

Compensation Report

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Message from the Chairperson of the Compensation and Nomination Committee to the Shareholders

Dear Shareholders

On behalf of the Board of Directors and the Compensation and Nomination Committee ("CNC"), I am pleased to introduce the Compensation Report 2021 of Cembra Money Bank AG (hereafter referred to as "Cembra" or "the Bank").

2021 was a year of significant developments for Cembra. On 1 March 2021, we welcomed our new CEO Holger Laubenthal who succeeded Robert Oudmayer; at the Annual General Meeting on 22 April 2021, our shareholders newly elected Martin Blessing and Susanne Klöss-Braekler to the Board of Directors and Martin Blessing was thereafter appointed as new CNC chairperson succeeding Urs Baumann. On the business side, Cembra and IKEA Switzerland launched the IKEA Family credit card in April 2021; on 23 August 2021, we announced that after a successful 15-year partnership, Cembra and Migros would terminate their cooperation agreement for the Cumulus-Mastercard credit card as of June 2022; and on its Investor Day on 7 December 2021, Cembra presented its updated strategy for 2022-2026. Cembra's new strategy is presented in the Management report on page 18.

2021 financial performance

In 2021, Cembra's net income increased by 6% to CHF 161.5 million, or CHF 5.50 per share. Net revenues declined by 2%, with commission and fee income increasing by 7% following a rebound that began in the second quarter. Despite the challenging environment, the loss performance remained very strong at 0.6%, or 0.8% adjusted for a sale of loss certificates. As a result, return on equity came in at 13.9%, and the Tier 1 capital ratio stood at 18.9% (see Shareholders' Letter 2021 page 6-7). Due to the announcement of the termination of the Migros partnership, total return for our shareholders was negative, at -35% in 2021.

Management Board performance

These achievements are reflected in the compensation decisions for 2021. Based on the goal framework for the Management Board and the related achievements, the total compensation for the Group's Management Board was TCHF 5,823 for 2021, as compared to the budget of TCHF 6,400 comprising the fixed compensation approved at the Annual General Meeting 2020 and the variable compensation approved at the Annual General Meeting 2021. The total compensation in the previous year was TCHF 5,074 compared to an approved total compensation of TCHF 6,400. The total compensation for 2021 was higher than for the previous year due to a higher total amount for fixed compensation because of the Bank's contractual obligations for the previous CEO for the performance year 2021. The total compensation paid to the Management Board, excluding the former CEO and the current CEO, amounts to TCHF 3,464 and is comparable to total compensation paid in 2020 (TCHF 3,494).

Compensation disclosure and shareholders' feedback

As in previous years, we greatly appreciated the opportunity to continue our dialogue with investors and stakeholders. As a result of this ongoing dialogue, we have increased the level of disclosure of our Executive Variable Compensation Plan mechanisms. We enhance the description of the scorecard for our short-term incentive programme by providing the goals and their weights individually for the CEO and each of the Management Board members. Further, we enhance the description of the payout mechanism for our long-term incentive plan.

Changes to the Management Board

Holger Laubenthal took over the function as CEO of Cembra, effective 1 March 2021, succeeding Robert Oudmayer. Both CEOs worked together during a period of transition to ensure a successful hand over of responsibilities and Robert Oudmayer went on early retirement as planned at the end of December 2021. Holger Laubenthal's overall target compensation is comparable to that of the previous CEO. The compensation paid for 2021 to the departing CEO is in accordance with his contractual terms and is disclosed in section 4 of this report.

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As announced on 7 December 2021, Cembra is combining its client-facing units in the newly created Sales and Distribution division as part of its updated strategy. On 1 January 2022, Peter Schnellmann, who already worked for Cembra in leading positions from 2009 to 2018, was appointed Chief Sales and Distribution Officer and member of the Management Board. Peter Schnellmann's target compensation is in line with the compensation framework for Management Board members and will be included in the Compensation Report 2022. Daniel Frei, Managing Director B2C, and Jörg Fohringer, Managing Director B2B, stepped down from the Management Board on 31 December 2021. The two departing Management Board members will receive compensation in accordance with their contractual terms for the 6-month notice period.

Annual General Meeting 2022

You will have the opportunity to express your opinion on the compensation programmes through a non-binding, consultative shareholders' vote on this Compensation Report at the Annual General Meeting in April 2022. Furthermore, we will ask you to vote on the maximum total compensation amount for the Board of Directors for the Annual General Meeting 2022 to Annual General Meeting 2023 term of office and on the maximum total compensation for the Management Board to be paid out in the financial year 2023.

Looking ahead, we will continue to assess and review our compensation programmes to ensure that they are still fulfilling their purpose in the evolving context in which the Group operates and that they are aligned to the interests of our shareholders. We would like to thank you for taking the time to share your views with us during the entire year and trust that you find this report informative.



Martin Blessing
Chairperson of the Compensation and Nomination Committee

1 Compensation policy and guiding principles

Cembra's overall objective is to build on its position as a leading Swiss provider of consumer finance products and services. The success of Cembra largely depends on the quality and engagement of its employees.

The compensation policy is designed to align employees with the long-term interests of our stakeholders and is based on the following three main guiding principles:

Pay for performance in alignment with Cembra's values

We endorse a performance-oriented approach coupled with sound risk management practices. The compensation policy supports a culture that differentiates and rewards excellent performance and recognises behaviours in line with Cembra's values. Variable compensation of the Management Board is based on the achievements of Cembra's objectives as well as individual performance. In order to avoid excessive risk taking, risk metrics and behaviours are included in the performance evaluation, and the variable compensation payouts are capped.

Market competitiveness and fairness

We are committed to rewarding employees appropriately and competitively. The compensation guidelines ensure that compensation is based on the responsibilities and performance of the employees and is not influenced by gender or by non-performance-related criteria other than professional experience. In line with best practices, Cembra regularly benchmarks the compensation for the Bank's management to ensure that it is competitive and in line with market developments in order to be able to attract and retain talented executives. For the members of the Management Board, a benchmark analysis is generally conducted every two to three years.

Good governance practice

We want to ensure that our compensation practices are transparent for Cembra's stakeholders and aligned with long-term shareholder interests. We adhere to the rules set by the Ordinance against Excessive Compensation in Listed Corporations (OaEC). Furthermore, the compensation guidelines take into consideration the rules of FINMA Circular 2010/1 "Remuneration schemes".

With regards to control functions, Cembra ensures that the remuneration structure and goals for control functions are predominantly linked to the core duties of the functions. The compensation plans do not create incentives that lead to conflicts of interest with the tasks of control functions. This means in particular that the variable compensation of these individuals is not based solely or largely on financial measures and is not directly dependent on the financial performance of the business units, specific products, or transactions these individuals monitor.

Should an individual being responsible for a control function also be in charge of certain operational tasks, the compensation structure ensures that no inappropriate incentives are created.

2 Compensation governance

2.1 Compensation and Nomination Committee

According to the Articles of Incorporation and the Organisational Regulations (available at www.cembra.ch/corporat-governance) as refined by further internal regulations, the functions, responsibilities and powers of the CNC essentially comprise the following elements:

The CNC supports the Board of Directors in nominating and assessing candidates for positions to the Board of Directors and in assessing candidates for positions to the Management Board, in establishing and reviewing the compensation strategy and principles, and in preparing the respective proposals to the Annual General Meeting regarding the compensation of the members of the Board of Directors and the Management Board.

The CNC annually reviews and makes a recommendation to the Board of Directors concerning the structure and amount of the individual compensation of members of the Board of Directors and any additional compensation to be paid for service as Chairperson or Vice Chairperson of the Board of Directors and as Chairperson or member of Board committees. The members of the Board of Directors shall abstain from voting when their own individual compensation is concerned.

Furthermore, the CNC annually (a) reviews and assesses the objectives upon which the compensation of the CEO and the other members of the Management Board is based; and (b) evaluates the performance of the CEO and reviews, based on the assessment of the CEO, the performance of the other members of the Management Board in the light of these objectives. Based on the performance evaluation, the CNC makes a recommendation to the Board of Directors concerning the individual compensation of the CEO. With regard to the other members of the Management Board, the CNC makes a recommendation to the Board of Directors, based on the CEO's proposal, regarding appropriate individual compensation levels as to (a) the annual base salary level; (b) the annual incentive opportunity level; (c) the long-term incentive opportunity level; (d) any employment agreements and other arrangements or provisions; and (e) any special or supplementary benefits.

The following table illustrates the breakdown of decision-making authority between the CNC, the Board of Directors and the Annual General Meeting in matters related to the compensation of the Board of Directors and the Management Board:

Decision on	Recommendation by	Review by	Approval by
Compensation policy and principles	CNC		Board of Directors
Incentive compensation plans including share-based compensation	CNC		Board of Directors
Aggregate compensation amount of Board of Directors	CNC	Board of Directors	Annual General Meeting (binding vote)
Individual compensation of Chairman and members of the Board of Directors	CNC		Board of Directors
Aggregate compensation amount of Management Board	CNC	Board of Directors	Annual General Meeting (binding vote)
Compensation of Chief Executive Officer	CNC		Board of Directors
Individual compensation of members of the Management Board (excluding CEO)	CEO	CNC	Board of Directors

The CNC consists of at least two but not more than four members of the Board of Directors who are elected annually and individually by the Annual General Meeting for a period of one year. Re-election is possible.

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The CNC holds meetings as often as required, but at least once every quarter. During 2021, the CNC held eight meetings, although six were held as conference calls due to the safety requirements imposed by Covid-19. Furthermore, numerous informal exchanges within the CNC were held to support the Management Board member and Board of Directors member recruitment processes and to monitor the Covid-19 pandemic implications on Cembra. The table below presents a high-level overview of the activities performed.

	January	February	April	May	August	October	November
Compensation plans & principles	Review EVCP plan Equal Pay, update			Company Pension Fund, update	EVCP framework assessment	Review EVCP framework	Discuss possible compensation plans for all Bank employees
Board of Directors compensation		Determine Board compensation for next office term for shareholders vote					
CEO & Management Board performance	Strategic lookback assessment Performance review & bonus approval	Set goals and objectives for upcoming year					Review the Goals and Objectives framework for 2022 Discuss the 2021 incentive forecast
CEO & Management Board compensation	Individual compensation review	Determine maximum aggregated compensation amount for shareholders vote	Approve STI goals 2021 Approve EPS target for LTI 2021-2023	Approve the qualitative targets included in the STI goals 2021			
Nomination & succession planning	Recruitment for new Board Members and new Chief Sales and Distribution Officer						
		Nominate Board of Directors & CNC members for next office term	Election of the CNC chairperson ¹		Review succession planning for Management Board and their direct reports Review Board of Directors composition		
Compliance & regulatory	Compensation Report review (previous year)			Review AGM and investors feedback on Compensation Report	CNC charter review	Information pension obligation for Board of Directors	

¹ Since August 2021, the CNC chairperson is elected by the Board of Directors

Generally, meetings are attended by the Chairman of the Board of Directors, the CEO and the Head of Human Resources in an advisory capacity. However, they do not take part in the section of the meetings where their own performance and/or compensation are discussed and have no voting rights. Other members of the Management Board and Board of Directors as well as other individuals may be invited if deemed necessary. The Chairperson of the CNC reports to the Board of Directors after each meeting on the activities of the CNC. The minutes of the CNC meetings are available to the members of the Board of Directors. The CNC may decide to consult external advisors from time to time for specific compensation matters. In 2021, HCM International Ltd provided independent advice on compensation matters related to the Management Board. HCM International Ltd holds no other mandate with Cembra. In addition, internal compensation experts such as the head of human resources provided support and expertise. For further governance-related information, see the Corporate Governance Report on page 67.

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2.2 Method of determination of compensation

To assist decision-making on the compensation of the Board of Directors and Management Board, benchmarking studies are carried out from time to time. The compensation practices of comparable companies are analysed in order to assess market practices and competitive remuneration levels and structures. The results of the benchmarking studies are taken into account in setting the fee structure and levels for the Board of Directors as well as the compensation structure and levels for the CEO and the other Management Board members. Further details of the benchmarking analyses and the peer groups of companies are provided under section 3 (Compensation of the Board of Directors) and section 4 (Compensation of the Management Board) of this report.

The CNC also considers other factors it deems relevant in its sole judgement including, without limitation, Cembra's performance, the environment in which Cembra operates, individual performance of the members of the Management Board and the awards granted to them in prior years.

2.3 Involvement of shareholders

The Group's shareholders are involved and have decision-making authority on various compensation matters. First of all, shareholders annually approve the maximum aggregate compensation amounts of the Board of Directors and the Management Board. In addition, the principles of compensation are governed by the Articles of Incorporation, which have been approved by the shareholders. The provisions of the Articles of Incorporation on compensation can be found on the Corporate Governance website (www.cembra.ch/corporategovernance) and are summarised below:

- Compensation principles (art. 25c, 25d, 25h, 25i): The compensation of the Board of Directors consists of fixed compensation for services rendered as a member of the Board of Directors and – if applicable – as a committee member or a committee chairperson, which may be paid out partially in cash and partially in blocked, registered shares of the Bank. The compensation for the Management Board consists of a (i) fixed base salary paid in cash; (ii) further compensation elements such as housing allowances, school fees and the like as deemed appropriate by the CNC; and (iii) a variable compensation. Variable compensation may comprise short-term and long-term elements. Compensation may be paid in cash, shares or other benefits.
- Say-on-pay vote (art. 11a): Each year, the Annual General Meeting approves separately the aggregate maximum amounts of the compensation of the Board of Directors pursuant to art. 25c for the term of office until the next ordinary Annual General Meeting and of the compensation of the Management Board pursuant to art. 25d that is awarded or paid out in the subsequent business year following the Annual General Meeting. Further, the Annual General Meeting may express its views on the compensation architecture through a consultative vote on the Compensation Report.
- Additional amount (art. 25e): The Bank may award additional compensation to new members of the Management Board in the event that the members are appointed after the Annual General Meeting has approved the aggregate maximum compensation. The additional aggregate compensation per year for all new members of the Management Board shall not exceed 30% of the last aggregate maximum compensation amount approved by the Annual General Meeting.
- Loans, credits and pension benefits (art. 25g): Members of the Board of Directors and of the Management Board may be granted loans, credits and pension benefits not based on occupational pension schemes in an amount, which in total shall not exceed 50% of the last aggregate maximum compensation amount approved by the Annual General Meeting. The payment of bridge or interim annuities by the Bank to members of the Management Board is possible between early retirement and the statutory retirement age.

3 Compensation of the Board of Directors

3.1 Compensation architecture for the Board of Directors

Members of the Board of Directors receive only fixed compensation to ensure their independence in their supervisory duties towards the Company's executive management. The members of the Board of Directors do not receive any variable compensation or pension benefits.

The members of the Board of Directors are reimbursed for all reasonable cash expenses that occur in the discharge of their duties, including the reimbursement of their travel expenses to and from the meetings of the Board of Directors, meetings of the Board committees and the Annual General Meeting. Expenses are only reimbursed as they occur.

The fee structure for the Board of Directors consists of an annual fixed compensation for services on the Board of Directors and additional fees for assignments to committees of the Board of Directors.

The current pay structure (basic and committee fees), pay mix (cash or equity) and levels of compensation have been set up in 2015 and have been reviewed in a benchmarking study conducted in 2018 by the Company's independent advisors of HCM International Ltd. based on listed financial institutions that belong to the 100 biggest companies in Switzerland in terms of market capitalisation. This market comparison group has been further refined by the exclusion of cantonal banks, real estate companies and owner-managed institutions. The final comparison group consisted of 17 companies: Baloise Group, Credit Suisse Group, EFG International, GAM Holding, Helvetia, Julius Baer, Leonteq, LLB, Pargesa, Partners Group, Swiss Life, Swiss Re, UBS, Valiant, Vaudoise Assurances, Vontobel and Zurich Insurance Group. For defining the total compensation levels at Cembra, individual company benchmark data has been size-adjusted. No adjustments of the compensation have been necessary as a result of the benchmark study conducted in 2018 by HCM International Ltd.

The guiding principles for the fee structure were defined as follows:

- For all members of the Board of Directors, total compensation shall be at or below the market benchmark; and
- The internal pay equity ratios between the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors and the ordinary Board of Directors members shall be maintained at comparable market level.

Structure of the Board of Directors compensation:

In TCHF	Basic fee	Committee/ chair fee
Chairman of the Board of Directors ¹	450	
Member of the Board of Directors	100	
Vice Chairman		30
Chairperson of the Audit and Risk Committee		65
Chairperson of the CNC		50
Member of the Audit and Risk Committee		35
Member of the CNC		30

¹ The Chairman of the Board of Directors is not eligible for additional committee fees

The fee structure was set in 2015 and has remained unchanged since then. Since the Annual General Meeting 2016, one-third of the compensation has been delivered in Cembra Money Bank AG shares blocked for a period of five years during which they cannot be sold, transferred or pledged. Should the Board member not stand for re-election at the Annual General Meeting, the initial blocking period will be lifted, but the shares will remain blocked until the earlier of two years after such date or the regular expiry of the blocking period. In case of death, disability or change of control, the blocking period may be lifted immediately.

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3.2 Compensation awarded to the Board of Directors for 2021

The following tables disclose the compensation awarded to the members of the Board of Directors for 2021 and 2020. For 2021, members of the Board of Directors received a total compensation of TCHF 1,400 (previous year TCHF 1,355).

For the year ended 31 December 2021 (CHF)

Name	Function	Basic fee	Committee/ chair fee	Employer social security contributions	Total	Thereof in shares in CHF ⁵	Number of shares
Dr Felix Weber	Chairman	450,000	–	27,244	477,244	150,031	2,051
Prof. Dr Peter Athanas ¹	Vice Chairman, Member CNC	30,769	18,462	2,742	51,973	16,420	156
Martin Blessing ²	Vice Chairman, Chair- person CNC	69,231	55,385	9,222	133,837	41,541	645
Urs Baumann	Member CNC	100,000	36,154	10,118	146,272	45,415	612
Thomas Buess	Member Audit and Risk Committee	100,000	35,000	10,058	145,058	45,055	616
Denis Hall	Member Audit and Risk Committee	93,441	34,380	14,578	142,398	42,661	583
Susanne Klöss-Braekler ³	Member CNC	69,231	20,769	–	90,000	30,029	466
Katrina Machin ⁴	Member CNC	28,807	9,067	1,395	39,269	12,638	120
Dr Monica Mächler	Chairperson Audit and Risk Committee	100,000	65,000	9,342	174,342	55,042	752
Total compensation of the members of the Board of Directors		1,041,478	274,216	84,699	1,400,393	438,832	6,002

¹ Vice Chairman and Member CNC until Annual General Meeting 2021

² Vice Chairman and Chairperson CNC since Annual General Meeting 2021

³ Member CNC since Annual General Meeting 2021

⁴ Member CNC until Annual General Meeting 2021

⁵ Number of shares reflects shares granted 1 February 2021 for the period 1 January 2021 until Annual General Meeting 2021 and shares granted 1 February 2022 for the period Annual General Meeting 2021 until 31 December 2021. For the grant of 1 February 2021 the share price is CHF 105.05 - volume-weighted average price ("VWAP") 60 trading days before grant date (source: SIX). For the grant of 1 February 2022 the share price is CHF 64.45 - VWAP 60 trading days before grant date (source: SIX). Due to the blocking period a discount of 25.274% is applied according to the table published by the circular no 37 of the Federal Tax Administration Office.

For the year ended 31 December 2020 (CHF)

Name	Function	Basic fee	Committee/ chair fee	Employer social security contributions	Total	Thereof in shares in CHF ²	Number of shares
Dr Felix Weber	Chairman	450,000	–	26,269	476,269	150,019	1,413
Prof. Dr Peter Athanas	Vice Chairman, Member CNC	100,000	61,456	8,793	170,249	53,849	507
Urs Baumann	Chairman CNC	100,000	50,000	10,826	160,826	50,006	471
Thomas Buess ¹	Member Audit and Risk Committee	70,879	24,808	6,926	102,613	30,602	291
Denis Hall	Member Audit and Risk Committee	93,441	34,380	14,707	142,527	42,668	402
Katrina Machin	Member CNC	93,622	29,468	14,052	137,142	41,076	387
Dr Monica Mächler	Chairperson Audit and Risk Committee	100,000	56,264	9,532	165,796	52,153	492
Total compensation of the members of the Board of Directors		1,007,941	256,375	91,105	1,355,422	420,373	3,963

¹ Member of the Audit and Risk Committee since Annual General Meeting 2020

² Number of shares reflects shares granted 1 February 2020 for the period 1 January 2020 until Annual General Meeting 2020 and shares granted 1 February 2021 for the period Annual General Meeting 2020 until 31 December 2020. For the grant of 1 February 2020 the share price is CHF 108.96 - volume-weighted average price ("VWAP") 60 trading days before and including grant date (source: SIX). For the grant of 1 February 2021 the share price is CHF 105.05 - VWAP 60 trading days before and including grant date (source: SIX). Due to the blocking period a discount of 25.274% is applied according to the table published by the circular no 37 of the Federal Tax Administration Office.

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The total compensation (including pre-estimated social security contributions) for the period from the Annual General Meeting 2021 to the Annual General Meeting 2022 for the Board of Directors will amount to TCHF 1,399 and is within the maximum aggregate compensation amount of TCHF 1,450 approved at the Annual General Meeting on 22 April 2021.

Reconciliation between the reported compensation of the Board of Directors and the amounts approved by the shareholders at the Annual General Meeting (AGM)

	Compensation earned during financial year as reported (A)	Less compensation earned from Jan to AGM of financial year (B)	Plus compensation accrued from Jan to AGM of following year (C)	Total compensation earned for the period from AGM to AGM (A-B+C)	Amount approved by shareholders at respective AGM	Ratio of compensation earned for the period from AGM to AGM versus amount approved by shareholders
AGM 2021-AGM 2022	2021	1 Jan 2021 to 2021 AGM ¹	1 Jan 2022 to 2022 AGM	2021 AGM to 2022 AGM	2021 AGM	2021 AGM
Board of Directors (total)	1,400,347	431,201	429,503	1,398,649	1,450,000	96 %
AGM 2020-AGM 2021	2020	1 Jan 2020 to 2020 AGM	1 Jan 2021 to 2021 AGM ¹	2020 to 2021 AGM	2020 AGM	2020 AGM
Board of Directors (total)	1,355,422	362,597	412,681	1,405,506	1,450,000	97 %

¹ The difference to the 2020 figures is due to the calculation basis GV+365 days, i.e. 16 April 2020 to 15 April 2021 vs. 22 April 2021 to 21 April 2022

Compensation of members of the Board of Directors who left the Bank during the reporting period

No such compensation was paid during the reporting period.

Other compensation, fees and loans to members or former members of the Board of Directors

No other compensation or fees than the amounts reported in the tables above were accrued for, or paid to, any member or former member of the Board of Directors during the reporting period.

For details related to loans outstanding at 31 December 2021 please refer to sub-chapter 6 "Loans and credits: Amounts due from members of governing bodies" on page 116 of this report.

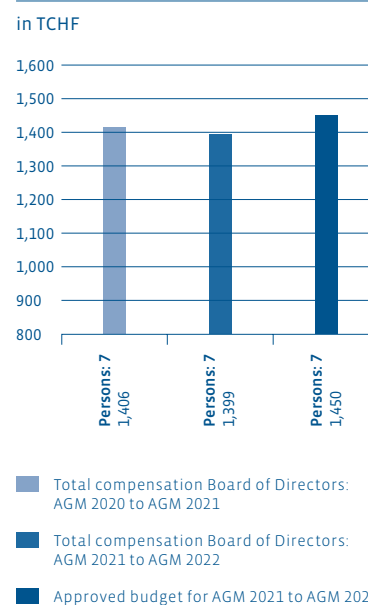
Compensation, loans or credits to related parties

No compensation, loans or credits have been paid or granted to persons related to current or former members of the Board of Directors, which are not at arm's length.

Clauses on changes of control

The contracts of the members of the Board of Directors (including the Chairman of the Board of Directors) do not contain change of control clauses other than regarding the lifting of the blocking period for shares as described in section 3.1 of this report.

Total compensation Board of Directors



4 Compensation of the Management Board

4.1 Compensation architecture for the Management Board in 2021

The compensation of the Management Board is governed by the provisions in the Articles of Incorporation (available at www.cembra.ch/corporategovernance), the individual employment contracts, the Executive Variable Compensation Plan (EVCP) and internal directives such as the Fringe Benefits Policy.

The compensation structure for the Management Board is designed to ensure alignment with shareholders' interest, the linkage between performance and pay, while being competitive and fair.

The compensation of the Management Board consists of the following elements:

- Fixed annual compensation (base salary);
- Variable incentive compensation awarded in the form of an annual short-term incentive (STI) in cash and an equity-based long-term incentive (LTI); and
- Benefits such as pension and other benefits.

The table below provides an overview of the compensation architecture for the Management Board:

Key Element	Delivery	Purpose	Drivers	Performance Measures
Annual base salary	Cash	Attract and retain executives required to lead and develop the Group	Scope and responsibilities of the role; individual's experience and performance; market competitiveness	n/a
STI	Annual cash bonus	Pay for short-term performance	Business and individual performance over a one-year period	Bank financial goals, divisional goals and qualitative goals
LTI	Performance share units (PSU) settled in shares	Align to shareholders' interests, pay for long-term performance	Business performance over a three-year period, share price development	Relative total shareholder return (rTSR), earnings per share (EPS)
Pension and other benefits	Retirement plans, insurances, perquisites	Protection against risks for employees and their dependents	Market practice	n/a

To ensure market competitiveness, compensation of the members of the Management Board is reviewed annually taking into consideration the Company's financial health, compensation benchmark information, market movement, economic environment, and individual performance.

The compensation benchmark analysis conducted by Kienbaum Consultants International in 2020 was used for 2021 compensation decisions. The peer group selected comprised 26 companies from the Financial Services industry (65% of the companies) and Insurance Companies (35% of the peer group). From Financial Services, the peer group comprised Swiss-based financial institutions active in retail banking or card services. These are cantonal banks, regional Swiss banks as well as divisions of large banks based in Switzerland. Only market data for positions comparable in scope and responsibilities were included. In cases of significantly larger companies, only functions below executive board level but comparable in regard of function-specific responsibilities were considered. A list of the peer group cannot be disclosed due to non-disclosure and confidentiality agreements some of these companies have with Kienbaum Consultants International.

Considering the compensation benchmark analysis and internal equity, the Board of Directors approved a compensation adjustment for two Management Board members. Taken together, the two adjustments represent a 1.8% increase on the total target direct compensation (annual base salary and Executive Variable Compensation Plan on target) for the entire Management Board. These changes are reflected in the compensation table presented in section 4.2 Compensation awarded to the Management Board members for 2021, page 111.

Annual base salary

Annual base salaries are established on the basis of the following factors:

- Scope, size and responsibilities of the role, and the skills required to perform the role;
- External market value of the role; and
- Skills, experience and performance of the individual in the role.

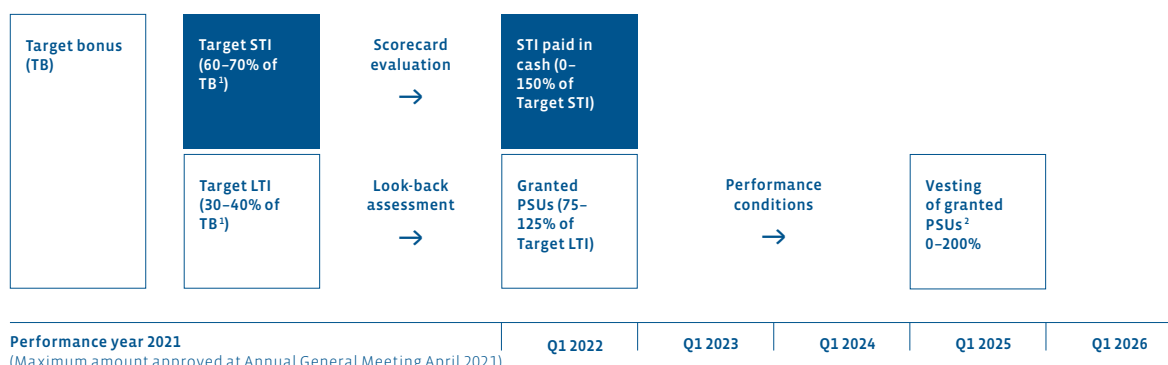
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Executive Variable Compensation Plan (EVCP)

The variable compensation of the Management Board is governed by the internal EVCP guideline. The purpose of the EVCP is to reward for Cembra's success and individual contributions of the participants, as well as to drive long-term shareholder value creation in a sustainable manner.

A so-called "target bonus" is determined for each participant. For the CEO, the target bonus amounts to 90% of the annual base salary, for the other members of the Management Board it amounts to either 50% or 60% of the annual base salary. The target bonus is divided in two components, an annual cash incentive rewarding short-term performance and an annual grant of equity to pay for long-term performance. The structure of the EVCP is illustrated below:

Executive Variable Compensation framework



¹ The target bonus is split into a target STI and a target LTI depending on function (CEO: 60%/40%, other members of the Management Board: 70%/30%)

² Vesting of PSUs settled in shares

Sustainability performance in the EVCP process for short-term and long-term incentives

Sustainability is considered in the variable compensation determination process in the performance assessment and compensation amount decision. Under the Short-Term Incentive (STI) framework, sustainability related goals are included under the People and Leadership pillar. Further, under the Long-Term Incentive (LTI) plan, the individual target LTI may be increased or decreased by up to 25%, based on a strategic look-back assessment of the Bank's performance. The strategic look-back assessment considers, among others, sustainability related factors including definition of sustainability strategy and framework, achievement of sustainability goals, reputation and market perception of Cembra's sustainability commitment and performance. The look-back assessment is performed at the end of the year and affects the final Long-Term Incentive (LTI) part of the variable compensation.

The details of the STI and LTI plans mechanism are presented in the following sections.

Short-term incentive (STI)

The STI is designed to reward the individual performance over a time horizon of one year based on the Company's results. It allows the Management Board to participate in Cembra's success while being rewarded for individual contributions.

The target STI amounts to 60% of the target bonus for the CEO and to 70% for the other Management Board members. The payout may vary between 0% and 150% of target STI depending on the performance achievement.

Performance is assessed through a scorecard evaluation. In 2021, the goal framework for all Management Board members was based on the following four pillars:

- Financials;
- Customer and market;
- Operational excellence; and
- People and leadership.

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At the beginning of the year, the Board of Directors, based on a recommendation by the CNC, sets the STI goals relative to the Bank performance, divisions performance and individual behaviours. Each goal is assigned a measurable target and a cap. The overall cap is set at 150% of the target. The achievements versus goals' targets are assessed at the end of the year in the scorecard evaluation which determines the final STI bonus.

Financial targets are company or divisional and mostly of a quantitative nature, while targets for the other three pillars are a mix of quantitative and qualitative targets. The weights of the four pillars depend on the role assumed by members of the Management Board.

For 2021 the following goal framework was applicable:

	CEO	Chief Financial Officer	Managing Director B2B	Managing Director B2C	Chief Operating Officer	Chief Risk Officer	General Counsel
1. Financials	60%	60%	60%	40%	30%	30%	30%
Net Income	X	X	X	X	X	X	X
Revenue Growth	X						
New Business Revenue	X						
Interest income			X	X			
Total Fee income			X				
Operating Expenses				X	X		X
Cost / Income ratio		X			X		
Loss Ratio (qualitative)						X	
2. Customer and market	15%	15%	15%	10%	10%	10%	10%
New Business initiatives	X	X	X	X	X	X	X
Market share	X	X	X				
3. Operational excellence	10%	10%	10%	35%	45%	45%	45%
Digitalisation	X		X	X	X		
Service level				X		X	X
Division effectiveness		X		X	X	X	X
4. People and leadership	15%	15%	15%	15%	15%	15%	15%
Strategy and leadership	X	X	X	X	X	X	X
Employee satisfaction and Corporate culture	X	X	X	X	X	X	X

The goals and their targets are defined in the scorecard approved by the Board of Directors for the CEO and for each Management Board member. The selection of goals for each role reflect their respective responsibility and scope.

The weightings under this structure have been implemented in line with corporate governance best practice and shareholders' expectations. The STI is fully settled in cash and is usually paid in March of the following year.

Malus:

The STI is subject to a stringent malus condition in case of:

- Financial loss at group or divisional level;
- Breach of regulatory Tier 1 ratio;
- Compliance, risk, regulatory and reputational issues or incidents.

Compensation Report

Long-term incentive (LTI)

The LTI is a Performance Share Unit (PSU) plan that rewards the achievement of predefined performance goals over a three-year vesting period.

The target LTI amounts to 40% of the target bonus for the CEO and to 30% for the other Management Board members. The individual target LTI may be increased or decreased by up to 25%, based on a strategic look-back assessment of the Company's performance by the Board of Directors. The look-back assessment considers, among others, the following factors:

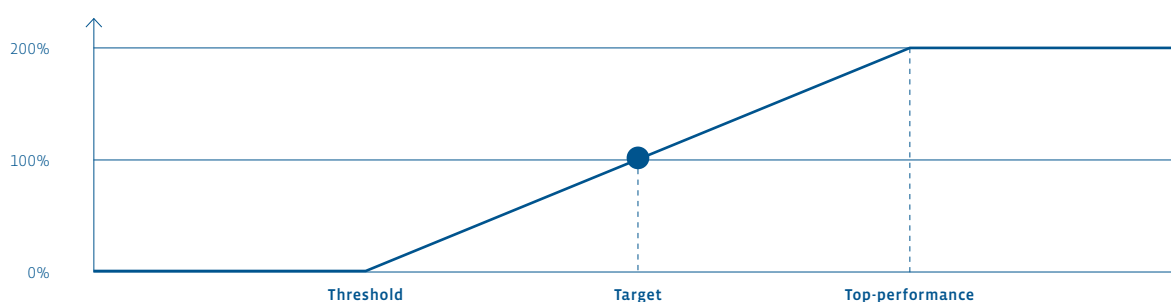
- Overall market positioning of Cembra (e.g., market share development, brand reputation);
- Quality of earnings (e.g., sustainability of income drivers and price levels, financing structure and credit rating, digitisation and unit cost efficiency, quality of compliance and risk framework);
- Future strategy (e.g., strategic roadmap for profitable growth, execution of strategic projects, strategic financial targets, quality of succession planning);
- Sustainability (e.g. definition of sustainability strategy and framework, achievement of sustainability goals, reputation and market perception of Cembra's sustainability commitment and performance); and
- An assessment of the individual contributions of the participants.

The LTI is granted in the form of PSUs by dividing the LTI target amount by the average of the daily volume-weighted average share price during the 60 trading days before the grant date. The PSUs are subject to a three-year cliff-vesting conditional upon the achievement of two performance metrics, both equally weighted:

- Relative total shareholder return (rTSR): The Company's total shareholder return (TSR) is compared to the SPI Financial Services Index over a three-year period; and
- Fully diluted earnings per share (EPS): The Board of Directors sets an objective three-year target during the annual target setting process, taking into account (i) analysts' views/shareholders' expectations and (ii) internal strategic plans. The cumulative EPS is calculated by giving 50% weight to the second and 50% weight to the third financial year following the grant date.

For each performance metric there is a lower threshold of performance below which there is no payout, a target level of performance which corresponds to 100% payout factor and a maximum level of performance providing for a 200% payout factor:

Payout factor of originally granted PSUs



Overall, the LTI vesting curves have been calibrated in a way so that there is a realistic performance-based chance of vesting under the PSU plan (i.e., statistically in 2 out of 3 cases the LTI plan pays out; the “no payout” probability is kept at 33%). The target performance levels are determined at a challenging but achievable level. Any positive and/or negative deviation from the target performance level is reflected proportionately in the number of vested PSUs.

A symmetrical link between realized performance and payout factor above and below the target performance level enables a robust long-term variable compensation system while limiting excessive risk-taking by plan participants.

- For rTSR, if Cembra's TSR exceeds the Total Return Index (TRI)-Benchmark by 20% or more, a payout factor of 200% applies. If Cembra's TSR falls short of the TRI-Benchmark by 20% or more, the payout factor is 0%. If Cembra's TSR is between -20% and +20% of the TRI-Benchmark, the payout factor is determined by linear extrapolation.
- For EPS, if the actual EPS reaches or exceeds the maximum threshold for top-performance, a payout factor of 200% applies. If the actual EPS falls below the minimum threshold, the payout factor is 0%. The maximum threshold is set at 20% above target and the lower threshold at 20% below target. Linear interpolation applies between the threshold, target and maximum performance levels.

Compensation Report

At the end of the three-year vesting period, the achievement of each performance metric is calculated and their respective payout factor is determined accordingly. The average of both payout factors provides for the overall payout factor. The number of PSUs originally granted is multiplied by the overall payout factor in order to define the number of shares vested:

Payout factor of originally granted PSUs

$$\text{Number of shares vested} = \text{Number of PSUs originally granted} \times \text{Overall payout factor}$$

The vesting is subject to forfeiture rules in case of employment termination before the end of the vesting period. In case of voluntary resignation by a member of the Management Board or termination by the Bank for cause, the unvested PSUs forfeit on the day on which notice of termination is given. In case of termination of employment due to retirement, the unvested PSUs vest on the normal vesting date and are subject to pro-rata vesting based on the number of full months that have expired during the actual vesting period in relation to the full vesting period. In case of termination of employment due to death, disability, termination by the Bank without cause or termination following a change of control, the unvested PSUs are subject to a pro-rata vesting based on the number of full months that have expired during the actual vesting period in relation to the full vesting period.

The LTI awards are subject to clawback provisions in the case of material accounting restatement due to noncompliance with financial reporting requirements, of serious misconduct detrimental to the Bank or its reputation, of fraudulent or criminal activities, of breach of internal risk management or compliance procedures, or of noncompliance with the Swiss Banking Act.

EVCP target and maximum payout potential

The below table illustrates the target and maximum STI and LTI at grant and at vesting:

	CEO		Management Board	
Target bonus in % of annual base salary	90 %		50 % - 60 %	
	STI	LTI	STI	LTI
% of target bonus	60 %	40 %	70 %	30 %
Target bonus as % of annual base salary	54 %	36 %	35 % - 42 %	15 % - 18 %
Cap at grant in % of annual base salary	81 %	45 %	53 % - 63 %	19 % - 23 %
Pay out/vesting range in % of annual base salary	0-81 %	0-90 % ¹	0-53 % (63 %)	0-38 % (46 %) ¹

¹ Not taking into account any increase in the underlying share price.

Performance objectives under STI and LTI

Due to the commercial sensitivity of financial and qualitative objectives, the internal individual and/or financial targets under the STI are not being disclosed ex ante in the Compensation Report. For the LTI, the EPS targets are set in line with the explanations on page 109 of this report. For the grant 2021, the EPS target was approved at CHF 6.71 for the performance period 2021 until 2023.

The payout level of the variable compensation (short-term incentive paid in cash and PSU awards) in the reporting year is explained and commented on in section 4.2 of this report.

Clawback of variable compensation

Clawback provisions allow for partial or full recovery of the variable compensation (STI paid in cash, vested and unvested PSU awards). These provisions apply for the three years preceding the discovery of the event in the case of material accounting restatement due to noncompliance with financial reporting requirements, of serious misconduct detrimental to the Bank or its reputation, of fraudulent or criminal activities, of breach of internal risk management or compliance procedures, or of noncompliance with the Swiss Banking Act.

Compensation Report

Benefits

Benefits consist mainly of retirement and insurance plans that are designed to provide a reasonable level of protection for the employees and their dependents in respect to the risk of retirement, disability and death. The members of the Management Board also participate in regular pension plans offered to all employees.

Members of the Management Board may also receive certain executive benefits such as company car and other benefits in kind. For employees who have been relocated from abroad, benefits may also include schooling and tax support. The monetary value of these other elements of compensation is evaluated at fair value and is disclosed in the compensation table in section 4.2 of this report.

Employment contract termination clauses/ notice periods and severance agreements of the Management Board

Employment contracts of members of the Management Board are subject to a notice period of a maximum of 12 months. The contracts concluded with the members of the Management Board do not contain any clauses relating to severance payments.

Clauses on changes of control

The contracts of the Management Board do not contain change of control clauses other than the accelerated vesting provision in the EVCP as described in section 4.1. For further information refer to the Corporate Governance Report starting on page 67.

Share ownership guidelines

Share ownership guidelines do not exist for the CEO or the other Management Board members.

4.2 Compensation awarded to the Management Board members for 2021

Compensation of active Management Board members

The total compensation paid to the active members of the Management Board for the performance year 2021, respectively 2020, is disclosed in the table below.

For the performance year ended 31 December (CHF)	2021			2020		
	CEO ⁶	Management Board ⁵	Total compensation	CEO	Management Board	Total compensation
Base salary	525,000	2,623,751	3,148,751	630,000	1,975,001	2,605,001
Social security	46,603	286,965	333,569	66,762	159,518	226,280
Pension plan	75,165	425,749	500,914	108,324	315,260	423,584
Other compensation ¹	120,442	181,341	301,783	221,841	56,471	278,312
Replacement award	-	-	-	-	-	-
Total fixed compensation	767,210	3,517,807	4,285,016	1,026,927	2,506,251	3,533,178
STI/ EVCP paid in cash ²	238,616	824,688	1,063,303	318,536	666,443	984,979
LTI/ EVCP granted in PSUs/ RSUs	183,110	207,681	390,791	203,076	265,625	468,701
Number of PSUs/ RSUs granted ³	2,951	3,347	6,298	2,159	2,824	4,983
Value per PSU/ RSU ⁴	62.05	62.05	62.05	94.06	94.06	94.06
Social security	24,460	59,877	84,337	31,493	55,596	87,089
Total variable compensation for the performance year	446,185	1,092,247	1,538,432	553,105	987,664	1,540,769
Total compensation for the performance year	1,213,395	4,610,053	5,823,448	1,580,032	3,493,915	5,073,947
Number of persons receiving compensation			8			7
FTE receiving compensation ⁵			7.83			7.00

¹ Includes benefits for relocated employees such as school fees as well as other benefits such as company cars. Due to lower school costs in 2021 and no tax settlements from previous years the CEO's other compensation was lower compared to 2020.

² Paid out in March 2022, respectively March 2021

³ PSUs granted in 2022 and 2021 for the performance years 2021 and 2020

⁴ PSUs for 2021: Fair Market Value is based on the risk-adjusted volume-weighted average price ("VWAP") 60 trading days before grant date 1 February 2022 (CHF 64.45 - source: SIX). PSUs for 2021: Fair Market Value is based on the risk-adjusted volume-weighted average price ("VWAP") 60 trading days before grant date 1 February 2021 (CHF 105.05 - source: SIX). Determination through a Monte Carlo simulation algorithm.

⁵ Includes the former CEO for the full year 2021

⁶ Start date CEO 1 March 2021

Compensation Report

Highest total compensation

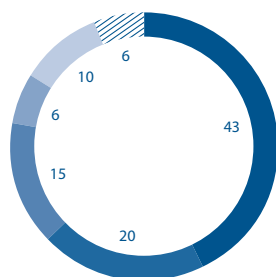
Holger Laubenthal, CEO, received the highest total compensation in 2021. For compensation details, please refer to the previous table.

Explanation of deviations versus the previous year:

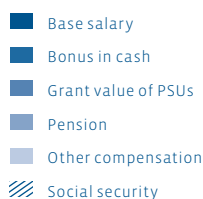
- The total compensation of the Management Board members for the performance year 2021 amounts to TCHF 5,823. This amount is within the approved maximum aggregate compensation amount of TCHF 6,400 (consisting of the sum of the expected portion of fixed compensation of TCHF 3,800 approved by the Annual General Meeting 2020 and the expected portion of variable compensation of TCHF 2,600 approved by the Annual General Meeting 2021).
- The total fixed compensation of the Management Board for the business year 2021 amounts to TCHF 4,285 (previous year TCHF 3,533).
- The total fixed compensation is higher because the former CEO received, in line with his contractual agreement, a fixed compensation until 31 December 2021, and the new CEO was paid effective his start date 1 March 2021.
- The total variable compensation including social charges for the performance year 2021 amounts to TCHF 1,538 (previous year TCHF 1,541). For the performance year 2021, the variable compensation amounted to 26% of the total compensation (previous year 30%).
- The total variable compensation is pro-rated for the new CEO effective his start date and for the former CEO effective his garden leave start date. The total variable compensation amount is lower than in the previous year primarily because of a lower achievement factor in the variable compensation, which reflects our pay-for-performance philosophy.

Performance year 2021 compensation structure CEO

in %

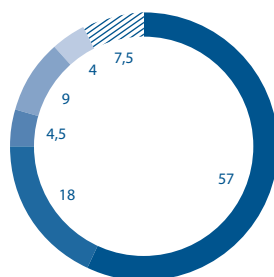


Chief Executive Officer

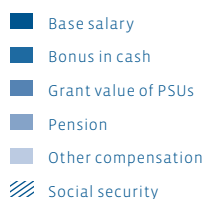


Performance year 2021 compensation structure Management Board excl. CEO

in %



Management Board (excl. CEO)



Compensation Report

Assessment compared to plan

The individual overall short-term incentive payout percentage, which is based on the achievement of the Bank and divisional financial goals as well as qualitative KPIs, ranges from 56% to 99% for the performance year 2021 for the members of the Management Board including the CEO (previous year 76% to 107%). The achievement per goal on average is illustrated in the table below.

	Assessment compared to plan	CEO	Other MB Members ²	2021 assessment		
				Minimum	Target	Maximum
	1. Financials	60 %	30 % – 60 %			
	Net Income	X	X			
	Revenue Growth	X				
	New Business	X				
	Interest Income		X			
	Total Fee Income		X			
	Operating Expenses		X			
	Cost/Income ratio		X			
	Loss ratio		X			
STI	2. Customer and market	15 %	10 % – 15 %			
	New Business Initiatives	X	X			
	Market Share	X	X			
	3. Operational excellence	10 %	10 % – 45 %			
	Digitalization	X	X			
	Service Level		X			
	Divisional Effectiveness		X			
	4. People and leadership	15 %	15 %			
	Strategy and Leadership	X	X			
	Employee Satisfaction and Corporate Culture	X	X			
LTI	Strategic lookback assessment					

The long-term incentive grants for the performance year 2021 have been approved by the Board of Directors in the range of 100% to 125% (previous year 100%) based on the strategic look-back assessment to recognize the achievements for the development of the new strategy and roadmap and special individual contributions. The final value of this grant will be determined by the performance conditions outlined in the sub-chapter Long-term Incentive (LTI) of this report.

Compensation Report

Vesting of PSU grants

Plan	Grant year	Performance period	EPS target	Vesting year	EPS achievement	rTSR achievement	Vesting factor	Number of PSUs vested	Value at vesting (in CHF) ¹
EVCP 2016	2017	2017 - 2019	4.98	2020	154 %	200 %	177 %	8,349	904,197
EVCP 2017	2018	2018 - 2020	5.43	2021	95 %	200 %	147 %	5,869	569,880
EVCP 2018	2019	2019 - 2021	6.10	2022	39 %	0 %	19 %	336	21,286
EVCP 2019	2020	2020 - 2022	6.25	2023	n/a	n/a	n/a	n/a	n/a
EVCP 2020	2021	2021 - 2023	6.71	2024	n/a	n/a	n/a	n/a	n/a
EVCP 2021	2022	2022 - 2024	n/a	2025	n/a	n/a	n/a	n/a	n/a

¹ EVCP vesting on 1 March 2020 valued with share price of CHF 108.30; EVCP vesting on 1 February 2021 valued with share price of CHF 97.10; EVCP vesting on 1 February 2022 valued with share price of CHF 63.35

In addition to the number of PSUs vested in 2021 disclosed in the above table, 6,547 PSUs vested on 31 December 2021 for Management Board Members who stepped down from the Management Board and were entitled to a pro-rated early vesting.

Other compensation, fees and loans to members or former members of the Management Board

No other compensation or fees than the amounts reported in the tables above were accrued for or paid to the members or a former member of the Management Board during the reporting period.

For details related to loans outstanding as of 31 December 2021, please refer to sub-chapter 6 “Loans and Credits: Amounts due from Members of Governing Bodies” of this report.

Compensation or loans to related parties

No compensation or loans have been paid or granted, respectively, to persons related to current or former members of the Management Board, which are not at arm's length.

4.3 2022 Outlook

In the context of the new strategic cycle starting in 2022, the Board of Directors will review the Goals and Objectives framework for the year 2022 to ensure that the Management Board's performance is measured on the most important drivers for success. The 2022 Goals and Objectives framework will be disclosed in the 2022 Compensation Report.

5 Compensation awarded to all Bank employees in 2021

The structure of compensation of all employees is as follows:

- Annual base salary determined based on the scope and responsibilities of the role, the market value of the role and the individual's level of experience and performance;
- Annual variable incentive compensation for middle management employees paid fully in cash. For the Management Board, the variable incentive compensation is paid under the terms and conditions of the EVCP described above for the Management Board;
- Sales incentives for sales employees are paid quarterly in cash based on the performance against pre-approved goals;
- Incentive payments for employees in operations functions are paid semi-annually or annually in cash.

The following table includes information regarding the aggregated compensation awarded to all employees for the business years 2021 and 2020, including compensation for members of the Management Board. The Bank had 880 (full-time equivalents) as of 31 December 2021 compared to 899 employees (full-time equivalents) as of 31 December 2020 respectively.

For the performance year ended 31 December	2021		2020	
	Amount (in TCHF) ²	Eligible employees (FTE)	Amount (in TCHF)	Eligible employees (FTE)
Base salaries	95,796		93,591	
Variable compensation ¹	6,802	361	6,567	344
Total	102,599	880	100,158	899

¹ Includes annual variable incentive payments for Management Board, other management team members and middle management as well as sales incentive payments for the performance year 2021, respectively 2020.

² Covers only employees of the Bank

6 Shareholdings and loans

As required by art. 663c of the Code of Obligations, the Bank discloses the shareholdings of the members of the Board of Directors and the Management Board as of 31 December 2021 and 31 December 2020.

Shareholdings of the Board of Directors

At 31 December		2021		2020	
Name	Function	Number of shares	Number of blocked shares	Number of shares	Number of blocked shares
Dr Felix A. Weber	Chairman	9,750	8,238	7,250	6,810
Martin Blessing	Vice Chairman	5,000	-	-	-
Urs D. Baumann	Member	7,200	2,747	7,200	2,271
Thomas Buess	Member	-	411	-	-
Denis Hall	Member	-	1,964	-	1,558
Susanne Klöss-Braekler	Member	-	-	-	-
Dr Monica Mächler	Member	-	2,569	-	2,045

The members of the Board of Directors did not hold any share options at 31 December 2021 and at 31 December 2020.

Shareholdings and unvested Performance Share Unit and Restricted Stock Unit ownership of the Management Board

At 31 December		2021			2020		
Name	Position	Number of shares	Number of RSUs	Number of PSUs	Number of shares	Number of RSUs	Number of PSUs
Holger Laubenthal	CEO	1,056	-	-	-	-	-
Jörg Fohringer	Managing Director B2B	501	-	-	-	-	560
Daniel Frei	Managing Director B2C	6,059	-	-	5,735	-	1,657
Volker Gloe	CRO	1,229	-	1,569	4,245	-	1,602
Dr Emanuel Hofacker	General Counsel	-	-	1,409	661	-	1,472
Niklaus Mannhart	COO	3,038	-	1,369	-	3,038	869
Pascal Perritaz	CFO	1,250	-	1,354	-	-	818
Robert Oudmayer	former CEO	5,051	-	-	73	-	7,849

The members of the Management Board do not hold any share options at 31 December 2021 and at 31 December 2020.

Loans and credits: amounts due from members of governing bodies

At 31 December (CHF in thousands)	2021	2020
Amounts due from members of governing bodies	48	21

Amounts due from members of governing bodies as of 31 December 2021 are in connection with credit card balances. Due to the insignificance of the amounts involved, there was no disclosure by name for members of the Board of Directors and the Management Board.



Report of the Statutory Auditor

To the General Meeting of Cembra Money Bank AG, Zurich

We have audited the accompanying remuneration report of Cembra Money Bank AG for the year ended 31 December 2021. The audit was limited to the information according to articles 14 – 16 of the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance) contained in the sections 3.2, 4.2 and 6 of the compensation report.

Responsibility of the Board of Directors

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 against Excessive compensation in Stock Exchange Listed Companies (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 2021 of Cembra Money Bank AG complies with Swiss law and articles 14 – 16 of the Ordinance.

KPMG AG

Ertugrul Tüfekçi
Licensed Audit Expert
Auditor in Charge

Malea Bourquin
Licensed Audit Expert

Zurich, 15 March 2022