operations are provided at press conferences covering its annual and half-year financial statements.
- ▶ Teleconferences for financial analysts and investors take place when the annual and half-year financial statements are published. The events can then be downloaded as podcasts.
- ▶ Shareholders are informed about business during the year at the Annual General Meeting.
- ▶ Roadshows are regularly staged at various financial centres.
- ▶ At its regular Investor Days, the Company presents its corporate strategy and targets as well as any other matters relevant to its business. The documents used for this and the recording of the event are made publicly available on various media.
- ▶ Ongoing relationships are maintained with analysts, investors and the media. Full details of individual Baloise events can be accessed at www.baloise.com.

Information about Baloise shares

Information about Baloise shares begins on page 8.

www.baloise.com/baloise-share

Financial calendar

Important dates for investors are available at www.baloise.com. This is where the publication dates for the annual and half-year reports and the Q3 interim statement are listed and where the date of the Annual General Meeting, the AGM invitation, the closing date for the share register and any ex-dividend dates are published.

www.baloise.com/calendar

Availability of documents

Annual and half-year reports, media releases, disclosures, recent announcements, presentations and other documents are available to the public at www.baloise.com. Please register for the latest corporate communications at www.baloise.com/maillinglist.

www.baloise.com/media

Contact

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Appendix 1: Remuneration Report

1. OVERVIEW OF REMUNERATION

REMUNERATION GUIDELINE

Basic salary

- ▶ Aim for a position around the market median
- ▶ Reflection of the responsibilities of the role and the individual's long-term performance

Short-term variable remuneration

- ▶ Influencing factors: the Company's economic value added and the individual's performance
- ▶ Designed to incentivise staff to achieve outstanding results

Long-term variable remuneration

- ▶ Supports the Company's long-term development
- ▶ Gives the top level of management a greater stake in the performance of the Company

Fringe benefits

- ▶ Not dependent on either an individual's function or performance or the Company's performance
- ▶ Demonstration of Baloise's close partnership with employees and its respect for them

APPROVED REMUNERATION VS. AMOUNT PAID OUT

	Approved	2017 Paid out	Approved	2018 Paid out
CHF million				
Fixed remuneration of Board of Directors	3.3	3.3	3.3	3.3
Fixed remuneration of Corporate Executive Committee	4.5	5.0 ¹	4.0	4.0
Variable remuneration of Corporate Executive Committee	4.7	3.7	4.5	3.5

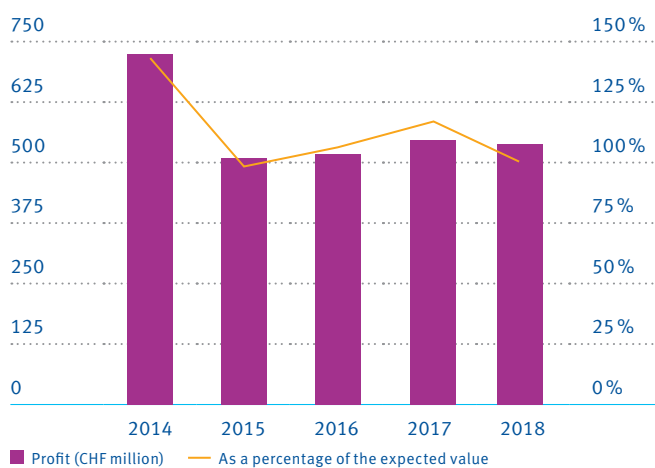
¹ Due to the changes to the Corporate Executive Committee, the sum paid exceeded the total amount originally requested, which is covered by the additional amount pursuant to article 30 of the Articles of Association of Baloise Holding Ltd.

REMUNERATION IN RELATION TO BUSINESS PERFORMANCE

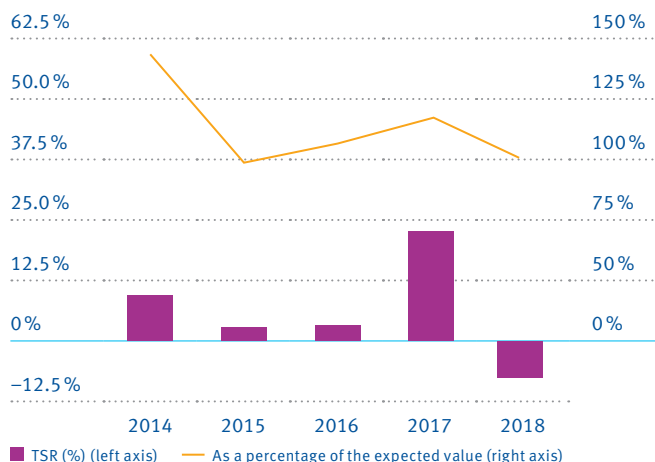
PERFORMANCE POOL

	2017	2018
Total performance pool ² for Corporate Executive Committee (CHF million)	2.3	2.0
Performance pool factor ² (%)	120 %	100 %

Profit vs performance pool factor²



Total shareholder return (TSR) vs performance pool factor²



² The performance pool (PP) is the component of short-term variable remuneration that depends on the Company's performance: the Remuneration Committee of the Board of Directors assesses the Company's performance and success during the past financial year. The performance pool factor is the ratio of the pool to its target value.

REMUNERATION OF THE CORPORATE EXECUTIVE COMMITTEE

Name	Year	Fixed	Short-term variable	Long-term variable	Total
Gert De Winter	2017	52%	29%	19%	CHF 2.192 million
Michael Müller	2018	55%	27%	18%	CHF 2.095 million
Dr Thomas Sieber	2017	52%	33%	15%	CHF 1.679 million
Dr Carsten Stolz ¹	2018	56%	27%	18%	CHF 1.579 million
Dr Matthias Henny ¹	2017	55%	28%	17%	CHF 1.479 million
German Egloff ²	2018	57%	26%	17%	CHF 1.442 million
Martin Wenk ²	2017	60%	31%	9%	CHF 0.779 million
	2018	58%	25%	17%	CHF 1.195 million
	2017	60%	28%	12%	CHF 0.786 million
	2018	57%	26%	17%	CHF 1.175 million
	2017	84%	16%		CHF 0.923 million
	2018				CHF 0.997 million

■ Fixed (comprising basic salary, non-cash remuneration and pension benefits)
 ■ Short-term variable remuneration (comprising share-based and cash payments from the performance pool)
 ■ Long-term variable remuneration (comprising allocations of share entitlements)

¹ Since 1 Mai 2017
² Until 30 October 2017

LONG-TERM VARIABLE REMUNERATION

Performance share units (PSUs)

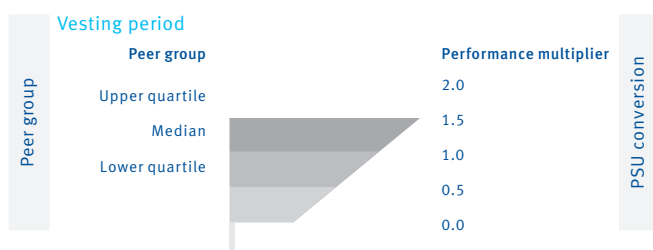
Long-term variable remuneration for members of the Corporate Executive Committee

Allocation

- ▶ The total amount for the allocation of PSUs is determined by the Remuneration Committee
- ▶ The Remuneration Committee decides on the allocation of PSUs to each individual Corporate Executive Committee member

Conversion

- ▶ Performance criterion: profit for shareholders relative to the peer group (STOXX Europe 600 Insurance) after three years
- ▶ PSUs are a performance instrument, enabling clear differentiation using a performance multiplier of between 0.0 and 2.0



2018 plan (ended)

Plan term 1 March 2015 – 28 February 2018

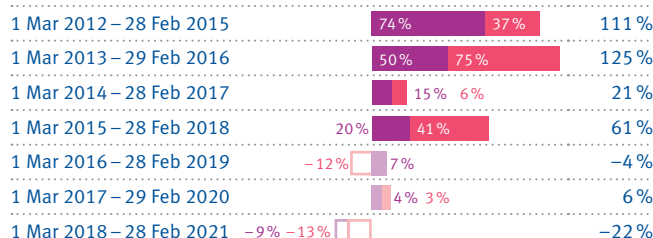


Profit for shareholders 1 March 2015 – 28 February 2018



Overview of ended and current plans (as at 31 December 2018)

2012 to 2018 plans



■ Share value at start of PSU programme
 ■ Change in share value during programme term
 ■ Dividend payments
 ■ Performance multiplier

2. REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

The Remuneration Committee set up by the Board of Directors in 2001 is consistent with the Swiss Code of Best Practice and is tasked with helping the Board of Directors to frame the Company's remuneration policies. The Remuneration Committee has been vested with special decision-making powers and ensures, among other things, that:

- ▶ the remuneration offered by Baloise is in line with the going market rate and performance-related in order to attract and retain individuals with the necessary skills and character attributes;
- ▶ the remuneration paid is demonstrably dependent on the Company's sustained success and individuals' personal contributions and does not create any perverse incentives;
- ▶ the structure and amount of overall remuneration paid are consistent with Baloise's risk policies and encourage risk awareness.

The Remuneration Committee's main functions and responsibilities are to:

- ▶ submit proposals to the Board of Directors on the structure of remuneration to be paid in the Baloise Group, especially the remuneration to be paid to the Chairman and members of the Board of Directors and to the members of the Corporate Executive Committee;
- ▶ submit proposals to the Board of Directors – for approval by the Annual General Meeting – on the amount of remuneration to be paid to the Chairman and members of the Board of Directors and to the members of the Corporate Executive Committee;
- ▶ approve the basic salaries and the variable remuneration paid to individual members of the Corporate Executive Committee (in compliance with the pay caps stipulated by the Annual General Meeting);
- ▶ specify the total amount available in the performance pool and the total amount set aside for the allocation of performance share units (PSUs);
- ▶ approve inducement payments and severance packages that are granted to the most senior managers and which in individual cases exceed CHF 100,000 (subject to the proviso that no severance packages may be granted to members of the Board of Directors or the Corporate Executive Committee).

The Remuneration Committee consists of at least three independent members of the Board of Directors, who are elected every year by the Annual General Meeting. Thomas Pleines (Chairman), Karin Keller-Sutter (Deputy Chairwoman), Dr Georges-Antoine de Boccard and Prof. Hans-Jörg Schmidt-Trenz were elected to the Remuneration Committee by the Annual General Meeting on 27 April 2018. The Remuneration Committee maintains a regular dialogue with senior management throughout the year and generally meets at least twice annually. In addition to the committee secretary being present, these meetings are usually also attended by the Group CEO, the Head of the Corporate Centre and the Head of Group Human Resources, who participate in an advisory capacity. The individual members of the Group Executive Committee leave the meeting if the Remuneration Committee is discussing or deciding on their personal remuneration. The Chairman of the Remuneration Committee reports to the Board of Directors at its next meeting on the committee's activities.

3. REMUNERATION POLICIES

Principles

The Company's success is largely dependent on the skills, capabilities and performance of its workforce. It is therefore essential to recruit, develop and retain suitably qualified, highly capable and highly motivated professionals and executives. The level of remuneration offered by Baloise is in line with the going market rate and is performance related. The clearly defined caps approved by the Annual General Meeting for the pay awarded to members of the Board of Directors and Corporate Executive Committee ensure that remuneration is not excessive.

Remuneration Guideline and Remuneration Policy

Responding to a request from the Remuneration Committee, in 2017 the Board of Directors formally adopted a Remuneration Guideline that formulates the remuneration principles and parameters applied across the Baloise Group. This Remuneration Guideline applies to all employees throughout the Baloise Group. It reflects the Company's values and principles and can be summarised as follows:

- ▶ **Competitiveness in the marketplace:** Baloise aims to pay basic salaries that are in line with the market – i. e. around the market median – and to offer variable remuneration packages in excess of the going market rate to reward outstanding performance by the Company and individuals;
- ▶ **Remuneration that reflects the performance of the Company as a whole and individual performance;**
- ▶ **Fairness and transparency:** external market-based comparisons, fair pay and no discrimination;
- ▶ **Sustainability:** high correlation between the interests of managers and shareholders, long-term commitment and a high proportion of restricted shares.

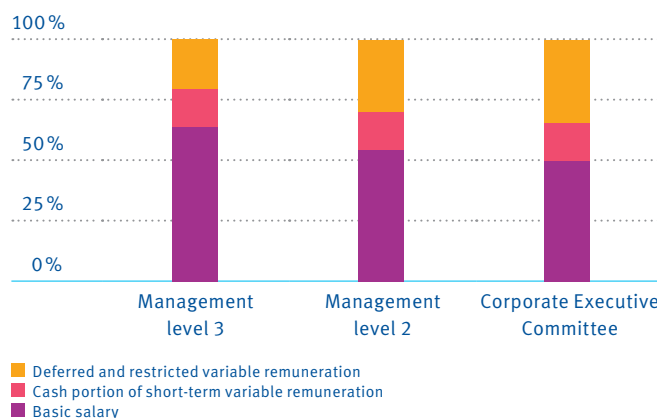
The Board of Directors used this Remuneration Guideline as the basis for the Remuneration Policy, which applies to all employees in Switzerland and, by analogy, to all members of staff throughout the Baloise Group. By adopting this Remuneration Guideline and Remuneration Policy, the Board of Directors has ensured that all aspects of remuneration policy are standardised for the entire group. This regulatory framework underpins a remuneration system that meets all the requirements of the Swiss Financial Market Supervisory Authority and, in particular, ensures that variable remuneration accurately reflects the value added by the Company.

4. REMUNERATION SYSTEM

Objectives

The objectives of the remuneration system are to further increase the emphasis on performance at Baloise and to strengthen employees' and executives' loyalty and commitment to the organisation. The aim of Baloise's remuneration policies is to pay basic salaries in line with the going market rate. In addition, the variable components of remuneration are structured in such a way that it is possible to grant payments above the market median for years in which individual performance and the Company's profitability have been good; equally, it is possible to offer payments below the market median for years in which performance and profitability have been poor. As a performance-driven organisation, Baloise clearly and transparently aligns team targets and the contributions of individual employees with the Company's targets, which are derived from its strategic

priorities. The amount of the individually specified variable remuneration correlates with the individual contributions to the achievement of targets. The total remuneration package – which comprises basic salary and variable remuneration – offers a sophisticated way of linking the performance of the team and of individuals to Baloise's success and recognising both accordingly, and it is designed to reward employees for outstanding achievement without creating an incentive for them to take inappropriate risks. Personal performance provides our talented individuals with the necessary platform for their development, advancement, career planning and promotion. Baloise attaches considerable importance to retaining high performers and managing its business sustainably. In addition to paying its staff in line with market rates and according to individual achievement, the Company encourages its executives to focus on the longer term and on its shareholders' interests. Consequently, it pays a substantial proportion of variable remuneration in the form of shares that are restricted for three years. Furthermore, the three most senior management levels receive performance share units, which means that a further component of their salaries is paid out as prospective entitlements; these PSUs must be held for three years before being converted into shares as a form of deferred remuneration. As managers' strategic responsibility and influence grow, the amount of their variable remuneration is largely determined by the Company's profitability and economic value added (allowing for the level of risk taken). Variable remuneration as a percentage of total compensation as well as the proportion of remuneration paid in the form of restricted shares (in the sense of a deferred compensation) increase accordingly.



Performance management system

In 2017, Baloise revised the performance management system for short-term variable remuneration that had been in place since 2011. The short-term variable remuneration is closely linked to achievement of the Company's goals and is calculated solely on the basis of the performance pool – the individual performance-related pay element has been scrapped.

The performance management system thus underpins the implementation of Baloise's Simply Safe strategy, as it puts the focus on achieving the three strategic pillars: "cash upstream", "customer growth" and "employees".

The performance management system applies to the members of the Corporate Executive Committee and to the most senior level of management and most other members of the management team throughout the Baloise Group.

Market comparisons

Baloise regularly compares the salaries paid to its senior executives with those paid in the wider market. The Corporate Key Position Benchmark survey conducted by Willis Towers Watson (for the whole Baloise Group) and Kienbaum (for Luxembourg) uses function-specific peer groups. Each function being compared is assigned to one of three distinct peer groups. Assignment is based on which companies Baloise is competing against for the skill-sets and qualifications needed for each function (i. e. recruitment market) and which alternative employers – in theory, at least – meet a certain function profile (i. e. competitors).

The first peer group replicates Baloise's core market and comprises direct insurers in the respective country. This peer group is used for conventional insurance and sales functions and for the local CEOs, executive directors and senior management functions. The second peer group supplements the core-market group by including further companies from the banking and financial services sector in the respective country. This group is designed to compare functions that demand considerable financial expertise but do not necessarily require an insurance background. The third peer group consists of companies of a similar size and structure from various sectors and is used for interdisciplinary functions.

Baloise regularly compares the salaries paid in its insurance-specific and insurance-related functions in Switzerland with those of its relevant competitors and takes part in the Club Survey that Kienbaum has been conducting since 1995. This benchmarking survey of the salaries paid in the Swiss insurance sector is constantly being optimised to ensure that it meets participants' high professional standards and quality requirements. The comparison mainly covers insurance-specific functions up to middle management level. It also examines insurance-related, managerial and specialist functions performed by senior executives. Functions not covered by the Kienbaum comparison are regularly reviewed using the Willis Towers Watson Financial Services Compensation Survey. The findings of these benchmarking surveys are fed into the Company's regular review of its salary structures and presented to the Remuneration Committee.

Baloise also regularly conducts market comparisons of its local functions in the countries outside Switzerland.

5. COMPONENTS OF REMUNERATION

Baloise views its compensation packages in the round and therefore factors in not only the basic salary plus short- and long-term variable remuneration but also other benefits such as pension contributions, additional benefits and staff development.

Basic salary

The basic salary constitutes the level of remuneration that is commensurate with the functions and responsibilities of the position concerned as well as the employee skills and expertise required in order to achieve the relevant business targets and objectives. When determining the level of its basic salaries, Baloise aims to position itself around the market median, although the way in which this is done will vary depending on local operating and market requirements. This remuneration is paid by bank transfer. In order to ensure fairness and compliance with its code of conduct when determining the level of basic salaries, Baloise applies the internal fair-pay principle that people who do the same job and have the same qualifications should be paid the same amount. The Company's clearly defined and market-based salary structures (e. g. grade-based salary bands) help ensure fair pay both inside and outside the organisation.

Short-term variable remuneration

The key factors determining the amount of short-term variable remuneration paid are the Company's profitability and economic value added, the performance of the team and an employee's individual contribution to the team's performance. The resulting link between the Company's profits and the performance of the team as well as the individual is designed to incentivise staff to achieve outstanding results and work towards the success of areas beyond their own sphere of responsibility. Measurement of the short-term variable remuneration paid to employees who perform control functions (risk management, compliance, Group Internal Audit) is structured in such a way that it is not determined directly by the profitability of the unit being monitored or by the profitability of individual products or transactions.

The remuneration paid to the insurance sales force is, by its very nature, strongly performance-related in line with the system of commissions commonly used in the insurance industry as a whole. However, these commissions constitute selling expenses rather than being regarded as variable remuneration in the strict sense of the term. Consequently, they are not discussed in this remuneration report.

Short-term variable remuneration is paid together with the salary for March of the following year. Baloise attaches considerable importance to managing its business sustainably and ensuring a high correlation between the interests of its shareholders and executives. It therefore pays a substantial proportion of variable remuneration in the form of shares. Senior managers can choose what percentage of their remuneration is paid out and what proportion they receive in the form of shares. This choice is limited for the most senior managers, who are obliged to subscribe for shares on a sliding-scale basis: members of the Corporate Executive Committee must receive at least 50 per cent of their short-term variable remuneration in the form of shares, which account for at least 70 per cent of total variable remuneration if the long-term effect of performance share units is included (see page 91). The shares subscribed in this way are restricted for three years and during this period are exposed to market risk. This mandatory purchase of shares in particular ensures that as senior executives' managerial responsibilities and total remuneration packages increase, a significant proportion of their compensation is paid in the form of deferred remuneration. This system also raises employees' risk awareness and encourages them to maintain sustainable business practices.

Two plans are available to individuals who wish to subscribe for shares: the Share Subscription Plan and the Share Participation Plan (see "7. Share Subscription Plan and Share Participation Plan").

From 2018, short-term variable remuneration will be based exclusively on the performance pool.

Performance pool

The performance pool takes account of the entire Baloise Group's performance; its amount is determined by the Remuneration Committee after the end of the financial year concerned, and it factors in the following indicators resulting from systematic analysis:

- ▶ **Strategy implementation**
The indicators are the three strategic goals set by Baloise for the period 2017 to 2021, comprising a cash upstream of CHF 2 billion into Baloise Holding, one million new customers and a rating as one of the best employers in the sector.
- ▶ **Business performance**
The key metric for this criterion is the profit for the period, with the combined ratio, the interest margin and the business mix in the life insurance business as sub-criteria.
- ▶ **Risks taken**
The indicators used to gauge the success of the Company's business from a risk perspective are the Swiss Solvency Test (SST) ratio, economic profit, the credit rating awarded by Standard & Poor's and assessments provided by the Chief Risk Officer and the Head of Group Compliance.
- ▶ **Capital-markets perspective compared with competitors**
The main metric used to evaluate this criterion is the performance of Baloise's share price including dividends paid compared with the 35 European insurance companies represented in the STOXX Europe 600 Insurance Index (the composition of this index is shown in the table on page 96).

The evaluations by the Head of Group Human Resources and others of strategy requirements that cannot be precisely measured and the assessments by the Chief Risk Officer and the Head of Group Compliance of the risks taken are also based on qualitative criteria and non-financial indicators such as the efforts made in respect of talent management and staff engage-

ment, senior managers' risk behaviour, compliance with procedures and regulations and the practising of a genuine compliance culture, and the effectiveness of the internal control system.

Performance pool payments are awarded to individuals at the discretion of the line manager concerned. The amount of these payments is mainly determined by a holistic assessment consisting of the achievement of targets (gauged by the extent to which the teams have achieved their targets and objectives and by the contributions of individual employees) as well as the conduct and behaviour of employees. The individual performance pool payment proposed by the respective line manager is discussed by the relevant management team, compared with other departments and divisions, and adjusted where necessary. This process ensures that risk-relevant behavioural attributes are factored into the performance pool payments awarded to individuals.

This chosen system is centred on senior managers' overall assessment and the validation of individuals' performance pool payments at round-table discussions. The aim here is to give due consideration to all aspects of an individual's performance rather than using just a few parameters to make an assessment that may neglect other key factors.

Those considered for performance pool payments are the most senior management level in the Baloise Group, the majority of senior managers in Switzerland and the corresponding functions abroad. However, there is no entitlement to receive payments from the performance pool.

The Remuneration Committee decides on the performance pool payments awarded to the individual members of the Corporate Executive Committee. The average expected value amounts to 60 per cent of basic salary; the maximum amount that can be allocated per member of the Corporate Executive Committee is 90 per cent of the basic salary, or 150 per cent of the expected value.

In addition to the individual targets, the awarding of performance pool payments takes into account the contribution of each individual member of the Corporate Executive Committee to the achievement of the Company targets. The assessment of target achievement and the allocation of the performance pool is based on the reporting and the proposals made to the Remuneration Committee by the Chairman of the Board of Directors (for the CEO) and by the CEO (for the members of the Corporate Executive Committee). The Committee discusses each individual member, assessing their performance during the year under review and any changes compared to the prior year.

For the 2018 financial year the Remuneration Committee decided, on the basis of a positive overall assessment, on a factor of 100 per cent of the normally expected value of performance pool payments. The same factor was agreed for the members of the Corporate Executive Committee and the Group. This decision was motivated by the following considerations:

The Remuneration Committee conducts a detailed assessment of the Company's performance once a year on the basis



Main indicator	Strategy implementation
Key question	How successfully were the strategic targets implemented?
Sub-criteria	Cash upstream Customer growth Employees
Appraisal	Baloise is on schedule with its Simply Safe strategic phase and making good progress in respect of all three targets. In terms of moving closer to achieving the strategic objectives, it surpassed the interim targets for 2018 both for cash and for new customers. The cash upstream for 2018 was CHF 449 million (target for 2021: CHF 2 billion). The number of new customers increased by 186,000 to 304,000 (target to be achieved by 2021: one million additional customers). Baloise narrowly missed its target for employee ratings in the last financial year, although it made a significant improvement from the top 25 per cent to the top 23 per cent (target to be achieved by 2021: top 10 per cent of employers in the industry).
Rating	Neutral/Positive

Main indicator	Business performance
Key question	What is the operating profit?
Sub-criteria	Profit for the period (incl. combined ratio and interest margin in life insurance, as well as the business mix in life insurance)
Appraisal	The Group's profit for the period was in line with expectations. Reserve strengthening in respect of a hospital liability insurance portfolio had an adverse effect. The combined ratio was reduced in all national units, with Germany performing particularly well. The figures were bolstered by the interest margin in life insurance, which was well above target.
Rating	Neutral



Main indicator	Risks taken
Key question	How should the operating performance be assessed from a risk perspective?
Sub-criteria	SST Economic Profit S&P rating Internal perspective Compliance
Appraisal	Baloise remains strongly positioned in the market despite the persistently difficult interest rate situation, as evidenced by the very good SST ratio and the S&P rating of A+ with a stable outlook. From a compliance perspective, events in 2018 were dominated by the introduction of the new European General Data Protection Regulation. All of the Company's business units broadly met the legal and regulatory requirements of the new legislation. No material compliance violations were identified in the year under review.
Rating	Positive



Main indicator	Capital markets perspective
Key question	How did Baloise perform relative to other companies on the stock market?
Sub-criteria	Total shareholder return
Appraisal	The total shareholder return (TSR) for 2018 is – 7.46 per cent, slightly outperforming the Swiss equities market (SPI). In its peer group of companies on the STOXX® Europe 600 Insurance Index, Baloise is just below the median.
Rating	Neutral / Negative

of the various criteria mentioned above and adjusts the size of the performance pool accordingly. It consciously does not carry out any weighting of the four main indicators so as to avoid giving either too much or too little weight to either the qualitative or quantitative criteria.

As the table below illustrates in the form of a comparison with the consolidated profit for the period, when the performance pool factor is set in this way, it goes up or down in line with the Company's success, although it is not directly derived from this key figure alone:

	Performance pool (as a percentage of the normal expected value)	Consolidated profit for the period (CHF million)
2011	70%	61.3
2012	100%	485.2
2013	120%	455.4
2014	137%	711.9
2015	100%	511.1
2016	107%	533.9
2017	120%	531.9
2018	100%	522.9

Long-term variable remuneration: performance share units

In addition, Baloise grants performance share units (PSUs) to the most senior managers as a form of long-term variable remuneration. The PSU programme enables the top management level to benefit even more from the Company's performance and helps Baloise to retain high performers in the long run.

At the beginning of each vesting period, the participating employees are granted rights in the form of PSUs, which entitle them to receive a certain number of shares free of charge after the vesting period has elapsed. The Remuneration Committee specifies the grant date and applies its own discretion in deciding which of the most senior management team members are eligible to participate. It determines the total number of PSUs available and decides how many are to be awarded to each member of the Corporate Executive Committee. PSUs are granted to the other participating employees on the basis of the relevant line manager's proposal, which must be approved by the line manager's manager.

The number of shares that can be subscribed after three years – i. e. at the end of the vesting period – depends on the performance of Baloise shares (total shareholder return or TSR) relative to a peer group. This comparative performance multiplier has been revised for allocations of PSUs from 2018 onward and can now be anywhere between 0.0 and 2.0. The aim of this change was to anchor the performance-related pay principle even more firmly within the long-term variable remuneration structure. The peer group comprises the 35 leading European insurance companies contained in the STOXX Europe 600 Insurance Index.

One PSU generally confers the right to receive one share. This is the case if the Baloise TSR performs in line with the median of the peer group. In this case the performance multiplier would be 1.0. Participants receive more shares in exchange for their PSUs if the Baloise TSR for the vesting period is higher than the TSRs of the peer group. The multiplier reaches the maximum of 2.0 if Baloise has the highest TSR of all companies in the peer

Companies in the STOXX Europe 600 Insurance Index (as at 31 December 2018)

ADMIRAL GRP	CNP ASSURANCES	NN GROUP	STOREBRAND
AEGON	DIRECT LINE INSURANCE GROUP	OLD MUTUAL	SWISS LIFE HLDG
AGEAS	GJENSIDIGE FORSIKRING	PHOENIX GROUP HDG.	SWISS REINSURANCE COMPANY
ALLIANZ	HANNOVER RUECK	POSTE ITALIANE	TRYG
ASR NEDERLAND NV	HELVETIA HLDG	PRUDENTIAL	ZURICH INSURANCE GROUP
ASSICURAZIONI GENERALI	HISCOX	PZU GROUP	
AVIVA	JARDINE LLOYD THOMPSON	RSA INSURANCE GRP	
AXA	LEGAL & GENERAL GRP	SAMPO	
BALOISE	MAPFRE	SCOR	
BEAZLEY	MUENCHENER RUECK	ST. JAMES'S PLACE CAPITAL	

Source: <http://www.stoxx.com/index-details?symbol= SXIP>

group. The multiplier amounts to 0 if the Baloise TSR is in the bottom quartile of companies in the peer group. If this happens, no prospective entitlements will be converted into shares. Consequently, the performance multiplier increases on a linear basis from the bottom quartile from 0.5 to 2.0. The performance multiplier is defined for the entire vesting period ended, based on the closing stock market prices on the final trading day of the respective vesting period and taking the dividend payments for the period into account.

Participants receive the pertinent number of shares once the vesting period has elapsed, which means that for the PSUs allocated in 2018 they receive their shares on 1 March 2021. If an individual's employment contract is terminated during the vesting period, the PSUs expire without the person concerned receiving any consideration or compensation. This does not apply if the employment contract ends due to retirement, disability or death. It also does not apply if the contract is terminated but the participant does not join a rival company or is not personally at fault for the termination of the contract. In the latter two cases, some of the allocated PSUs will still expire. The number of PSUs expiring is proportional to the amount of time remaining until the end of the vesting period. In addition, the Remuneration

Committee has the powers to claw back some or all of the PSUs allocated to an individual or to a group of participants if there are specific reasons for doing so. Such specific reasons include, for example, serious breaches of internal or external regulations, the taking of inappropriate risks that are within an individual's control, and the type of conduct or behaviour that would increase the risks to Baloise.

The shares needed to convert the PSUs are purchased in the market as and when required.

Measurement of the PSUs at their issue date is based on a Monte Carlo simulation, which calculates a present value for the payout expected at the end of the vesting period. This measurement incorporates the following parameters:

- ▶ interest rate of 1 per cent;
- ▶ the volatilities of all shares in the peer group and their correlations with each other (measured over a three-year track record).

The value of PSUs is exposed to market risk until the end of the vesting period and may, of course, fluctuate significantly, as shown in the table below:

PERFORMANCE SHARE UNIT (PSU) PLAN

	PSUs granted		PSUs converted			Change in value ³	
	Date	Price (CHF) ¹	Date	Multiplier	Price (CHF) ¹		Value (CHF) ²
2007	01.03.2007	125.80	01.01.2010	1.182	86.05	101.71	-19%
2008	01.01.2008	109.50	01.01.2011	1.24	91.00	112.84	3%
2009	01.01.2009	82.40	01.01.2012	0.64	64.40	41.22	-50%
2010	01.01.2010	86.05	01.01.2013	0.58	78.50	45.53	-47%
2011	01.01.2011	91.00	01.01.2014	0.77	113.60	87.47	-4%
2012	01.03.2012	71.20	01.03.2015	1.21	124.00	150.04	111%
2013	01.03.2013	84.50	01.03.2016	1.50	126.00	189.00	125%
2014	01.03.2014	113.40	01.03.2017	1.05	130.70	137.24	21%
2015	01.03.2015	124.00	01.03.2018	1.34	149.20	199.93	61%
2016	01.03.2016	126.00	01.03.2019	0.89 ⁴	135.40 ⁴	120.76 ⁴	-4% ⁴
2017	01.03.2017	130.70	01.03.2020	1.03 ⁴	135.40 ⁴	138.96 ⁴	6% ⁴
2018	01.03.2018	149.20	01.03.2021	0.86 ⁴	135.40 ⁴	116.44 ⁴	-22% ⁴

¹ Price = price of Baloise shares at the PSU grant date or conversion date.

² Value = value of one PSU at the conversion date (share price at the conversion date times the multiplier).

³ Change in value = difference between the value at the conversion date (multiplier times the share price at the conversion date) and the share price at the grant date, expressed as a percentage of the share price at the grant date; example of the PSU plan in 2007: $\frac{((1.182 \times 86.05) - 125.80)}{125.80} \times 100 = -19\%$.

⁴ Interim measurement as at 31 December 2018.

Fringe benefits

Fringe benefits are generally defined as components of the total remuneration package that are not dependent on either an individual's function or performance or the Company's performance. By providing voluntary benefits in the form of retirement pensions, subsidies, concessions, and staff training and professional development, Baloise demonstrates the close partnership that it maintains with its employees and the extent to which it values their contribution. Fringe benefits are granted on a country-by-country basis in line with prevailing local laws.

6. EMPLOYMENT CONTRACTS, CHANGE-OF-CONTROL CLAUSES, INDUCEMENT PAYMENTS AND SEVERANCE PACKAGES

The employment contracts of senior managers in Switzerland and – in most cases – in other countries as well have been concluded for an indefinite period. They stipulate a notice period of six months. All members of the Corporate Executive Committee have a notice period of twelve months. The employment contract with the Chairman of the Board of Directors does not stipulate any notice period; its duration is determined by the term of appointment and by law. There are no change-of-control clauses.

The Remuneration Policy adopted by the Board of Directors contains clear guidance on inducement payments and severance packages. Such remuneration may only be paid in justified cases. No severance packages may be awarded to members of either the Board of Directors or the Corporate Executive Committee, and any inducement payments granted to such persons – irrespective of their amount – must be approved by the Remuneration Committee. Inducement payments and severance packages for the most senior managers must be approved by the Remuneration Committee if they exceed CHF 100,000. Each individual case is assessed on a discretionary basis.

7. SHARE SUBSCRIPTION PLAN AND SHARE PARTICIPATION PLAN

Two plans are available to individuals who wish to subscribe for shares as part of their short-term variable remuneration: the Share Subscription Plan and the Share Participation Plan.

Share Subscription Plan

Since January 2003, those who qualify as eligible persons at Baloise Group companies in Switzerland – and, since 2008, the members of the Executive Committees at companies outside Switzerland as well – have been able to subscribe for shares at a preferential price as part of their short-term variable remuneration. The subscription date is 1 March of each year; although title to the shares passes to the relevant employees on this date without any further vesting conditions having to be met, the shares cannot be sold for the duration of a three-year closed period.

The parameters used to determine the subscription price are decided each year by the Remuneration Committee. The subscription price is based on the closing price before the first day of the subscription period, on which a discount of 10 per cent is granted (please refer to the accompanying table for details). Once it has been calculated using this method, the subscription price is published in advance on the intranet. The shares needed for the Share Subscription Plan are purchased in the market as and when required.

	Applicable closing quotation		Subscription price
	from	CHF	CHF
Share Subscription Plan for 2019 (applies to variable remuneration awarded for the 2018 reporting period)	10.01.2019	143.80	129.42
Share Subscription Plan for 2018 (applies to the variable remuneration granted for 2017 and to the shares subscribed by the Chairman and members of the Board of Directors in 2018)	10.01.2018	156.20	140.58

Share Participation Plan

Since May 2001, it has been possible for most management team members working in Switzerland to receive part of their short-term variable remuneration in the form of shares from the Share Participation Plan instead of receiving cash. Within certain limits they are free to choose what proportion of their short-term variable remuneration they receive in the form of such shares. The most senior management team members are subject to upper limits; members of the Corporate Executive Committee – who are obliged to receive at least half of their short-term variable remuneration in the form of shares – are not allowed to receive

more than 40 per cent of their entitlement in the form of shares from the Share Participation Plan. The subscription date is 1 March of each year (the same as for the Share Subscription Plan); although title to the shares passes to the relevant employees on this date without any further vesting conditions having to be met, the shares cannot be sold during a three-year closed period.

The parameters used to determine the subscription price are decided each year by the Remuneration Committee. The subscription price is based on the closing price before the first day of the subscription period, from which discounted dividend rights are deducted over a period of three years (please refer to the accompanying table for details). Once it has been calculated using this method, the subscription price is published in advance on the intranet. The shares needed for the Share Participation Plan are purchased in the market as and when required.

	Applicable closing quotation		Subscription price
	from	CHF	CHF
Share Participation Plan for 2019 (applies to variable remuneration awarded for the 2018 reporting period)	10.01.2019	143.80	125.44
Share Participation Plan for 2018 (applies to the variable remuneration granted for 2017 and to the shares subscribed by the Chairman of the Board of Directors in 2018)	10.01.2018	156.20	140.80

In order to increase the impact of this Share Participation Plan, employees are granted loans on which interest is charged at market rates, which enables them to subscribe for shares whose value constitutes a multiple of the capital invested; these shares

are purchased at their fair value net of discounted dividend rights over a period of three years. Repayment of these loans after the three-year closed period has elapsed is hedged by put options, which are financed by the sale of offsetting call options. If the price of the shares is below the put options' strike price when the closed period expires, programme participants can sell all their shares at this strike price, which ensures that they can repay their loans plus interest. In this event, however, they lose all the capital that they have invested. If, on the other hand, the price of the shares is above the call options' strike price, programme participants must pay the commercial value of these options. Their upside profit potential is thus limited by the call options. If, when the three-year closed period elapses, the price of the shares is between the put options' strike price and the call options' strike price, once the loans plus accrued interest have been repaid the employees concerned receive the remaining shares to do with as they wish.

8. EMPLOYEE INCENTIVE PLAN

The Baloise Foundation for Employee Participation set up in 1989 offers members of staff working for various Baloise Group companies in Switzerland the opportunity to purchase shares in Baloise Holding – usually once a year – at a preferential price in compliance with the regulations adopted by the Board of Foundation. This encourages employees to maintain their commitment to the Company over the long term by becoming shareholders. The subscription price is fixed by the Board of Foundation at the beginning of the subscription period and is then published on the intranet. It equals half of the volume-weighted average share price calculated for the month of August

EMPLOYEE INCENTIVE PLAN

	2017	2018
Number of shares subscribed	176,252	186,489
Restricted until	31.08.2020	31.08.2021
Subscription price per share (CHF)	77.00	76.00
Value of shares subscribed (CHF million)	13.6	14.2
Fair value of subscribed shares on subscription date (CHF million)	26.9	27.8
Employees entitled to participate	3,146	3,254
Participating employees	2,007	2,130
Subscribed shares per participant (average)	87.8	87.6

in each subscription year. In 2018 the subscription price amounted to CHF 76.00 (2017: CHF 77.00) and a total of 186,489 shares were subscribed (2017: 176,252). Title to the subscribed shares passes to the relevant employees with effect from 1 September each year, and the shares are subject to a three-year closed period.

The Foundation acquired the underlying stock of shares used in this plan from previous capital increases carried out by Baloise Holding. It supplements these shareholdings by purchasing shares in the market. The existing shareholdings will enable the Foundation to continue the Employee Incentive Plan over the coming years. The Foundation is run by a Board of Foundation that is predominantly independent of the Corporate Executive Committee. The independent Board of Foundation members are Peter Schwager (Chairman) and Professor Heinrich Koller (lawyer); the third member of the Board of Foundation is Andreas Burki (Head of Legal & Tax at Baloise).

9. PENSION SCHEMES

Baloise provides a range of pension solutions, which vary from country to country in line with local circumstances. In Switzerland it offers different pension schemes for its insurance and banking employees.

The Company provides its employees in Switzerland with an attractive occupational pension solution (Pillar 2) that meets the following objectives:

- ▶ It covers its insured employees' needs in the event of old age, death or disability and mitigates the resultant financial consequences by offering an occupational pension scheme based on the principle of social partnership.
- ▶ It enables its retirees to maintain the standard of living to which they are accustomed by providing them with a sufficiently high level of income replacement (combination of Pillar 1 and Pillar 2 benefits) to compensate for their loss of earnings.
- ▶ The employer makes a disproportionately high contribution to the funding of its occupational pension scheme.
- ▶ Its pension solutions are future-proof, robust, predictable and properly costed.

The members of the Corporate Executive Committee are insured under the pension scheme run by Baloise Insurance Ltd. They

are subject to the same terms and conditions as all other insured office-based members of staff. Neither the Chairman (since June 2016) nor the members of the Board of Directors are entitled to have contributions paid to the pension fund, nor have such contributions been paid to the Chairman or the members of the Board of Directors.

10. RULES STIPULATED IN THE ARTICLES OF ASSOCIATION

Certain rules governing remuneration are stipulated in the Articles of Association:

- ▶ Article 30 Additional amount for the remuneration paid to Corporate Executive Committee members appointed since the last Annual General Meeting
- ▶ Article 31 Annual General Meeting votes on remuneration
- ▶ Article 32 Principles of profit-related remuneration and the granting of equity instruments
- ▶ Article 34 Loans and advances granted to members of the Board of Directors and the Corporate Executive Committee

www.baloise.com/rules-regulations

11. REMUNERATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS

Please refer to the tables on pages 104 and 105.

The Chairman of the Board of Directors chairs the meetings of both the Board of Directors and the Chairman's Committee. He also chairs the Investment Committee. He represents the Company externally and, acting in this capacity, maintains contact with government agencies, trade associations and other Baloise stakeholders. The Chairman of the Board of Directors liaises with the Group CEO in formulating proposals on Baloise's long-term objectives and its strategic direction and development, and these proposals are then discussed and approved by the Board of Directors as a whole. He works closely with the Corporate Executive Committee to ensure that the Board of Directors is provided with timely information on all matters of material importance to the decision-making and monitoring process at Baloise. The Chairman of the Board of Directors is entitled to attend meetings of the Corporate Executive Committee at any time. He takes part in these meetings when necessary in order to maintain a regular dialogue between himself and the Corpo-

rate Executive Committee and whenever matters of strategic or long-term importance are being discussed.

The Chairman of the Board of Directors performs his various functions on a full-time basis, in return for which he is paid a fixed amount of remuneration. He is not entitled to any variable remuneration and, consequently, he receives no performance-related remuneration, no performance pool payments and no allocation of PSUs. He is paid roughly a quarter of his remuneration in the form of shares, although he is free to choose each year how many shares he receives under the Share Subscription Plan and how many under the Share Participation Plan. The shares that he receives under the Share Subscription Plan are subject to a closed period of five years (instead of the usual three years).

The other members of the Board of Directors are paid a lump sum as remuneration for their work on the Board of Directors (CHF 125,000) and for additional functions that they perform on the Board of Directors' committees (CHF 70,000 for the Chairman and CHF 50,000 for members). These amounts provide appropriate compensation for the responsibility and workload involved in their various functions and have remained unchanged since 2008.

Since 2006 the members of the Board of Directors have received 25 per cent of their annual remuneration in the form of shares that are restricted for three years. Members of the Board of Directors receive a 10 per cent discount on the shares' market price in line with the Share Subscription Plan available to senior executives. The members of the Board of Directors do not participate in any share ownership programmes that are predicated on the achievement of specific performance targets.

No amounts receivable from current or previous members of the Board of Directors have been waived. No remuneration was paid to former members of the Board of Directors.

12. REMUNERATION PAID TO THE MEMBERS OF THE CORPORATE EXECUTIVE COMMITTEE

Please refer to the tables on pages 106 to 109.

The short-term variable remuneration paid to the members of the Corporate Executive Committee is allocated from the performance pool. The expected performance pool value amounts to 60 per cent of basic salary. Even in cases of outstanding individual performance and excellent performance by the Company as a whole, this payment cannot exceed 90 per cent

of basic salary (cap of 150 per cent of the expected value). The Remuneration Committee decides on the performance pool payments awarded to the individual members of the Corporate Executive Committee, based on a proposal from the Chairman of the Board of Directors for the Group CEO and from the Group CEO for the other members of the Corporate Executive Committee. Each proposal is discussed individually at the Remuneration Committee meeting. The allocation is based on (a) the individual's contribution to achieving the strategic targets and (b) the achievement of the individual targets, which are divided into three categories:

- ▶ Team target: Collaboration across business units and national subsidiaries, and across all functions and departments, is assessed.
- ▶ Individual target: The individual's contribution to the team target is assessed; relevant key projects or focus topics for the member of the Corporate Executive Committee concerned are examined.
- ▶ Development and conduct target: The professional and / or personal development of each member of the Corporate Executive Committee is assessed, along with the extent to which they have set an example by putting the Baloise values into practice.

The members of the Corporate Executive Committee receive performance share units (PSUs) as a form of long-term variable remuneration, which is expected to account for 40 per cent of basic salary. This system complies with Swiss legislation and meets the European standard, which stipulates that the ratio of fixed to variable remuneration should normally be one-to-one (Capital Requirements Directive IV).

The structure of remuneration paid to the Corporate Executive Committee is laid down in the Remuneration Policy. The actual level of remuneration paid is determined in accordance with the table below.

The members of the Corporate Executive Committee must receive at least 50 per cent of their short-term variable remuneration in the form of shares in order to ensure that their own interests are more strongly aligned with those of shareholders. This mandatory purchase of shares coupled with the shares allocated under the PSU programme ensures that, compared with the market as a whole, a significant proportion of their compensation is paid in the form of deferred remuneration.

TYPE OF REMUNERATION	DECIDED BY	APPLICABLE PERIOD
Fixed remuneration	Annual General Meeting	Upcoming year
Variable remuneration		
– cap	Annual General Meeting	Current year
– individual payment	Remuneration Committee (in compliance with the cap set by the Annual General Meeting)	

The Corporate Executive Committee members' remuneration is disclosed on pages 106 to 109 in accordance with the accrual principle. The table includes all forms of remuneration awarded for performance in 2018 even if individual components are not paid until a later date.

The total remuneration paid to the Corporate Executive Committee for 2018 was slightly lower overall than in the previous year (sum total of basic salary plus variable remuneration down by 12.9 per cent). The change can be explained as follows:

- ▶ The additional costs arising from the changes to the Corporate Executive Committee in 2017 were not repeated in 2018.
- ▶ The basic salaries and, consequently, also the expected values for the variable remuneration of the new Corporate Executive Committee members are lower than those of the outgoing members.
- ▶ The performance pool factor, which is relevant for the short-term variable remuneration, is lower than in the prior year (100 per cent compared to 120 per cent), which means the total allocated variable remuneration is lower.

The Annual General Meeting held on 28 April 2017 approved a maximum amount of CHF 4,043 million for the fixed remuneration (including pension contributions) payable to the Corporate Executive Committee for 2018. The amount paid out was CHF 3.994 million.

The Annual General Meeting held on 27 April 2018 also approved a maximum amount of CHF 4,463 million for the variable remuneration (including pension contributions) payable for 2018. A total of CHF 3,473 million was paid out, meaning that only around four-fifths of the approved sum was used.

On 1 March 2018, the performance share units allocated in 2015 were converted into shares. These PSUs had a value of CHF 1,626 million at the time of allocation. Excluding one-off items (forfeiture of rights following the resignation of a Corpo-

rate Executive Committee member), the total value of the shares granted in 2018 would have been CHF 2,682 million. The actual value of the shares granted was CHF 2,219 million.

13. LOANS AND CREDIT FACILITIES

Please refer to the table on page 110.

14. SHARES AND OPTIONS HELD

Please refer to the tables on pages 111 and 112.

15. AMOUNTS OF TOTAL REMUNERATION AND VARIABLE REMUNERATION

Please refer to the table on page 113.

As requested by circular 10/1 issued by the Swiss Financial Market Supervisory Authority on the subject of remuneration, Baloise has published in the table on page 113 the amounts of total remuneration and variable remuneration and has disclosed the total amounts of outstanding deferred remuneration and the inducement payments and severance packages granted. These figures include all forms of remuneration awarded for 2018 even if individual components are not paid until a later date.

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REMUNERATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS

2017	Basic remuneration	Remuneration for additional functions	Total remuneration	Pension benefits	Total	Of which: in shares	Number of shares
CHF							
Dr Andreas Burckhardt	1,320,000		1,320,000	0	1,320,000	311,929	2,703
Chairman of the Board of Directors		0					
Werner Kummer	125,000		295,000	0	295,000	73,662	633
Vice-Chairman of the Board of Directors		50,000					
Chairman's Committee		50,000					
Chair of the Audit and Risk Committee		70,000					
Dr Michael Becker (until 28 April 2017)	62,500		87,500	0	87,500	43,639	375
Audit and Risk Committee		25,000					
Dr Andreas Beerli	125,000		225,000	0	225,000	56,207	483
Chairman's Committee		50,000					
Audit and Risk Committee		50,000					
Dr Georges-Antoine de Boccard	125,000		225,000	0	225,000	56,207	483
Investment Committee		50,000					
Remuneration Committee		50,000					
Christoph B. Gloor	125,000		225,000	5,966	230,966	56,207	483
Investment Committee		50,000					
Audit and Risk Committee		50,000					
Karin Keller-Sutter	125,000		175,000	5,966	180,966	43,639	375
Remuneration Committee		50,000					
Hugo Lasat	125,000		175,000	5,966	180,966	43,639	375
Investment Committee		50,000					
Dr Thomas von Planta (since 28 April 2017)	83,333		116,667	5,619	122,286	0	0
Audit and Risk Committee		33,333					
Thomas Pleines	125,000		245,000	5,966	250,966	61,211	526
Chair of the Remuneration Committee		70,000					
Chairman's Committee		50,000					
Prof. Dr Marie-Noëlle Venturi - Zen-Ruffinen	125,000		175,000	5,966	180,966	43,639	375
Remuneration Committee		50,000					
Total for the Board of Directors	2,465,833	798,333	3,264,167	35,449	3,299,616	789,977	6,811

Explanatory notes to the table

Prior to 2012, newly elected members of the Board of Directors only received six months' pay in the first calendar year; the first two months following election to the Board of Directors (May and June) were not remunerated. When members resigned from the Board of Directors, they received six months' pay instead of four months', thereby making up for the missing two months. Since 2012, newly elected members of the Board of Directors receive a fee for the full eight months of their first calendar year and in the year of their resignation they are paid for just four months.

Mr Becker was elected before this change and therefore on the payment date in March 2017 received an additional two months' remuneration on top of the four months' remuneration he was due for 2017 (half each in shares and cash).

Remuneration paid to former members and related parties No remuneration on a non-arm's-length-basis was paid to individuals or companies who are related to members of the Board of Directors. Related parties are spouses, life partners, children under 18 years, companies owned or controlled by directors, and legal entities or individuals who act as trustees for them. No amounts receivable from these persons were waived.

Shares 25 per cent of contractually agreed overall remuneration is paid in shares which remain restricted for three years. They are recognised at market value less 10 per cent (CHF 116.37, in line with the Share Subscription Plan). The Chairman of the Board of Directors received 1,340 shares in connection with the Share Subscription Plan (CHF 155,936, with a closed period of five years instead of the usual three years) and 1,363 shares under the Share Participation Plan (CHF 155,993).

Pension contributions The information disclosed for 2017 includes the contributions that the employer is required by law to pay into the state-run social security schemes (up to the pensionable or insurable threshold in each case). Neither the Chairman (since June 2016) nor the members of the Board of Directors are entitled to have contributions paid to the pension fund, nor have such contributions been paid to the Chairman or the members of the Board of Directors.

REMUNERATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS

2018	Basic remuneration	Remuneration for additional functions	Total remuneration	Pension benefits	Total	Of which: in shares	Number of shares
CHF							
Dr Andreas Burckhardt	1,320,000		1,320,000	0	1,320,000	311,895	2,217
Chairman of the Board of Directors		0					
Werner Kummer (until 27 April 2018)	62,500		139,167	0	139,167	69,447	494
Vice-Chairman of the Board of Directors		16,667					
Chairman's Committee		25,000					
Chair of the Audit and Risk Committee		35,000					
Dr Andreas Beerli	125,000		271,667	0	271,667	56,232	400
Vice-Chairman of the Board of Directors (since 27 April 2018)		33,333					
Chairman's Committee		50,000					
Audit and Risk Committee (until 27 April 2018)		16,667					
Chair of the Audit and Risk Committee (since 27 April 2018)		46,667					
Dr Georges-Antoine de Boccard	125,000		225,000	0	225,000	56,232	400
Investment Committee		50,000					
Remuneration Committee		50,000					
Christoph B. Gloor	125,000		225,000	5,966	230,966	56,232	400
Investment Committee		50,000					
Audit and Risk Committee		50,000					
Karin Keller-Sutter	125,000		175,000	5,966	180,966	43,720	311
Remuneration Committee		50,000					
Hugo Lasat	125,000		175,000	0	175,000	43,720	311
Investment Committee		50,000					
Dr Thomas von Planta	125,000		208,333	5,966	214,299	43,720	311
Chairman's Committee (since 27 April 2018)		33,333					
Audit and Risk Committee		50,000					
Thomas Pleines	125,000		245,000	9,798	254,798	61,152	435
Chair of the Remuneration Committee		70,000					
Chairman's Committee		50,000					
Prof. Dr Hans-Jörg Schmidt-Trenz (since 27 April 2018)	83,333		116,667	0	116,667	0	0
Remuneration Committee		33,333					
Prof. Dr Marie-Noëlle Venturi - Zen-Ruffinen	125,000		175,000	5,966	180,966	43,720	311
Remuneration Committee (until 27 April 2018)		16,667					
Audit and Risk Committee (since 27 April 2018)		33,333					
Total for the Board of Directors	2,465,833	810,000	3,275,833	33,662	3,309,495	786,071	5,590

Explanatory notes to the table

Prior to 2012, newly elected members of the Board of Directors only received six months' pay in the first calendar year; the first two months following election to the Board of Directors (May and June) were not remunerated. When members resigned from the Board of Directors, they received six months' pay instead of four months', thereby making up for the missing two months. Since 2012, newly elected members of the Board of Directors receive a fee for the full eight months of their first calendar year and in the year of their resignation they are paid for just four months.

Mr Kummer was elected before this change and therefore on the payment date in March 2018 received an additional two months' remuneration on top of the four months' remuneration he was due for 2018 (half each in shares and cash). This does not include the fee for Mr Kummer's service as Vice-Chairman of the Board of Directors, which was duly paid for the four-month period up to his resignation from the Board of Directors.

Remuneration paid to former members and related parties No remuneration on a non-arm's-length-basis was paid to individuals or companies who are related to members of the Board of Directors. Related parties are spouses, life partners, children under 18 years, companies owned or controlled by directors, and legal entities or individuals who act as trustees for them. No amounts receivable from these persons were waived.

Shares 25 per cent of contractually agreed overall remuneration is paid in shares which remain restricted for three years. They are recognised at market value less 10 per cent (CHF 140.58, in line with the Share Subscription Plan). The Chairman of the Board of Directors received 1,109 shares in connection with the Share Subscription Plan (CHF 155,903, with a closed period of five years instead of the usual three years) and 1,108 shares under the Share Participation Plan (CHF 155,992).

Pension contributions The information disclosed for 2018 includes the contributions that the employer is required by law to pay into the state-run social security schemes (up to the pensionable or insurable threshold in each case). Neither the Chairman (since June 2016) nor the members of the Board of Directors are entitled to have contributions paid to the pension fund, nor have such contributions been paid to the Chairman or the members of the Board of Directors.

REMUNERATION PAID TO THE MEMBERS OF THE CORPORATE EXECUTIVE COMMITTEE

	Basic salary					
	Cash payment (fixed)	Cash payment	Share Subscription Plan	Share Participation Plan		
2017	CHF	CHF	Number of shares	CHF	Number of shares	CHF
Gert De Winter	950,000	313,507	2,230	313,493	0	0
Group CEO						
Michael Müller	700,000	163,904	2,718	382,096	0	0
Head of Corporate Division Switzerland						
Dr Thomas Sieber	621,000	164,038	874	122,867	873	122,955
Head of Corporate Division Corporate Centre						
Dr Carsten Stolz (since 1 May 2017)	333,334	120,085	853	119,915	0	0
Head of Corporate Division Finance						
Dr Matthias Henny (since 1 May 2017)	333,334	136	938	131,864	625	88,000
Head of Corporate Division Asset Management						
German Egloff (until 30 October 2017)	575,000	151,800	0	0	0	0
Departing Head of Corporate Division Finance						
Martin Wenk (until 30 October 2017)	575,000	151,800	0	0	0	0
Departing Head of Corporate Division Asset Management						
Total for the Corporate Executive Committee	4,087,667	1,065,270	7,613	1,070,236	1,498	210,955

Explanatory notes to the table

Remuneration is disclosed in accordance with the accrual principle. The table includes all forms of remuneration awarded for performance in 2017 even if individual components are not paid until a later date. Amounts are gross, before deduction of social security contributions etc.

The basic salary of Matthias Henny and Carsten Stolz is recognised pro rata from 1 May 2017. German Egloff and Martin Wenk received their usual monthly salary until the end of their notice period on 31 October 2017; payments from the performance pool were made for the time served as members of the Corporate Executive Committee until 30 April 2017.

Remuneration paid to former members and related parties No remuneration on a non-arm's-length basis was paid to companies or individuals who are related to members of the Corporate Executive Committee. Related parties are spouses, life partners, children under 18 years, companies owned or controlled by directors, and legal entities or individuals who act as trustees for them. No amounts receivable from these persons were waived. German Egloff received CHF 30,013 and Martin Wenk received CHF 21,897 in remuneration payments for November and December 2017, for roles performed after the end of their notice period.

Share Subscription Plan Proportion of variable remuneration received directly as shares, which are measured at market value less 10 per cent markdown. Subscription price = CHF 140.58.

Share Participation Plan Proportion of variable remuneration received as shares (excluding loans to purchase shares), which are measured at market value less dividend rights discounted over three years. Subscription price = CHF 140.80.

Performance share units (PSUs) These have been disclosed at their value of CHF 139.90 at the grant date and measured using a Monte Carlo simulation, which calculates a present value for the payout expected at the end of the vesting period. The PSUs allocated to Matthias Henny and Carsten Stolz on 1 March 2017 are based on the terms and conditions of their employment prior to joining the Corporate Executive Committee and have been recognised pro rata from 1 May 2017 for eight months.

		Variable remuneration		Total basic salary plus variable remuneration	Variable remuneration as percentage of basic salary	Non-cash benefits	Pension contributions	Total remuneration
Performance share units (PSU)		Total variable remuneration						
Granted in 2017								
Number of PSUs	CHF	Number of shares	CHF	CHF		CHF	CHF	CHF
3,003	420,120	2,230	1,047,120	1,997,120	110 %	0	194,871	2,191,990
1,809	253,079	2,718	799,079	1,499,079	114 %	5,121	174,338	1,678,538
1,776	248,462	1,747	658,322	1,279,322	106 %	5,121	194,871	1,479,314
477	66,686	853	306,686	640,019	92 %	5,121	133,700	778,841
667	93,360	1,563	313,360	646,694	94 %	5,121	134,446	786,261
0	0	0	151,800	726,800	26 %	5,121	191,300	923,221
0	0	0	151,800	726,800	26 %	64,621	205,836	997,257
7,732	1,081,707	9,111	3,428,167	7,515,834	84 %	90,226	1,229,361	8,835,422

Non-cash benefits Based on all remuneration elements required to be declared on the Swiss salary certificate, including long-service awards, taxable benefits relating to shares received in connection with the Employee Incentive Plan (maximum of 100 shares per annum). In 2017, Martin Wenk received a loyalty bonus in cash for his service anniversary. Michael Müller, Thomas Sieber and Carsten Stolz opted for additional annual leave for their service anniversaries instead of a loyalty bonus in cash.

Pension benefits These comprise the estimated employer contributions to the state-run social security schemes and the pension fund (up to the pensionable or insurable threshold in each case).

REMUNERATION PAID TO THE MEMBERS OF THE CORPORATE EXECUTIVE COMMITTEE

	Basic salary		Cash payment		Share Subscription Plan		Share Participation Plan	
	Cash payment (fixed)	Cash payment	Number of shares	CHF	Number of shares	CHF		
2018	CHF	CHF	Number of shares	CHF	Number of shares	CHF		
Gert De Winter	950,000	285,017	2,202	284,983	0	0		
Group CEO								
Michael Müller	700,000	84,026	2,596	335,974	0	0		
Head of Corporate Division Switzerland								
Dr Thomas Sieber	621,000	67	1,727	223,508	1,188	149,025		
Head of Corporate Division Corporate Centre								
Dr Carsten Stolz	500,000	150,072	695	89,947	478	59,981		
Head of Corporate Division Finance								
Dr Matthias Henny	500,000	125	1,390	179,894	956	119,981		
Head of Corporate Division Asset Management								
Total for the Corporate Executive Committee	3,271,001	519,307	8,610	1,114,306	2,623	328,987		

Explanatory notes to the table

Remuneration is disclosed in accordance with the accrual principle. The table includes all forms of remuneration awarded for performance in 2018 even if individual components are not paid until a later date. Amounts are gross, before deduction of social security contributions etc.

Remuneration paid to former members and related parties No remuneration on a non-arm's-length basis was paid to companies or individuals who are related to members of the Corporate Executive Committee. Related parties are spouses, life partners, children under 18 years, companies owned or controlled by directors, and legal entities or individuals who act as trustees for them. No amounts receivable from these persons were waived.

Share Subscription Plan Proportion of variable remuneration received directly as shares, which are measured at market value less 10 per cent markdown. Subscription price = CHF 129.42.

Share Participation Plan Proportion of variable remuneration received as shares (excluding loans to purchase shares), which are measured at market value less dividend rights discounted over three years. Subscription price = CHF 125.44.

Performance share units (PSUs) These have been disclosed at their value of CHF 149.70 at the grant date and measured using a Monte Carlo simulation, which calculates a present value for the payout expected at the end of the vesting period.

Performance share units (PSUs)		Total variable remuneration		Total basic salary plus variable remuneration	Variable remuneration as percentage of basic salary	Non-cash benefits	Pension contributions	Total remuneration
Granted in 2018								
Number of PSUs	CHF	Number of shares	CHF	CHF		CHF	CHF	CHF
2,539	380,088	2,202	950,088	1,900,088	100 %	0	194,871	2,094,959
1,871	280,089	2,596	700,089	1,400,089	100 %	4,910	174,338	1,579,337
1,660	248,502	2,915	621,102	1,242,102	100 %	4,910	194,871	1,441,883
1,337	200,149	1,173	500,149	1,000,150	100 %	4,910	189,966	1,195,026
1,337	200,149	2,346	500,149	1,000,150	100 %	4,910	169,966	1,175,026
8,744	1,308,977	11,233	3,271,577	6,542,578	100 %	19,640	924,011	7,486,229

Non-cash benefits Based on all remuneration elements required to be declared on the Swiss salary certificate, including long-service awards, taxable benefits relating to shares received in connection with the Employee Incentive Plan (maximum of 100 shares per annum).

Pension benefits These comprise the estimated employer contributions to the state-run social security schemes and the pension fund (up to the pensionable or insurable threshold in each case).

**LOANS AND CREDIT FACILITIES GRANTED TO MEMBERS OF THE BOARD OF DIRECTORS AND THE CORPORATE EXECUTIVE COMMITTEE
 (AS AT 31 DECEMBER)**

	Mortgages		Loans pertaining to the Share Participation Plan		Other loans		Total	
	2017	2018	2017	2018	2017	2018	2017	2018
CHF								
Dr Andreas Burckhardt								
Chairman	0	0	2,623,673	2,623,451	0	0	2,623,673	2,623,451
Werner Kummer (until 27 April 2018)								
Vice-Chairman	0	–	0	–	0	–	0	–
Dr Andreas Beerli								
Member	0	0	0	0	0	0	0	0
Dr Georges-Antoine de Boccard								
Member	0	0	0	0	0	0	0	0
Christoph B. Gloor								
Member	0	0	0	0	0	0	0	0
Karin Keller-Sutter								
Member	0	0	0	0	0	0	0	0
Hugo Lasat								
Member	0	0	0	0	0	0	0	0
Dr Thomas von Planta								
Member	0	0	0	0	0	0	0	0
Thomas Pleines								
Member	0	0	0	0	0	0	0	0
Prof. Dr Hans-Jörg Schmidt- Trenz (since 27 April 2018)								
Member	–	0	–	0	–	0	–	0
Prof. Dr Marie-Noëlle Venturi - Zen-Ruffinen								
Member	0	0	0	0	0	0	0	0
Total for the Board of Directors	0	0	2,623,673	2,623,451	0	0	2,623,673	2,623,451
Corporate Executive Committee member with the highest outstanding loan								
Dr Thomas Sieber								
Head of Corporate Division Corporate Centre	660,000	660,000	1,690,895	1,793,515	0	0	2,350,895	2,453,515
Other members of the Corporate Executive Committee	2,200,000	1,500,000	3,145,165	1,826,741	0	0	5,345,165	3,326,741
Total for the Corporate Executive Committee	2,860,000	2,160,000	4,836,060	3,620,256	0	0	7,696,060	5,780,256

Explanatory notes to the table

Loans and credit facilities No loans or credit facilities were granted at non-market terms and conditions

a) to former members of the Board of Directors or Corporate Executive Committee;

b) to individuals or companies related to members of the Board of Directors or Corporate Executive Committee. Related parties are: spouses, life partners, children under 18 years, companies owned or controlled by directors, or legal entities or individuals who act as trustees for them.

Mortgages Mortgages of up to CHF 1 million are granted to staff at the following terms and conditions: 1 per cent below the customer interest rate for variable-rate mortgages and at a preferential interest rate for fixed-rate mortgages.

Loans associated with the Share Participation Plan Loans to increase the effect of the Share Participation Plan (see "7. Share Subscription Plan and Share Participation Plan"). Interest is charged on loans at a market rate (2018: 1 per cent), and they have a term of three years.

Other loans There are no policy loans.

SHARES HELD BY MEMBERS OF THE BOARD OF DIRECTORS (AS AT 31 DECEMBER)

	Discretionary shares		Restricted shares		Total share ownership		Percentage of issued share capital	
	2017	2018	2017	2018	2017	2018	2017	2018
Quantity								
Dr Andreas Burckhardt								
Chairman	19,543	24,452	36,367	33,542	55,910	57,994	0.115%	0.119%
Werner Kummer (until 27 April 2018)								
Vice-Chairman	5,787	–	2,949	–	8,736	–	0.018%	–
Dr Andreas Beerli (until 28 April 2017)								
Member	4,508	–	1,379	–	5,887	–	0.012%	–
Dr Andreas Beerli								
Member	1,808	2,298	2,487	2,397	4,295	4,695	0.009%	0.010%
Dr Georges-Antoine de Boccard								
Member	1,686	3,176	2,487	2,397	4,173	5,573	0.009%	0.011%
Christoph B. Gloor								
Member	7,312	7,693	2,264	2,283	9,576	9,976	0.020%	0.020%
Karin Keller-Sutter								
Member	425	806	2,156	2,086	2,581	2,892	0.005%	0.006%
Hugo Lasat								
Member	0	0	1,375	1,686	1,375	1,686	0.003%	0.003%
Dr Thomas von Planta								
Member	111	439	1,000	1,311	1,111	1,750	0.002%	0.004%
Thomas Pleines								
Member	1,141	1,631	2,530	2,475	3,671	4,106	0.008%	0.008%
Prof. Dr Hans-Jörg Schmidt- Trenz (since 27 April 2018)								
Member	–	0	–	1,000	–	1,000	–	0.002%
Prof. Dr Marie-Noëlle Venturi - Zen-Ruffinen								
Member	0	0	1,375	1,686	1,375	1,686	0.003%	0.003%
Total for the Board of Directors	42,321	40,495	56,369	50,863	98,690	91,358	0.202%	0.187%
Percentage of issued share capital	0.087%	0.083%	0.116%	0.104%	0.202%	0.187%		

Explanatory notes to the table

Shareholdings Includes shares held by related parties (spouses, life partners, children under 18 years, companies owned or controlled by directors, and legal entities or individuals who act as trustees for them).

Restricted shares received in connection with share-based remuneration programmes are subject to a restriction period of three years. The closed period for shares received by the Chairman of the Board of Directors in connection with the Share Subscription Plan is five years. Section 20 of the Articles of Association also requires all members of the Board of Directors to lodge 1,000 shares with the Company for the duration of their term of appointment (qualifying shares).

Options Members of the Board of Directors do not hold any options on Baloise shares.

**SHARES HELD BY MEMBERS OF THE CORPORATE EXECUTIVE COMMITTEE
 (AS AT 31 DECEMBER)**

	Discretionary shares		Restricted shares		Total share ownership		Percentage of issued share capital		Prospective entitlements (PSUs)	
	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018
Quantity										
Gert De Winter										
Group CEO	16,246	19,206	4,578	5,735	20,824	24,941	0.043 %	0.051 %	7,340	8,471
Michael Müller										
Head of Corporate Division Switzerland	16,816	18,863	7,585	8,154	24,401	27,017	0.050 %	0.055 %	5,847	5,630
Dr Thomas Sieber										
Head of Corporate Division Corporate Centre	6,100	8,167	21,435	20,601	27,535	28,768	0.056 %	0.059 %	5,741	5,351
Dr Carsten Stolz										
Head of Corporate Division Finance	1,500	3,293	1,870	2,314	3,370	5,607	0.007 %	0.011 %	2,351	2,862
Dr Matthias Henny										
Head of Corporate Division Asset Management	9,264	7,247	22,928	21,236	32,192	28,483	0.066 %	0.058 %	3,236	3,417
German Egloff (until 30 October 2017)										
Head of Corporate Division Finance	966	-	18,349	-	19,315	-	0.040 %	-	4,406	-
Martin Wenk (until 30 October 2017)										
Head of Corporate Division Asset Management	3,685	-	8,915	-	12,600	-	0.026 %	-	4,406	-
Total for the members of the Corporate Executive Committee	54,577	56,776	85,660	58,040	140,237	114,816	0.287 %	0.235 %	33,327	25,731
Percentage of issued share capital	0.112 %	0.116 %	0.176 %	0.119 %	0.287 %	0.235 %				

Explanatory notes to the table

Shareholdings Includes shares held by related parties (spouses, life partners, children under 18 years, companies owned or controlled by directors, and legal entities or individuals who act as trustees for them).

Restricted shares Includes loan-financed shares connected with the Share Participation Plan. Shares received in connection with share-based remuneration programmes are subject to a closed period of three years.

Options held in connection with the Share Participation Plan are not reported here because they were written to hedge loans and do not originate from a separate option plan. Each put option is also offset by a countervailing call option.

Prospective entitlements (PSUs) Number of allocated performance share units (granted as at 1 March 2016, 1 March 2017 and 1 March 2018).

TOTAL AND VARIABLE REMUNERATION IN THE BALOISE GROUP

	2017				2018			
	In cash	In shares	Prospective entitlements	Total	In cash	In shares	Prospective entitlements	Total
Total remuneration								
CHF million	735.7	5.6	4.7	746.0	726.9	5.2	5.0	737.1
Total variable remuneration (total pool)								
CHF million	155.3	5.6	4.7	165.6	146.8	5.2	5.0	157.0
Number of beneficiaries	5,237	138	65		4,931	184	67	
Of which commission paid to insurance sales force								
CHF million	105.5	0.0	0.0	105.5	104.8	0.0	0.0	104.8
Of which other forms of variable remuneration								
CHF million	47.3	5.6	4.7	57.6	40.0	5.2	5.0	50.3
Total outstanding deferred remuneration								
CHF million	0.0	103.5	14.6	118.1	0.0	92.7	14.7	107.4
Debits / credits for remuneration for previous reporting periods recognised in profit or loss								
CHF million	-0.2	0.0	0.0	-0.2	-0.2	0.0	0.0	-0.2
Total inducement payments made								
CHF million	0.2	0.0	0.0	0.2	0.0	0.0	0.0	0.0
Number of beneficiaries	5	0	0		6	0	0	
Total severance payments made								
CHF million	2.3	0.0	0.0	2.3	5.4	0.0	0.0	5.4
Number of beneficiaries	52	0	0		44	0	0	

Explanatory notes to the table

The table includes all forms of remuneration awarded for each year even if individual components are not paid until a later date.

Total remuneration All taxable benefits that the financial institution provides to persons directly or indirectly for the work they have performed for it in connection with their employment or directorship. They include cash payments, non-cash benefits, expenditure that creates or increases entitlements to pension benefits, pensions, allotment of shareholdings, conversion rights and warrants, and debt waivers.

Variable remuneration Part of total remuneration, the amount or payment of which is at the discretion of the financial institution or which depends on the occurrence of agreed conditions. It includes performance-related and profit-based remuneration such as fees and commissions. Inducement and severance payments also fall under the definition of variable remuneration.

Total pool All the variable remuneration that a financial institution allocates for a year regardless of its form, any contractual undertaking in respect of grant dates or payout dates and any terms and conditions attached. Inducement and severance payments made in the relevant year should be included in the total pool.

Inducement payment One-off payment agreed when an employment contract is signed. Payments to compensate for lost entitlement to remuneration from a former employer also count as inducement pay.

Severance payment Remuneration agreed in connection with the termination of an employment contract. Severance packages are paid only in individual justified cases and are granted only to management team members and to employees, but not to members of either the Board of Directors or the Corporate Executive Committee.



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To the General Meeting of
Baloise Holding AG, Basel

Basel, 22 March 2019

Report of the statutory auditor on the remuneration report

We have audited the accompanying remuneration report of Baloise Holding AG for the year ended 31 December 2018.



Board of Directors' responsibility

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.



Auditor's responsibility

Our responsibility is to express an opinion on the accompanying remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Opinion

In our opinion, the remuneration report for the year ended 31 December 2018 of Baloise Holding AG complies with Swiss law and articles 14–16 of the Ordinance.

Ernst & Young Ltd

A handwritten signature in black ink, appearing to be 'C Fleig'.

Christian Fleig
Licensed audit expert
(Auditor in charge)

A handwritten signature in black ink, appearing to be 'P Schwaller'.

Patrick Schwaller
Licensed audit expert

Financial calendar and contacts

7 MARCH 2019

[Annual financial results](#)

Media conference
Conference call for analysts

28 MARCH 2019

[Annual Report](#)

Publication of the Annual Report 2018

26 APRIL 2019

[Annual General Meeting](#)

Bâloise Holding Ltd

28 AUGUST 2019

[Half-year financial results](#)

Conference call for analysts and the media

13 NOVEMBER 2019

[Q3 interim statement](#)

12 MARCH 2020

[Annual financial results](#)

Media conference
Conference call for analysts

26 MARCH 2020

[Annual Report](#)

Publication of the Annual Report 2019

24 APRIL 2020

[Annual General Meeting](#)

Bâloise Holding Ltd

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