PUBLIC DISCLOSURE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

CAPITALATWORK FOYER GROUP S.A.

CapitalatWork Foyer Group SA
12, rue Léon Laval
L-3372 LEUDELANGE
LUXEMBOURG
Registre de Commerce et des Sociétés Luxembourg: B 78 769

Table of Contents

List of Tables

1. Overview and Basis of Preparation

1.1. Company Information

CapitalatWork Foyer Group S.A. (namely "The Company") is a company governed by the law incorporated on 9 November 2000 as a public limited company under the name of CapitalatWork Group S.A. The Company's purpose is to carry out all transactions relating to the activity of professionals in the financial sector authorised by the law of 5 April 1993 on the financial sector, as amended. It may also, in the Grand Duchy of Luxembourg and abroad, on behalf of third parties, carry out transactions relating to the activity of investment management, commission agent and asset manager, as a distributor of UCI units with the possibility of accepting and making payments and as registrar.

The Company may carry out any operations of any kind, generally of a commercial nature, industrial, financial, movable or immovable property that may be directly related to or indirectly to its corporate purpose or likely to facilitate its realization and development.

1.2. Regulatory Framework, Scope and Frequency of Disclosures

Since 26 June 2021, a new prudential regime has entered into force for the Investments Firms, the Investment Firms Regulation (Regulation (EU) 2019/2033, also known as "IFR") and Investment Firms Directive (Directive (EU) 2019/2034, also known as "IFD"). The IFD was transposed into Luxembourgish law by the Law of 21 July 2021[1].

CapitalatWork Foyer Group S.A. is recognised by the CSSF as a class 2 investment firm and is therefore subject to the full IFR / IFD scope.

The IFR / IFD prudential regime includes the following elements:

- Pillar 1 requirements include minimum regulatory capital, liquidity buffer and concentration risk limits;
- Pillar 2 capital add-ons based on ICARAP and SREP;
- Pillar 3 public disclosure requirements.

The purpose of this public disclosure report is to comply with the disclosure obligations and to provide transparency to the various parties stakeholders, including investors, analysts, rating agencies and other market participants. The document shall in particular inform on levels of own funds, own funds requirements, governance arrangements, risk management objectives and policies, remuneration and investment policies and practices of the CapitalatWork Foyer Group S.A. (namely "The Company").

This report contains the information of the Company as of 31 December 2022 on a consolidated basis. The consolidated accounts of the Company include the following subsidiaries (together referred to as the "Group"):

[1] Law of 21 July 2021 approving the Agreement amending the Treaty establishing the European Stability Mechanism, signed in Brussels on 27 January and 8 February 2021.

TABLE 1: GROUP OVERVIEW

Name	Country of incorporation	% ownership	Nature of activities
CapitalatWork S.A.	Bruxelles, Belgium	100	Investment Management
Immo at Work S.A.	Bruxelles, Belgium	100	Real estate
Dynamic Vectors S.A. (since 5th of January 2021)	Wavre, Belgium	100	Software editor

The Company publishes the public disclosure report on an annual basis on its website (https://www.capitalatwork.com) and it is not subject to external audit, except to the extent that any disclosures are equivalent to those made in the annual accounts.

1.3. Other Disclosures

The Company's publications of the public disclosure are additional to the information provided by the Company in its annual accounts. The reader is therefore invited to consult the audited annual accounts of the Company to have more qualitative and quantitative information on related topics to risk management.

2. Governance (Art. 48 IFR)

2.1. Board and Directorships

Board of Directors (BoD)

The Company's BoD is responsible for:

- Determining the risk profile and tolerance (Risk appetite) within the Group;
- Setting the strategic risk management objectives;
- Assigning related economic capital;
- Adopting and periodically reviews the remuneration policy and has overall responsibility for overseeing its implementation.

TABLE 2 : NUMBER OF DIRECTORSHIPS HELD BY MEMBERS OF THE MANAGEMENT

Board member	Number of directorships held (including intragroup directorships)
Michel Tilmant (Chairman)	6
François Tesch	4
Maarten Rooijakkers	7
Claude Eyschen	2
Marc Lauer	10
Jean-François Schock	7
Roland Gillet	5
Roland Kuhn	6
Nathalie Worré	2

Executive Committee (EC)

The EC is responsible for:

- Documenting and communicating the group risk management policies (and the related capital planning principles);
- Annual approval of the Risk Management framework (as defined below) based on the reporting by the Risk Management department;
- Ensuring adequate internal control systems are in place, with relevant segregation of duties, in order to prevent conflict of interest;
- Promoting high ethical and professional standards and a strong internal control culture;
- Setting acceptable levels of risks and ensuring that local entities managers take the actions needed to implement the Risk Management framework within entities.
- Assigning adequate resources and funds to Risk Management.

Audit, Compliance and Risk Committee

The BoD of the Company is assisted by a specialised committee, the Audit, Compliance and Risk Committee (“CARC”). The CARC meets at least three times a year, and any time deemed necessary, to discuss various topics in the fields of:

- Financial information;
- External audit;
- Internal audit;
- Compliance;
- Risk management;
- Remuneration policy implementation.

Remuneration and Nomination Committee

The Foyer S.A. Remuneration and Nomination Committee acts for The Company. The Committee discusses and proposes variable compensation for Executive Committee members and for the Material Risk Takers. The Remuneration Committee is meeting 2 or 3 times per year. The Committee ensures a succession plan for the BoD as well as for the EC. At the age of 70, most members of the BoD resign from their position. The committee ensures that the composition of the EC and the BoD is in line with The Company’s area of activity. The remuneration of senior officers in the risk management and compliance functions is directly overseen by the remuneration committee.

Office Managers

Office Managers are responsible for:

- Implementing group Risk Management policies and decisions with local entities of the Group;
- Ensuring adequate Risk Management. They have the primary responsibility for the day-to-day management and control of risks within their areas of the business;
- They are responsible for implementing the Risk Management strategy, policy and framework and of setting effective and efficient systems of internal control, including financial, operational, compliance and Risk Management within their entity.

2.2. Diversity Policy

The objective of the diversity policy is to promote a broad set of qualities and competences when recruiting members of the management body, to achieve a variety of views and experience and to facilitate independent opinions and sound decision-making within the management body.

The Remuneration and Nomination Committee reviews and submits proposals to the shareholders' meeting regarding the composition, structure and remuneration of the Board, its directors and members of the committees of the Board. In particular, it takes into account the overall diversity of the Board based on the following criteria: gender, language, nationality, age, experience and educational background.

Candidates are proposed and appointed based on their merits, taking into account the diversity criteria set forth in the policy. The merits of the candidates are reflected in several aspects, such as their knowledge of the Group, market and industry, their business background, prior experience and personal skills.

The Company does not condone recruiting members of the management body which would aim solely at improving its diversity at the cost of overall functioning and stability of the body collectively, or at the expense of the individual suitability of its members.

Gender diversity

In terms of gender, the Company strives to strike a fair balance and encourages a minimum representation of the less represented gender in the management body committees. Gender diversity is analysed by the Executives Committees on a yearly basis across different countries in which the Group operates.

Age diversity

The maximum age of a director is set at 70, however exceptions to this rule may be granted until a suitable replacement candidate is found.

Career development and promotion

Employees are promoted based on their performance and all employees are treated fairly and objectively. Training on upholding the standard of diversity is provided annually to all managers.

Escalation procedure

Any breach of the obligation set out in the policy must be reported to the CCO or directly to the Executive Committee member through the internal escalation mechanism. Staff members experiencing or witnessing discrimination can also report any violations of the policy through a whistleblowing mechanism.

Until 31/12/2022, no objective or target relating to the diversity policy within the Company has been defined.

2.3. Control Functions

To ensure the effectiveness of the Company's oversight, the Board of Directors (hereinafter "BoD") and senior management have established the "Three lines of Defence" model, which is in line with the provisions of CSSF Circular 20/758 and articles 35 – 40 of the Belgian Law of 25 April 2014.

- First line of defence: functions that own and manage risk;
- Second line of defence: functions that oversee the risk across the company and that is specialised in risk management, compliance;
- Third line of defence: functions that provide independent assurance, above all internal audit.

Risk Management function (RM)

The RM function is part of the Internal Control infrastructure within the Company. The RM function constitutes the structure necessary to identify, measure and manage the group-wide risk exposures. Through this process, the RM function monitors compliance within the overall RM policy and ensures that the framework is up-to-date.

Risk management is responsible for defining the Risk Management framework:

- Performing group-wide risk assessment;
- Developing necessary action plans and dashboards;
- Coordinating RM standards within the Group;
- Aggregating, assessing, monitoring and reporting risks exposures;
- Reviewing new product/activity proposals;
- Supervising compliance of activity with the risk governance framework and RM standards;
- Providing advice on risk related questions;
- Maintaining relevant contacts with internal and external auditors on risk related issues.

The RM function is composed of three full-time employees including Mrs. Sylvie Lanari who is the Chief Risk Officer of the Company.

The Chief Risk Officer reports hierarchically to the EC. However, the Chief Risk Officer may communicate directly and on its own initiative with the BoD, with the CSSF or BNB (Belgian regulator) and with the external auditor. When the RM considers that the safe management of the business is compromised, it shall inform as soon as possible the EC and the BoD.

Internal Audit Function

The mission of the Internal Audit is to examine and evaluate the effectiveness of the governance, risk management and control processes of the Group and recommend solutions for optimising them in order to provide perceived added value.

The objectives, powers, responsibilities, positioning within the organisation, the modus operandi and the fundamental principles of the internal audit function are defined in the Company's Internal Audit Charter.

The purpose of Internal Audit is to provide reasonable assurance that:

- The objectives as defined by the BoD will be achieved;
- Resources are used efficiently and effectively;
- Risks are managed and the assets of the company are protected;
- Financial information and reporting is reliable and complete.

Philippe Corbeel acts as Head of Internal Auditor within the Company.

Compliance Function

The Compliance function is performed by Alexandra Wirth, Chief Compliance Officers of the Company who coordinates Compliance within the Group. Emilie van Eyll is in charge as Compliance Officer for CapitalatWork S.A.

Mr. Robert Pegels, executive director of CapitalatWork S.A., is within the EC responsible for compliance in CapitalatWork S.A. and the Company.

The Compliance activity is subject to the principles set out in the compliance charter of the Company.

The Compliance function has an organisational, coordination and monitoring function. The main missions are:

- Anticipation, detection and risk assessment Compliance; and,
- Assistance in controlling these risks.

To execute this mission, the Compliance function designs policies to meet the requirements of regulatory authorities and oversees their application. The implemented policies relate to a.o. the anti-money laundering, counter terrorist financing, the fight against market abuse, the protection of investors.

The Compliance function regularly monitors the correct application of the Compliance policies and procedures. These monitoring takes the form of regular assessments and controls of compliance risk.

Compliance function assists and advises the EC of the Company on the application of current and future standards and informs/trains employees and other departments on the development of regulations and policies.

The Compliance function is involved in internal governance, under the responsibility of the BoD. It participates in the safe and prudent management of the Company's activities as the second line of defence.

The Chief Compliance Officer of the Company reports to the EC and the CARC and if necessary directly to the BoD. Compliance function is the point of contact for the regulatory authorities.

3. Risk Management Objectives and Policies (Art. 47 IFR)

3.1. Risk Management Framework

The Group manages risk in accordance with the RM strategy developed by the Board and ensures consistency of its approach through an integrated RM framework described below. The risk strategy comprises the risk management objectives and guidelines for all major business activities as defined in the business strategy. It defines the framework for controlled risk-taking and risk management taking into account risk concentrations.

The enterprise-wide RM framework, including the risk identification, measurement, follow up and management functioning, is responsive to the nature of the challenges that the Company is confronted with, as it engages in different activities as well as in distinct geographic locations and legal entities.

This approach should provide the local and group management with the assurance that risks are managed in accordance with the group risk strategy and objectives and overall risk appetite. More specifically, the RM framework includes the following pillars and guidelines:

1. *Risk Assessment and Mapping*

Every three years, the RM department coordinates a group-wide risk assessment exercise. Every year, the RM department updates the risk assessment if necessary within its regular reports. Group Executive Committee (EC) validates results and subsequent yearly updates. The risk mapping consists in a risk self-assessment by a panel of staff and management. Main output is a hierarchy of top risks, which is the basis for the development of a further action plan and monitoring dashboards, if necessary.

2. *Risk Appetite Framework*

The risk mapping and the RM department professional judgement enable the establishment of a Risk Appetite Framework (RAF) that define the level of risk acceptable for the Company. The RAF is validated by the Board annually. The RM department monitors quarterly criteria defining the RAF.

According to the Circular CSSF 20/758 as amended and the Risk Management Policy of CapitalatWork, the BoD shall decide on acceptable types and associated levels of risk appetite in relation to the objectives of the Company.

3. *Risk Management guidelines and restrictions – Investment funds*

The Company investment funds need to comply with RM investment guidelines (developed with the Asset Management Department - AMD) and are under the supervision of the EC. These guidelines come in addition to the legal investment restrictions disclosed in the prospectus and in the applicable laws.

4. *Risk Management guidelines and restrictions – Private clients*

Internal RM guidelines also govern the private client portfolios management. In the same way as Investment funds, the RM department and the AMD develop those guidelines together. These guidelines need to be respected by the portfolio managers.

3.2. Principal Risks

The table below sets out Principal Risks and key measures used to monitor the Company's risk profile and the relationship between the Principal Risks and the risks identified under the IFR framework.

TABLE 3: PRINCIPAL RISKS OVERVIEW

Principal Risks	Related IFR/IFD requirements and K-factors (Pillar I)	KRIs for internal capital requirements (Pillar II)
<u>Liquidity Risk</u> Two types of liquidity risk need to be distinguished: "Company own liquidity risk" and "market liquidity risk": "Company own liquidity risk" refers to the inability of the company to face payables, and "market liquidity risk" is the risk that the company cannot easily eliminate or offset a particular investment position without significantly affecting the previous market price because of inadequate market depth or market disruption.	Liquidity requirement based on Fixed Overheads	• Cash deposit available • Number of months of covered overhead
<u>Operational Risk</u> Operational risk is the risk of direct or indirect loss resulting from inadequate or failed internal processes, people and systems, or from external events. Operational risk includes IT, outsourcing and general physical access risks	Risk to Client ▪ *K-AUM* ▪ *K-ASA* ▪ *K-CMH* ▪ *K-COH*	• Turnover Rate • IT System availability • Number of incidents
<u>Settlement Risk</u> Risk that a counterparty does not deliver a security or its value in cash as per agreement when the security was traded after the other counterparty or counterparties have already delivered security or cash value as agreed per transactions.		• 10% of the 10 highest transactions
<u>Counterparty /Depositary risk</u> Risk that a depositary or other professional counterparty goes bankrupt which would result in losses of assets.		• Max % volume per counterparty
<u>Market Risk</u> Market risk represents the exposure arising as a consequence of adverse movements in market prices of financial assets in which the Company invested or which is sold short. All opened positions related to interest rates, currency rate and other market prices are exposed to market movements.	Risk to Market (RtM) not applicable as the Company does not deal on own account. Risk to Firm (RtF) not applicable as the Company does not handle for own purpose.	• Income loss due to a negative performance on CaW funds • Stress-testing

Principal Risks	Related IFR/IFD requirements and K-factors (Pillar I)	KRIs for internal capital requirements (Pillar II)
Concentration Risk Risk that detriment is caused to our customers, clients, counterparties, markets or the Company itself because of the inappropriate execution of our business activities.	Monitoring obligation	• 10 % of the total AuM of the 10 largest clients
Risk to client Risks to client are risks from which harm to client can be generated in case of problems: • from an incorrect discretionary management, • by safeguarding and administering client assets, • by holding money of the client, • in the execution or settlement of orders.	Risk to Client ▪ *K-AUM* ▪ *K-ASA* ▪ *K-CMH* ▪ *K-COH*	• Captured in counterparty & depositary risks and settlement risk. Asset management risk is already captured in the operational risk.
Assets outflow risk This is the risk that client assets outflows exceed client assets inflows and affect financial results of the Group.	N/A	• Setting up a stress test simulating a loss of our assets of 5% and calculation of the impact on our revenues.
Compliance risk Risk is defined as the risk of impairment of CaW Group integrity leading to the damage of its reputation, legal or regulatory sanctions or financial loss, as a result of its failure to comply with all applicable laws, regulations, codes of conduct and standards of good practice.	N/A	• PEPs account • Clients scoring • Dormant accounts • Clients claims • Number of accounts identified as not compliant with MiFID
Legal risk Legal risk is defined as being the risk that (1) an error in the terms or interpretation of an agreement engaging the Company generates financial losses or an unexpected increase of the commitment of the Company as well as (2) any legal exposure of the Company.	N/A	• Based on existing records reported by legal service.
Business & strategy risk	N/A	• This risk is not necessarily directly quantifiable but can indirectly

Principal Risks	Related IFR/IFD requirements and K-factors (Pillar I)	KRIs for internal capital requirements (Pillar II)
This is the risk that strategic decisions by the BoD and/or business decisions by Management lead to significant financial losses and result in equity valuation losses.		generate financial losses or a loss of earnings.
Reputation risk Risk that an action has a negative impact on the image and the reputation of the Company, and, as a consequence, on its ability to grant the services, to keep clients, to find suppliers.	N/A	• Qualitative assessment of the reputation risk resulting in a quantification of the impact on revenues.

4. Capital Management

4.1. Overview

The aim of capital management is to guarantee the Company's solvency and sustain its profitability, while ensuring compliance with internal capital objectives and regulatory capital requirements.

The Company's supervisor, the Commission de Surveillance du Secteur Financier (CSSF) sets and monitors its capital requirements. Additionally, the capital requirements of CapitalatWork S.A. are monitored by the BNB. According to applicable regulations relating to capital adequacy, financial institutions are required to dispose of sufficient capital resources to cover different types of risks.

The capital management framework includes strategic risk appetite statements that are supported by a comprehensive set of monitoring metrics (KRIs) and management information to ensure that sufficient capital is maintained for all material capital risks.

In addition to the risk assessment used for the Regulatory Capital Requirement (IFR - Pillar I), the Company conducts an "Internal capital adequacy assessment process and internal risk-assessment process" ("ICARAP" - Pillar II) to determine any additional capital requirements. This second risk assessment considers several stress scenarios which reflect specific situations that the Company could face. The size and composition of the Company's capital base is ultimately determined by both regulatory and internal capital requirements.

4.2. Own Funds (Art. 49 IFR)

The Company's own funds solely consist of Tier 1 capital. Tier 1 capital includes the paid up capital instruments, the previous years retained earnings, and the other reserves.

The Company is not a listed company.

Table 4: Composition of regulatory Own Funds as of 31 December 2022

IF 01.00 - OWN FUNDS COMPOSITION (IF1)

Rows	Item	Amount
0010	**OWN FUNDS**	32,228,011.62
0020	**TIER 1 CAPITAL**	32,228,011.62
0030	**COMMON EQUITY TIER 1 CAPITAL**	32,228,011.62
0040	Fully paid up capital instruments	15,515,280.01
0050	Share premium	0.00
0060	Retained earnings	10,127,832.89
0070	Previous years retained earnings	10,127,832.89
0080	Profit eligible	0.00
0090	Accumulated other comprehensive income	
0100	Other reserves	2,817,678.32
0110	Minority interest given recognition in CET1 capital	
0120	Adjustments to CET1 due to prudential filters	
0130	OTHER FUNDS	16,125,630.32
0140	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	-12,358,409.92
0150	(-) Own CET1 instruments	
0160	(-) Direct holdings of CET1 instruments	
0170	(-) Indirect holdings of CET1 instruments	
0180	(-) Synthetic holdings of CET1 instruments	
0190	(-) Losses for the current financial year	
0200	(-) Goodwill	-5,669,540.00
0210	(-) Other intangible assets	-6,688,869.92
0220	(-) Deferred tax assets that rely on future profitability and do not arise from temporary differences net of associated tax liabilities	
0230	(-) Qualifying holding outside the financial sector which exceeds 15% of own funds	
0240	(-) Total qualifying holdings in undertaking other than financial sector entities which exceeds 60% of its own funds	0.00
0250	(-) CET1 instruments of financial sector entites where the investment firm does not have a significant investment	
0260	(-) CET1 instruments of financial sector entities where the investment firm has a significant investment	

For additional disclosures please refer to Appendix A:

Template code	Name	IFR reference
IF CC1	COMPOSITION OF REGULATORY OWN FUNDS	Art 49(1)(c)
IF CC2	OWN FUNDS RECONCILIATION WITH AUDITED FINANCIAL STATEMENTS	Art 49(1)(a)
IF CCA	OWN FUNDS MAIN FEATURES	Art 49(1)(b)

4.3. Own Funds Requirements (Art.50 IFR)

1. *Pillar I Capital requirements*

According to the IFR (Art. 11), the Company firms shall at all times have own funds which amount at least to the highest of the following:
(a) their fixed overheads requirement (Art. 13 IFR);
(b) their permanent minimum capital requirement (Art. 14 IFR); or
(c) their K-factor requirement (Art. 15 IFR).

Common Equity Tier 1 (CET1) capital coverage should be higher or equal 56% of the capital requirement set above.
Tier 1 (CET 1 + AT1) capital coverage should be higher or equal 75% of the capital requirement set above.
Total (Tier 1 + Tier 2) capital coverage should be higher or equal 100% of the capital requirement set above.

The table below presents the capital requirement as of 31 December 2021

TABLE 5: BREAKDOWN OF PILLAR I CAPITAL REQUIREMENTS

Rows	Item	Amount
0010	Own Fund requirement	9,960,953.16
0020	Permanent minimum capital requirement	75,000.00
0030	Fixed overhead requirement	9,960,953.16
0040	Total K-Factor Requirement	1,013,257.83
0049	**Transitional own funds requirements**	

2. *Pillar II capital requirements*

The ICARAP report identifies and quantifies all the risks to which the Company is or could be exposed, according to its business model, its strategy and the economic and regulatory environment under which the Company operates. The inventory of risks is reviewed during the yearly ICARAP process in cooperation with all functions within the Company and could be expanded if new risks are identified.

Once the risks are identified, measured, managed and reported, the company is able to better control them and assess internal capital needs. This capital must be sufficient in quantity and quality in order to absorb any losses. Therefore, the ICARAP should consider the current situation of the Company but should also be forward-looking in order to ensure the internal capital adequacy on an ongoing basis.

Therefore, the ICARAP process can be divided into three main steps:

1. Risk identification
2. Risk measurement
3. Internal Capital needs assessment

Identified relevant risks are categorised according to the probability of a negative event occurring. The Risk Management department and the Group Executive Committee limit measurement to major risks only. The RM department has many tools at its disposal in order to measure the identified risks, such as loss reports, stress tests, key risk indicators and qualitative judgement. The Company applies three different crisis scenarios in order to estimate the most negative potential risk.

The financial impact consists of the actual direct adverse effect of the event, and the possible cost of rectifying the situation (if/when applicable).

The table below summarises the ICARAP relevant risks and how they are categorised. As explained above, The Risk management department and the Executive committee limit measurement to major risks only.

TABLE 6: ICARAP RELEVANT RISKS

RISKS	REGULATORY CAPITAL REQUIREMENT	INTERNAL CAPITAL REQUIREMENT
Asset management risk*	354 956	-
Counterparty & depositary risk	486 458	1 500 000
Settlement risk	171 843	2 800 000
Market risk	0	7 000 000
Operational risk	9 960 953	400 000
Liquidity risk	3 320 318	170 000
Concentration risk		400 000
TOTAL RISKS PER PILLAR 1	9 960 953	**12 270 000**
Assets outflow risk	0	2 300 000
Compliance risk	0	3 300 000
Legal risk	0	250 000
Business & strategy risk	0	1 400 000
Reputation risk	0	200 000
TOTAL RISKS PER PILLAR 2	**0**	**7 450 000**
TOTAL GLOBAL RISKS	9 960 953	**19 720 000**
AVAILABLE CAPITAL	**29 259 162**	**29 259 162**
INTERNAL CAPITAL ADEQUACY RATIO	**34,04%**	**67,40%**

* already captured in the operational risk for the Pillar II

The BoD decided to fix the following threshold for internal own funds:

Risk domain	Risk indicator	Responsible	Frequency	Internal	Stress	Recovery
Capital Risk	Internal Capital Adequacy Ratio	Finance	Yearly	**<= 65%**	**> 65%**	**< 75%**
	Stressed Capital Adequacy Ratio	Finance	Yearly	**<= 90%**	**> 90%**	**> 100%**

4.4. Additional Capital Requirements

Additional own funds requirements may be imposed based on the supervisory review process. In 2022 the Company did not receive any notification from the CSSF.

5. Remuneration Policy and Practices (Art. 51 IFR)

5.1. Governance

The Company's management is responsible for implementing the remuneration policy as defined by the BoD. The Foyer S.A. Remuneration and Nomination Committee acts for The Company. The appropriateness of the remuneration systems is reviewed at least on an annual basis by the Management and the BoD, appropriately involving the control functions and internal audit. In the event of damage suffered by an actual or potential customer due to certain aspects of the remuneration policy, it will be reviewed and amended in order to prevent these risks.

Compliance is involved in the development of the remuneration policy. The internal control functions are independent of the business units they serve. The Internal Audit function is in charge of evaluating, once a year, compliance with compensation policies procedures approved by the BoD. In addition, it is in charge of the control of the whole compensation system and the remuneration allocation of the various categories of employees at least once a year.

Human Resources is in charge of monitoring the remuneration budget validated by the BoD of the Company.

5.2. Remuneration Policy

When establishing and applying their remuneration policies for categories of staff, including senior management, risk takers, staff engaged in control functions and any employees receiving overall remuneration equal to at least the lowest remuneration received by senior management or risk takers, whose professional activities have a material impact on the risk profile of the investment firm or of the assets that it manages, the Company embedded following principles:

- Gender-neutrality;
- Promoting sound and effective risk management;
- Alignment with the business strategy and objectives of the investment firm, and also takes into account long term effects of the investment decisions taken;
- Effective management of conflicts of interest,
- Promote responsible business conduct and prudent risk taking;
- Ensuring compliance with national rules on wage setting

The remuneration policy is designed to accommodate for the size, internal organisation and nature, as well as to the scope and complexity of the activities of the Company.

5.3. Remuneration Practices

The fixed and variable components of the compensation represent the total compensation. An appropriate balance between fixed and variable components allows a flexible policy in terms of variable remuneration and in particular the possibility for CapitalatWork not to pay variable remuneration.

Performance criteria

On a yearly basis, all the Company's employees are assessed to ensure that their performance is evaluated over the long term and in an ongoing process. Employees are assessed based on qualitative and quantitative criteria and based on their progress.

Qualitative criteria are general criteria (evolution in the function, quality of work, team spirit, commercial spirit, respect for the client's interests, respect for internal procedures, compliance with rules of conduct, KYC, compliance with requirements regulatory, fair treatment of customers, level of customer satisfaction,...) and specific business criteria (for example, for a member of management: communication, team management, initiative, anticipation).

The performance evaluation is the basis for determining the variable remuneration and the potential increase in the fixed remuneration.

Performance measurement, when it is used as a basis for calculating the variable components of individual or collective compensation, includes a global adjustment mechanism that integrates all types of current and future risks.

The evaluation process is as follows:

1. A written self-assessment of the employee based on predefined criteria.
2. An evaluation written by his N+1;
3. An oral interview with the N+1 who validates the achievement of the objectives and the status progress of ongoing projects. It sets new individual objectives for the future.

Fixed remuneration

The fixed remuneration is primarily based on the employee's professional experience, on its role responsibilities and on market standard. The fixed remuneration is set out in the employment contract and it includes benefits in kind.

Fixed compensation represents the largest portion of total compensation and allows for a flexible variable compensation policy, including the possibility of not paying variable remuneration to its employees.

Variable remuneration

Variable remuneration is awarded by combining:

- Employee's individual performance;
- The performance of the business unit concerned;
- The results of the Group.

The sale of specific financial instruments or a class of financial instruments is not the only criteria that will influence the variable remuneration. It reflects sustainable, risk-adjusted performance that exceeds expectations required for the employee's function. Variable compensation is not guaranteed and does not encourage excessive risk taking.

The determination and method of calculating variable compensation does not encourage persons concerned to promote their own interests or the Company's interests to the detriment of customers.

The variable compensation portion does not exceed 100% of the fixed portion. However, under the approval of the Company it can exceptionally reach a maximum of 200%. The total variable compensation is less than 35% of the total annual compensation of all staff.

Variable compensation is not paid through instruments or methods that facilitate the circumvention of legal instruments. However, for CapitalatWork SA, part of the variable remuneration, which is at least 50% must be paid in the form of financial instruments which must be held for at least a period of 1 year. The total volume of variable compensation does not limit the Company's ability to strengthen its financial base.

Variable remuneration is deferred as such for Comex members: 40% the year following the end of the financial year to which it relates, 20% the year after and 20% two years later and the balance of 20% 3 years after the first payment. In the event of the termination of the employment contract, the deferred amounts cease to be due.

The launch of new products or services and the use of new channels of distributions are in accordance with the compensation policies and practices within the Company and take into account the potential risks generated by these products, services or channels.

Total variable compensation can be significantly reduced if Capitalatwork produced a reduced or negative financial return. The reduction applies both to the variable compensation not yet vested, to variable compensation vested but not yet paid, and to variable compensation effectively paid.

Within the limits of law applicable, the Board may require members of staff to reimburse all or part of the variable compensation granted:

- for performances recognised on the basis of data which was subsequently proven fraudulent;
- where the employee has contributed significantly to the poor or negative financial performance or in cases of other intentional and grossly negligent behaviour that has led to significant losses;
- situations where the employee has not complied with the applicable standards of professional expertise and good repute, or;
- has participated in a special mechanism the purpose or effect of which is to promote tax evasion by third parties.

Remuneration of Management and Material Risk Takers

Table below summarises the split between fixed and variable remuneration for the year 2022 for 7 ComEx members and 25 staff members of The Company who can be considered as material risk takers.

TABLE 7: SPLIT BETWEEN VARIABLE AND FIXED REMUNERATION FOR FINANCIAL YEAR 2022

Total 2022	Fix	Variable *	Number of persons	Ratio Variable / Total
9,234,880	5,191,054	4,043,826	32	43,79%

In the course of the 2022 financial year, the remuneration awarded to the members of the BoD amounted to EUR 266,505 EUR (2021: EUR 255,820).

The amounts of awarded variable remuneration paid in 2022 is paid in 4 parts: 40% the year following the end of the financial year to which it relates, 20% the year after and 20% two years later and the balance of 20% 3 years after the first payment. The first part is paid in cash, the deferred amounts (total of 60%) will be paid in financial instruments.

CaW benefits from a derogation laid down in article 32(4) of Directive (EU) 2019/2034, transposed into the Law of the Financial Sector in Luxembourg (Art. 38-22 (3)) which was lastly amended on 21 July 2021. The derogation is applicable to non-SNI IFR investment firms whose:

a) on and off-balance sheet total assets are on average less than EUR 100 million over the four-year period immediately preceding the current financial year; and
b) individuals' annual variable remuneration is lower than 50,000 euros and represents less than one fourth of those individuals' total annual remuneration

For additional disclosures please refer to Appendix B.
For all other questions relative remuneration disclosures, please contact le HR department through the following email: hr@capitalatwork.com.

No employee of the Company or its subsidiaries is exceeding EUR 1,000,000 remuneration (all remuneration categories included).

Regarding variable remuneration of the management body, the main performance criteria are:

- Development of the activities falling under the responsibility of the member of the management;
- Results of the activities compared to what was budgeted;
- Status and achievement level of the projects falling under the responsibility of the member of the management;
- Compliance with new regulatory challenges and follow-up of internal and external audits recommendations;
- Team management;
- Communication skills;
- Capacity of adaptation;
- Personnel development.

Regarding variable remuneration of the material risk takers, the main performance criteria are:

- Results of the activities compared to what was budgeted;
- Status and achievement level of the projects falling under the responsibility of the material risk taker;
- Compliance with new regulatory challenges and follow-up of internal and external audits recommendations;
- Team management;
- Communication skills;
- Capacity of adaptation;
- Personnel development.

Remuneration of the key control functions is set in accordance with the achievement of the objectives linked to their functions, regardless of the performance of the business areas they control. The total of the variable remuneration to material risk takers is capped at four months' salary, i.e. less than 25% of their total remuneration.

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Appendix A

DISCLOSURE OF OWN FUNDS

Annex 6 - DISCLOSURE ON OWN FUNDS TEMPLATES

INVESTMENT FIRMS DISCLOSURE			
Template number	Template code	Name	Legislative reference
		OWN FUNDS	
1	IF CC1	COMPOSITION OF REGULATORY OWN FUNDS	Art 49(1)(c)
2	IF CC2	OWN FUNDS RECONCILIATION WITH AUDITED FINANCIAL STATEMENTS	Art 49(1)(a)
3	IF CCA	OWN FUNDS MAIN FEATURES	Art 49(1)(b)

Template EU IF CC1.01 - Composition of regulatory own funds (Iinvestment firms other than small and non-interconnected)			
		(a)	(b)
		Amounts	Source based on reference numbers/letters of the balance sheet in the audited financial statements
	Common Equity Tier 1 (CET1) capital: instruments and reserves		
1	**OWN FUNDS**	32.228.011,61	
2	**TIER 1 CAPITAL**	32.228.011,61	
3	**COMMON EQUITY TIER 1 CAPITAL**	32.228.011,61	
4	Fully paid up capital instruments	15.515.280,00	Capital souscrit
5	Share premium		
6	Retained earnings	10.127.832,89	Autres réserves
7	Accumulated other comprehensive income		
8	Other reserves	2.817.678,32	Réserve légale + Autres réserves - réserve spéciale
9	Minority interest given recognition in CET1 capital		
10	Adjustments to CET1 due to prudential filters		
11	Other funds	16.125.630,32	Réserves consolidées + Provisions
12	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	- 12.358.409,92	
13	(-) Own CET1 instruments		
14	(-) Direct holdings of CET1 instruments		
15	(-) Indirect holdings of CET1 instruments		
16	(-) Synthetic holdings of CET1 instruments		
17	(-) Losses for the current financial year		
18	(-) Goodwill	- 5.669.540,00	Ecarts d'aquisition
19	(-) Other intangible assets	- 6.688.869,92	Immobilisations incorporelles
20	(-) Deferred tax assets that rely on future profitability and do not arise from temporary differences net of associated tax liabilities		
21	(-) Qualifying holding outside the financial sector which exceeds 15% of own funds		
22	(-) Total qualifying holdings in undertaking other than financial sector entities which exceeds 60% of its		
23	(-) CET1 instruments of financial sector entites where the institution does not have a significant		
24	(-) CET1 instruments of financial sector entities where the institution has a significant investment		
25	(-)Defined benefit pension fund assets		
26	(-) Other deductions		
27	CET1: Other capital elements, deductions and adjustments		
28	**ADDITIONAL TIER 1 CAPITAL**		
29	Fully paid up, directly issued capital instruments		
30	Share premium		
31	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1		
32	(-) Own AT1 instruments		
33	(-) Direct holdings of AT1 instruments		
34	(-) Indirect holdings of AT1 instruments		
35	(-) Synthetic holdings of AT1 instruments		
36	(-) AT1 instruments of financial sector entities where the institution does not have a significant		
37	(-) AT1 instruments of financial sector entities where the institution has a significant investment		
38	(-) Other deductions		
39	Additional Tier 1: Other capital elements, deductions and adjustments		
40	**TIER 2 CAPITAL**		
41	Fully paid up, directly issued capital instruments		
42	Share premium		
43	(-) TOTAL DEDUCTIONS FROM TIER 2		
44	(-) Own T2 instruments		
45	(-) Direct holdings of T2 instruments		
46	(-) Indirect holdings of T2 instruments		
47	(-) Synthetic holdings of T2 instruments		
48	(-) T2 instruments of financial sector entities where the institution does not have a significant		
49	(-) T2 instruments of financial sector entities where the institution has a significant investment		
50	Tier 2: Other capital elements, deductions and adjustments		

Template EU IFCC2: Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements

Flexible template.
Rows have to be reported in line with the balance sheet included in the audited financial statements of the investment firm.
Columns shall be kept fixed, unless the investment firm has the same accounting and regulatory scope of consolidation, in which case the volumes have to be entered

		a	b	c
		Balance sheet as in published/audited financial	**Under regulatory scope of consolidation**	**Cross reference to EU IF CC1**
		As at period end	**As at period end**	
	Assets - *Breakdown by asset classes according to the balance sheet in the published/audited financial statements*			
1	Actif Immobilisé			
2	Immobilisations incorporelles	6.688.869,92		(-) Other intangible assets
3	Immobilisations corporelles			
4	Terrains et constructions	2.629.654,11		
5	Autres installations	1.223.979,41		
	Immobilisations financières			
	Titres ayant le caractère d'immobilisations	9.027.285,46		
	Autres prêts	75.899,47		
	Actif circulant			
	Créances			
	Prestations de service, durée inférieure à un an	4.843.965,45		
	Entreprises liées, durée inférieur à un an	12.490.876,15		
	Autres, durée inférieure à un an	8.481.602,64		
	Avoirs en banque	32.222.901,24		
	Comptes de régularisation	48.538,63		
xxx	**Total Assets**	77.733.572,48		
	Liabilities - *Breakdown by liability classes according to the balance sheet in the published/auditied financial statements*			
1	Capitaux propres	15.515.280,01		
2	Réserves			
3	Réserve légale	1.551.528,32		Other reserves
4	Autres réserves	6.111.733,35		Retained earnings
	Réserve spéciale	900.000,00		Other reserves
	Réserves consolidées	14.723.380,73		Other funds
	Résultat de l'exercice	5.648.560,24		
	Provisions			
	Provisions pour pensions et obligation simiaires			Other funds
	Provisions pour impôts			Other funds
	Autres provisions	2.312.046,43		Other funds
	Dettes			
	Dettes établissements de crédit	5.778,03		
	Dettes prestations de service moins d'un an	3.495.560,83		
	Dettes entreprises liées moins d'un an	14.089.600,28		
	Autres dettes			
	Dettes fiscales	3.862.246,44		
	Dettes sécurité socaile	487.213,43		
	Autres dettes moins d'un na	8.591.695,37		
	Autres dettes plus d'un na	438.949,02		
xxx	**Total Liabilities**	77.733.572,48		
	Shareholders' Equity			
1	Capital souscrit	15.515.280,01		Fully paid up capital
2				
3				
xxx	**Total Shareholders' equity**			

Template EU IF CCA: Own funds: main features of own instruments issued by the firm

		a
		Shares
1	Issuer	CapitalatWork Foyer Group sa
2	Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	
3	Public or private placement	Private
4	Governing law(s) of the instrument	Luxembourg
5	Instrument type (types to be specified by each jurisdiction)	Nominative Shares
6	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	15.515.280,00
7	Nominal amount of instrument	16
8	Issue price	16
9	Redemption price	
10	Accounting classification	Shareholders' Equity
11	Original date of issuance	06-02-09
12	Perpetual or dated	
13	Original maturity date	
14	Issuer call subject to prior supervisory approval	
15	Optional call date, contingent call dates and redemption amount	
16	Subsequent call dates, if applicable	
	Coupons / dividends	
17	Fixed or floating dividend/coupon	
18	Coupon rate and any related index	
19	Existence of a dividend stopper	
20	Fully discretionary, partially discretionary or mandatory (in terms of timing)	
21	Fully discretionary, partially discretionary or mandatory (in terms of amount)	
22	Existence of step up or other incentive to redeem	
23	Noncumulative or cumulative	
24	Convertible or non-convertible	
25	If convertible, conversion trigger(s)	
26	If convertible, fully or partially	
27	If convertible, conversion rate	
28	If convertible, mandatory or optional conversion	
29	If convertible, specify instrument type convertible into	
30	If convertible, specify issuer of instrument it converts into	
31	Write-down features	
32	If write-down, write-down trigger(s)	
33	If write-down, full or partial	
34	If write-down, permanent or temporary	
35	If temporary write-down, description of write-up mechanism	
36	Non-compliant transitioned features	
37	If yes, specify non-compliant features	
38	Link to the full term and conditions of the intrument (signposting)	

Appendix B

DISCLOSURE ON REMUNERATIONS

2022	Senior Management	Other staff with impact on risk profile
Number of persons	7	25
Total fix remuneration in 2022 (in euro)	2.273.801	2.917.253
fix in cash	2.273.801	2.917.253
fix in shares or share-linked instruments	0	0
fix in other types of instruments	0	0
Total variable remuneration in 2022 (in euro)	2.932.605	1.111.221
of which paid out directly in cash	1.123.042	577.749
of which in shares or share-linked instruments		0
of which in other types of instruments	50.000	188.300
Total amount of variable remuneration		
awarded in year N which has been deferred (in euro)		
deferred variable in cash	0	345.171
deferred variable in shares or share-linked instruments	1.759.563	0
deferred variable in other types of instruments		0
Total amount of variable remuneration		
awarded in previous years due to vest in the financial year (in euro)	778.237	66.878
in cash	778.237	64.639
in shares or share-linked instruments	0	
in other types of instruments	0	2.240
Total amount of variable remuneration		
awarded in previous years which still is deferred (in euro)	286.694	
deferred variable in cash	286.694	41.938
deferred variable in shares or share-linked instruments	0	0
deferred variable in other types of instruments	0	0
Number of beneficaires of severance payments	0	0
Total amount of severance payments paid in year N (in euro)	0	0
Highest severance payment to a single person (in euro)	0	0