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2017

Disclosure of Remuneration Indicators
for 2017



**Aareal Bank
Group**

Disclosure of Remuneration Indicators for 2017

We already disclose below remuneration indicators for 2017 in accordance with section 16 of the German Regulation on Remuneration in Financial Institutions (Institutsvergütungsverordnung – "InstitutsVergV") as amended on 4 August 2017. As in the previous years, as a significant institution pursuant to section 17 of the InstitutsVergV, disclosure is also in accordance with the provisions of Article 450 of Regulation (EU) No 575/2013 (Capital Requirements Regulation – "CRR").

Aareal Bank has implemented the qualitative disclosure requirements in a uniform manner, in its Group Annual Report.¹⁾

The later disclosure of quantitative remuneration details, as shown below, is due to the fact that the variable remuneration can only be determined after the end of the financial year.

Remuneration data is disclosed for Aareal Bank AG as well as for Aareal Bank Group entities in accordance with section 10a of the German Banking Act (Kreditwesengesetz – "KWG"), to the extent that such entities are subject to the InstitutsVergV.

The presentation of remuneration tables shown below is oriented on the EBA Guidelines on the remuneration benchmarking exercise (EBA/GL/2014/08), as well as the business areas stipulated in Annex 2 to the InstitutsVergV interpretation guidance issued by the German Federal Financial Supervisory Authority („BaFin“) on 15 February 2018 – whereby the "Investment Banking" and "Asset Management" business areas are not relevant for Aareal Bank. The business area "Members of the administrative or supervisory body in accordance with section 25d of the KWG" relates to disclosure for all Supervisory Board members of institutions within the regulatory scope of consolidation.²⁾ The same applies to details regarding the remuneration of the Management Board, which is reported under "Management Board pursuant to section 25c of the KWG". Sales and Credit Management units (Markt/Marktfolge) as well as those subsidiaries assigned to our Structured Property Financing segment are allocated to the "Retail Banking" business area. All central administrative units are allocated to "Corporate Functions", except for control units as defined in EBA's guidelines for internal governance (GL 44); these are allocated to the "Independent Control Functions" area. The "All Other" business area comprises the Bank's Group Business Consulting & Services division, as well as the subsidiaries within the Consulting/Services segment.

Remuneration data in the tables shown below was rounded commercially; this may lead to rounding differences in the totals.

¹⁾ Annual Report 2017 of Aareal Bank Group, chapter "Remuneration Report", pages 177 et seqq.

²⁾ As at 31 December 2017, only Aareal Bank AG was classified as an "institution" for this purpose.

Remuneration disclosures pursuant to section 16 (1) no. 3 of the InstitutsVergV

	Members of the administrative or supervisory body pursuant to section 25d of the KWG	Management Board members pursuant to section 25c of the KWG	Business areas				Total
			Retail Banking	Corporate Functions	Independent Control Functions	All Other	
Number of staff as at 31 December (head count)	12	5	415	433	84	202	1,151
Number of staff as at 31 December (full-time equivalents – "FTE")			362.6	376.8	72.8	187.6	999.8
€ mn							
Total remuneration for the financial year	1.52	12.93	64.36	48.87	10.26	19.80	157.74
of which: total fixed remuneration ¹⁾	1.52	7.68	45.02	38.08	7.83	15.52	115.65
total variable remuneration ²⁾	–	5.26	19.34	10.79	2.43	4.28	42.10

¹⁾ Pursuant to regulatory requirements, fixed remuneration also includes the employer's share of payments to the company pension scheme, as well as the value of the right to private use of company cars.

²⁾ In line with regulatory requirements, variable remuneration also includes severance payments awarded during the reporting period.

Remuneration disclosures on risk takers, pursuant to Art. 450 (1) lit. h of the CRR

	Members of the administrative or supervisory body pursuant to section 25d of the KWG	Management Board members pursuant to section 25c of the KWG	Business areas				Total
			Retail Banking	Corporate Functions	Independent Control Functions	All Other	
Number of risk takers as at 31 December (head count)	12	5	124	30	11	10	192
Number of risk takers as at 31 December (full-time equivalents – "FTE")			114.8	28.4	11.0	8.7	162.9
of which: number of risk takers as at 31 December in senior management positions (FTE)			17.4	18.0	7.0	4.7	47.1
€ mn							
Total remuneration for the financial year	1.52	12.93	34.37	9.99	2.73	2.76	64.30
Total fixed remuneration for the financial year	1.52	7.68	20.86	6.28	1.65	1.90	39.88
of which: fixed remuneration paid in cash/ contribution in kind/contribution to pension scheme/non-cash benefits	1.52	7.68	20.86	6.28	1.65	1.90	39.88
of which: fixed remuneration paid in Common Equity Tier 1 (CET1) instruments/ Tier 2 (T2) instruments/other instruments	–	–	–	–	–	–	–

	Members of the administrative or supervisory body pursuant to section 25d of the KWG	Management Board members pursuant to section 25c of the KWG	Business areas				Total
			Retail Banking	Corporate Functions	Independent Control Functions	All Other	
€ mn							
Total variable remuneration for the financial year¹⁾	–	5.26	13.51	3.71	1.08	0.86	24.42
of which: variable remuneration paid in cash/contribution in kind/contribution to pension scheme/non-cash benefits	–	2.63	8.98	2.64	0.89	0.47	15.61
of which: variable remuneration paid in shares/equivalent profit participations/share-based or equivalent instruments which sustainably reflect the Company's value pursuant to section 20 (5) sentence 1 no. 1 of the InstitutsVergV	–	2.63	4.53	1.07	0.19	0.39	8.80
of which: variable remuneration paid in instruments pursuant to section 20 (5) sentence 1 no. 2 of the InstitutsVergV	–	–	–	–	–	–	–
Total amount of retained variable remuneration for the financial year	–	3.15	4.41	1.24	0.20	0.43	9.44
of which: retained variable remuneration for the financial year paid in cash/contribution in kind/contribution to pension scheme/non-cash benefits	–	1.58	2.21	0.62	0.10	0.22	4.72
of which: retained variable remuneration for the financial year paid in shares/equivalent profit participations/share-based or equivalent instruments, which sustainably reflect the company value pursuant to section 20 (5) sentence 1 no. 1 of the InstitutsVergV	–	1.58	2.21	0.62	0.10	0.22	4.72
of which: deferred variable remuneration for the financial year paid in instruments pursuant to section 20 (5) sentence 1 no. 2 of the InstitutsVergV	–	–	–	–	–	–	–

Additional disclosures on variable remuneration

pursuant to Art. 450 (1) lit. h subsection (iii) of the CRR on outstanding deferred variable remuneration

Total amount of deferred variable remuneration outstanding (including for previous years)	–	13.54	16.40	3.50	0.67	1.54	35.64
of which: portion awarded (vested) but not yet disbursed	–	3.83	2.42	0.39	0.09	0.22	6.94
of which: portion promised but not yet awarded (i.e. unvested)	–	9.71	13.99	3.11	0.58	1.32	28.71

¹⁾ In line with regulatory requirements, variable remuneration also includes severance payments awarded during the reporting period.

	Members of the administrative or supervisory body pursuant to section 25d of the KWG	Management Board members pursuant to section 25c of the KWG	Business areas				Total
			Retail Banking	Corporate Functions	Independent Control Functions	All Other	
€ mn							
pursuant to Art. 450 (1) lit. h subsection (iv) CRR on retained variable remuneration, including from previous years, and explicit risk adjustments							
Amounts of retained variable remuneration							
awarded (vested) during the financial year	–	3.40	4.73	0.76	0.17	0.36	9.42
disbursed during the financial year	–	3.43	4.74	0.73	0.17	0.34	9.42
reduced during the financial year (total amount of explicit risk adjustments (malus pursuant to section 20 (4) no. 3 and reclaims pursuant to section 20 (6) of the InstitutsVergV), applied in 2017 to the previously awarded remuneration	–	–	–	–	–	–	–

Pursuant to section 18 (1) of the InstitutsVergV, the requirement to defer variable remuneration of risk takers over a minimum period of three years is waived if such remuneration remains below an exemption threshold of € 50,000. Aareal Bank uses this exemption threshold waiver, and the majority of risk takers receive a variable remuneration below (and in some cases, clearly below) € 50,000; this influences the share of non-deferred variable remuneration.

During 2017, severance payments totalling € 4.08 million were awarded to 11 risk takers within Aareal Bank Group, with the highest severance payment awarded to an individual being € 0.7 million.

Severance payments totalling € 7.27 million were made to 21 risk takers within Aareal Bank Group during 2017. Parts of these severance payments were awarded in previous periods.

During 2017, a payment of € 0.05 million was made to one risk taker upon commencement of his/her employment relationship.

The following table shows risk takers who have received total remuneration of € 1 million and higher for the 2017 financial year.

Remuneration levels (€)	Number of beneficiaries
1,000,000 to 1,500,000	3
> 1,500,000 to 2,000,000	2
> 2,000,000 to 2,500,000	4
> 2,500,000 to 3,000,000	–
> 3,000,000 to 3,500,000	–
> 3,500,000 to 4,000,000	1

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