SCOR SE

APPROVAL BY THE GENERAL MEETING OF 25 MAY 2023 OF THE COMPENSATION POLICIES FOR THE GROUP'S CORPORATE OFFICERS

IN ACCORDANCE WITH THE ARTICLE R. 22-10-14 IV OF THE FRENCH COMMERCIAL CODE (*CODE DE COMMERCE*)

The General Meeting of 25 May 2023 approved the compensation policies for the Directors, the Chairman and the Chief Executive Officer as presented in the Universal Registration Document (page 86 et seq).

RESOLUTIONS	RESULT OF VOTE
8th Resolution Directors' Compensation policy	Approved at 98, 43 %
9th Resolution Compensation's policy for Mr. Denis Kessler as Chairman of the Board for the financial year 2023	Approved at 91, 84 %
10th Resolution Compensation's policy for Mr. Laurent Rousseau as Chief Executive Officer from January 1, 2023 to January 25, 2023	Approved at 98, 25 %
11th Resolution Compensation's policy for Mr. François de Varenne as Chief Executive Officer from January 26, 2023 to April 30, 2023	Approved at 94, 79 %
12th Resolution Compensation's policy for Mr. Thierry Léger as Chief Executive Officer from May 1, 2023 to December 31, 2023	Approved at 86, 95 %

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EXTRACT OF THE 2022 UNIVERSEL REGISTRATION DOCUMENT

2.2.1.4. CORPORATE OFFICERS' COMPENSATION POLICY

In accordance with Article L. 22-10-8 of the French Commercial Code, the following paragraphs present the components of the compensation policy applicable to all of the Group's corporate officers (directors, the Chairman and the Chief Executive Officer), which will be submitted for approval at the Shareholders' Meeting held to approve the financial statements for the financial year ended December 31, 2022 (see also the introduction to Section 2.2 – Board of Directors and Executive Committee member compensation, and share ownership).

The compensation policy for corporate officers is based on the principles described below, which are consistent with the principles set forth in the overall compensation policy in force within the SCOR Group. This policy is rigorously applied by the Compensation Committee as part of its work.

The compensation policy for the Group's corporate officers is adopted by the Board of Directors, on the recommendation of the Compensation Committee.

The compensation policy takes into account the corporate interest of the Company and its subsidiaries and contributes to the business strategy as well as to the sustainability of the Company.

The compensation policy encourages the active contribution of corporate officers to the Group's business by allocating a variable portion to the Chairman and the directors subject to effective attendance at meetings of the Board of Directors or of its committees and a variable compensation to the Chief Executive Officer (annual and long-term) subject to the achievement of performance objectives.

In addition, the review of the compensation policy for corporate officers takes into account the opinions expressed by shareholders through their votes at Shareholders' Meetings as well as *via* the active dialogue maintained with them by the Company.

The compensation and employment conditions of the Company's employees are also taken into account in the analysis of the consistency of the compensation structure for corporate officers implemented by the Company.

The compensation policy for corporate officers is established in accordance with the measures implemented by the Company to prevent conflicts of interest. Therefore, the Chairman and the Chief Executive Officer do not attend the discussions of the Compensation Committee and of the Board of Directors relating to their respective compensation.

The compensation policy for corporate officers is established in compliance with the applicable legal and regulatory provisions and following the recommendations of the AFEP-MEDEF corporate governance code.
The compensation conditions for the corporate officers are made public annually, through the documents disclosed for the Shareholders' Meeting.

2.2.1.4.1. Directors' compensation policy

The Shareholders' Meeting held on May 18, 2022 set the aggregate annual amount of directors' compensation at EUR 2,000,000.
This amount was sufficient for 2022 and it was not necessary to use the reduction mechanism described below. There are no proposed changes to the amount for 2023.
Within the limit of the aggregate amount, the compensation of each director is allocated in accordance with the compensation policy established by the Board of Directors.
The purpose of this section is to present the directors' compensation policy for 2023, which was approved by the Board of Directors on March 1, 2023 on the recommendation of the Compensation Committee and will be submitted for shareholder approval pursuant to Article L. 22-10-8 II of the French Commercial Code.
In accordance with the recommendations of the AFEP-MEDEF corporate governance code, this policy encourages attendance. It includes:
• a fixed portion in an annual amount of EUR 28,000, payable at the end of each quarter (this fixed portion is reduced on a pro rata basis in the event of arrival during the quarter);
• a variable portion allocated as follows:
— EUR 3,000 per meeting of the Board of Directors,
— EUR 9,000 per meeting of the Board Committees for Chairs (principal or substitute) of the Audit Committee and Risk Committee (whose workload is perceived to be greater than that of other committee Chairs),
— EUR 6,000 per meeting of the Board Committees for Chairs (principal or substitute) of the Strategic Committee, Compensation Committee, Nomination Committee, Sustainability Committee and Crisis Management Committee, and
— EUR 3,000 per meeting of the Board Committees for members;
• additional compensation of EUR 2,000 for non-French resident directors per Board meeting attended in person.
Non-executive directors' sessions and written consultations do not give rise to compensation.
The same applies to meetings (of the Board of Directors or Committees) at which the directors are represented: they do not receive any compensation for this, and the directors who represent them do not receive double compensation.
However, variable compensation is due for meetings (of the Board of Directors or Committees) which the directors attend (physically or remotely) but in which they cannot participate in full, whether because of a conflict of interest, or in application of legal or regulatory provisions, or of the provisions of the Board Internal Regulations.
If the aggregate amount allocated by the Shareholders' Meeting is exceeded, the amount paid to each director would be reduced on a pro rata basis at the time of payment of compensation due for the fourth quarter of the year.
Moreover, in accordance with the recommendations of the AFEP-MEDEF corporate governance code, directors must personally hold a number of shares that is significant in relation to their compensation.
Individuals who are non-executive members of the Board of Directors (*i.e.*, all individual directors with the exception of the Chief Executive Officer and directors representing employees), present at the time of the allocation, receive an annual amount of EUR 10,000. This amount is reduced on a pro rata basis if the director joins the Board during the year.
The directors are required to invest this amount in shares of the Company. To do so, they instruct SCOR SE to purchase as many SCOR shares as possible, for a price not exceeding the amount to which they are entitled (which is automatically reduced by the price of the said shares, so that the directors do not receive a balance).
The Chief Executive Officer does not receive any compensation as a director.
The directors are not entitled to Company stock option plans or free share allocation plans.
Similarly, no pension contributions (or commitments) are paid for the directors in respect of their duties.
It is specified that the directors representing employees are employees of the Group and, as such, receive compensation separate from their compensation as directors.
Similarly, the Chief Executive Officer, who does not receive any compensation in his capacity as a director, receives compensation in his capacity as Chief Executive Officer.
Finally, the Chairman receives compensation in this capacity, separate from the compensation he receives as a director, as a chair and as a member of Board Committees. This compensation is determined pursuant to the compensation policy described in section 2.2.1.4.2.
Subject to its approval at the 2023 Shareholders' Meeting, this compensation policy shall be applicable as of January 1, 2023.

2.2.1.4.2. Compensation policy for Denis Kessler as Chairman for 2023

The purpose of this section is to present the compensation policy for the Chairman for 2023, which was determined by the Board of Directors on March 1, 2023 on the proposal of the Compensation Committee, and will be submitted to the shareholders for approval in accordance with Article L. 22-10-8 II of the French Commercial Code.
In accordance with the recommendations of the AFEP-MEDEF corporate governance code, Denis Kessler does not have an employment contract with the Company.

Structure of the Chairman's compensation

The structure of the Chairman's compensation is in line with market practice and is mainly composed of:
• an annual fixed portion;
• compensation in his capacity as a director determined in accordance with the directors' compensation policy;
• health and death/disability insurance policies taken out by the Company for all Group senior executives;
• specific life insurance; and
• certain benefits, such as the use of a company car with a shared driver, an office, a personal assistant and an advisor.

In addition, the Chairman shall be reimbursed for expenses incurred in the performance of his duties.

Fixed compensation

Determination

The fixed compensation of the Chairman, payable in twelve monthly installments, is determined based on:
- the level and complexity of his responsibilities;
- the wide range of tasks entrusted to him by the Board of Directors, which are described in the Board's Internal Charter;
- his experience; and
- his areas of expertise.

Amount

The fixed compensation of the Chairman for 2023 is EUR 600,000.
This compensation is identical to that set by the Board of Directors for 2022.

Compensation of the Chairman in his capacity as a director

The Chairman receives compensation in his capacity as a director and as a chair or member of certain Board Committees.
This compensation is established in the same way as the compensation of other directors of SCOR SE, under the conditions set out in Section 2.2.1.4.1.

Other benefits

Company car

The Chairman has the use of a company car with a shared driver.
The insurance, maintenance, fuel and all costs related to the driver are paid by the Company.

Advice and assistance

The Chairman also benefits from an office, an assistant who also works for the Board of Directors, an advisor and tax assistance.

Health and death/disability insurance

The Chairman is covered by the health and death/disability insurance policies taken out for all Group executives, as authorized by social security rules and company law.

Specific life insurance policy

The Chairman benefits from a specific life insurance policy providing for the payment of a capital sum in the event of his death.

Performance share lock-up period

The Board of Directors decided that the Chairman will be required to hold, in registered form, at least 50% of the vested performance shares received for 2019, 2020 and 2021 (*i.e.*, the last three financial years during which he served as Chairman and Chief Executive Officer of SCOR) for the duration of his term of office as Chairman.
Shares received upon exercise of stock options will not be concerned by the lock-up.

Annual variable compensation

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, the Chairman will not receive any annual variable compensation for the 2023 financial year.

Exceptional compensation

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, the Chairman will not receive any exceptional compensation for the 2023 financial year.

Long-term variable compensation

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, the Chairman will not receive any performance shares or stock options for the 2023 financial year.

Multi-year compensation

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, the Chairman will not receive any multi-year compensation for the 2023 financial year.

Termination of duties

In the event of termination of his duties as Chairman of the Board of Directors, no severance pay would be due to him.

Non-compete clause

The Chairman of the Board of Directors will not be subject to any non-compete clause following his departure from the Group.

Supplementary pension plan

The Chairman of the Board of Directors does not participate, in this capacity, from any supplementary pension plan set up by the Group.

Recruitment of a new Chairman

The Board of Directors has decided that, if a new Chairman is appointed, the same compensation policy will be applied on a prorata basis, adjusted to reflect their profile and role.

2.2.1.4.3. Compensation policy for the chief executive officer of SCOR for the period from january 1 to January 25, 2023 (Laurent Rousseau)

On January 26, 2023, Laurent Rousseau resigned from his position as Chief Executive Officer and stepped down from the SCOR Board of Directors, as well as from all directorships held within the Group.
The purpose of this section is to present the compensation policy applicable to Laurent Rousseau, in his capacity as Chief Executive Officer of SCOR for the period from January 1 to January 25, 2023 (inclusive).
This policy is based on the principles defined on January 25, 2023. It has been decided by the Board of Directors on April 5, 2023, on the proposal of the Compensation Committee, and will be submitted to the shareholders for approval in accordance with Article L. 22-10-8 II of the French Commercial Code.
In accordance with the law, payment of variable and exceptional compensation to the Chief Executive Officer pursuant to this policy is subject to approval of the components of the Chief Executive Officer's compensation by the Ordinary Shareholders' Meeting held in the year following the one to which the compensation relates, in accordance with Article L. 22-10-34 II of the French Commercial Code.
In accordance with the recommendations of the AFEP-MEDEF corporate governance code to which the Company has chosen to refer pursuant to Article L. 22-10-10 of the French Commercial Code for the preparation of the report provided for in Article L. 225-37 of the code, Laurent Rousseau resigned from his position under his employment contract with the Company when he took up his position as Chief Executive Officer.

Determination of the compensation policy applicable to Laurent Rousseau

The Compensation Committee met on January 25, 2023, following the announcement by Laurent Rousseau of his intention to resign as Chief Executive Officer on January 26, 2023.
The Committee recommended to the Board of Directors that the compensation policy for Laurent Rousseau for the period from January 1 to January 25, 2023 should be aligned with the principles and amounts of the 2022 compensation policy approved by the Shareholders' Meeting of May 18, 2022 by a very large majority.
Following this recommendation, at its meeting on January 26, 2023, the Board of Directors decided that Laurent Rousseau's fixed compensation would be based on a gross annual amount of EUR 800,000.
The other components of the compensation policy applicable to Laurent Rousseau were discussed by the Compensation Committee on February 7 and 28, and on April 5, and approved by the Board of Directors on April 5, 2023, once the main relevant performance indicators for 2023 had been defined in accordance with IFRS 17.

Structure of the Chief Executive Officer's compensation

As Laurent Rousseau left the Group on January 26, 2023, any performance shares or stock options granted to him for the period from January 1 to January 25, 2023 would not vest; his compensation therefore consists solely of his fixed compensation and annual variable compensation, both paid in cash.

Fixed compensation

On January 26, 2023, on the recommendation of the Compensation Committee, the Board of Directors decided that the gross fixed compensation of Laurent Rousseau as Chief Executive Officer for the period from January 1 to January 25, 2023 (inclusive), would amount to EUR 54,545.46, based on a gross annual compensation amount of EUR 800,000 (unchanged from 2022).
This amount has already been paid to him.

Compensation of the Chief Executive Officer in his capacity as a director

In accordance with the compensation policy for directors described in Section 2.2.1.4.1, the Chief Executive Officer does not receive any compensation as a director of SCOR.
Similarly, the Chief Executive Officer did not receive any compensation as a director of any other Group companies.

Annual variable compensation

Target amount

In accordance with the AFEP-MEDEF corporate governance code, the potential amount of annual variable compensation is expressed as a percentage of fixed compensation.
For the period from January 1 to January 25, 2023 (inclusive), on the proposal of the Compensation Committee, the Board of Directors set the target annual variable compensation at 100% of fixed compensation, corresponding to EUR 800,000 on an annual basis for a 100% achievement rate.
As some of the objectives set by the Board allow for outperformance, Laurent Rousseau's variable compensation may represent more than 100% of his fixed compensation.
In view of the ceilings on the achievement rates for the various performance criteria, and their respective weightings, the annual variable compensation would not exceed 118% of the fixed compensation in the event of outperformance

Structure of variable compensation

The Chief Executive Officer's target annual variable compensation is based on transparent and challenging objectives that are adapted to the Group's business sector – reinsurance – which, by definition, covers long-term risks that can produce variable results from one year to the next.

The assessment of his variable compensation is based on measurable criteria and is almost entirely objective, in line with the expectations of investors and proxy advisors. In addition, the Board retains the option of assessing the Chief Executive Officer's management of the Group through the leadership criterion, which accounts for 10% of the bonus amount.

Nature	Weighting	Type	Weighting	Criteria	Weighting
Quantitative criteria	90%	Financial criteria	70%	Profitability	30%
				Solvency	30%
				Cost discipline	10%
		Sustainability	20%	Environment	10%
				Social	10%
Qualitative criterion	10%	Group management	10%	Leadership	10%

Financial objectives

On the recommendation of the Compensation Committee, the Board of Directors has decided to maintain the three financial objectives set in 2022 (measuring profitability, solvency and cost discipline) for the period from January 1 to January 25, 2023 (inclusive).

These financial objectives, and the related ranges of achievement rates, are described below.

Profitability objective

The range of achievement rates for the ROE objective is unchanged from 2022, as follows:

Ratio between actual ROE and target ROE	Achievement rate
120% or higher	**140%**
Between 115% and 119.99%	130%
Between 110% and 114.99%	120%
Between 105% and 109.99%	110%
Between 100% and 104.99%	**100%**
Between 90% and 99.99%	90%
Between 80% and 89.99%	80%
Between 70% and 79.99%	60%
Between 60% and 69.99%	40%
Below 60%	**0%**

On the recommendation of the Compensation Committee, the Board of Directors set the target ROE for 2023 at 1,100 basis points above the risk-free rate over the cycle (calculated as the five-year rolling average of five-year risk-free rates).

This target ROE takes into account the changes resulting from the adoption of IFRS 17. ROE will be calculated under the new accounting standard.

It will also be used to determine the achievement rate for the ROE objective associated with certain performance share and stock option plans granted in prior years.

Solvency objective

Encouraging the maintenance of a high level of solvency avoids incentivizing excessive risk taking.

On the recommendation of the Compensation Committee, the Board of Directors determined that the optimal solvency range defined by the Quantum Leap plan as 185% to 220% remains relevant in 2023.

The range of achievement rates for the solvency objective decided in 2022 is also being applied for 2023.

The achievement rate would be 100% for a solvency ratio of 205% or higher.

Below that, the achievement rate would range from 70% to 0% if the solvency ratio is below the lower limit of the optimal range (185%).

Solvency	Achievement rate
205% or higher	**100%**
Between 185% and 204.99%	70%
Below 185%	0%

Cost discipline objective

Cost discipline is one of the Group's main indicators of sound management.

On the recommendation of the Compensation Committee, the Board of Directors has chosen to retain this indicator, which was introduced in the 2022 compensation policy for the Chief Executive Officer and is supported by investors and proxy advisors.

For 2023, the Board of Directors has defined a new target cost/income ratio based not on premiums, but on IFRS 17 insurance and reinsurance revenue, while excluding the exceptional costs that the Group will have to incur during the year in connection with its transformation and simplification initiatives.
The achievement rate would be 100% for a cost/income ratio of between 7% (excluded) and 7.2% (included), declining to 80% for a ratio between 7.2% (excluded) and 7.4% (included), and 0% for a ratio above 7.4%.
For a ratio equal to or of less than 7%, the achievement rate would be 120%.

Cost/income ratio (R)	**Achievement rate**
R ≤ 7%	120%
7% < R ≤ 7.2%	100%
7.2% < R ≤ 7.4%	80%
R > 7.4%	0%

Sustainable development objectives

In 2021, SCOR adopted a non-statutory raison d'être: "Combining the Art and Science of Risk to protect societies".
As an independent global reinsurance group, SCOR contributes to the well-being, resilience and sustainable development of society by reducing the protection gap, making insurance products accessible to as many people as possible, helping to protect policyholders against the risks they face, pushing back the boundaries of insurability and acting as a responsible investor.
On the recommendation of the Compensation Committee, the Board of Directors has decided to retain for 2023 the two sustainable development criteria introduced in 2022, namely an environmental criterion (the "E pillar") and a social criterion (the "S pillar"). The environmental criterion has been adapted in alignment with the economic environment and the social criterion has been adapted to make it more effective.

Environmental criterion

As a responsible investor, SCOR has been financing the transition to a low-carbon economy for many years. Initially focused on direct investments in real estate and infrastructure assets or the financing of these assets, the strategy has evolved with the development of new products such as green and/or sustainable bonds, driving faster growth in the resources deployed to achieve the objectives of the Paris Agreements.
Taking into account these developments, on the proposal of the Compensation Committee, the Board of Directors decided in 2022 to increase the amount invested in green and sustainable bonds.
In 2022, the targeted increase was calculated based on the market value of the securities at December 31.
For 2023, on the recommendation of the Compensation Committee, the Board of Directors has determined that it would be more appropriate, to reason in terms of nominal amounts, in order to neutralize the effect of changes in interest rates on the market value of the bonds.
The new objective set by the Board of Directors is to increase the nominal value of the Group’s green and sustainable bond portfolio to EUR 850 million at December 31, 2023 (or the equivalent of this amount in the currencies in which the bonds are denominated, converted at the December 31, 2023 exchange rate).
At the end of 2022, the Group’s portfolio of green and sustainable bonds totaled EUR 739 million at nominal value. The targeted increase for 2023 is therefore EUR 111 million or 15%.
On the recommendation of the Compensation Committee, the Board of Directors has chosen to replace the graduated scale introduced in 2022, which allowed for outperformance of up to 140%, with a binary scale, which is more restrictive and does not allow for outperformance:

Actual increase	**Achievement rate**
15% or more	**100%**
Less than 15%	0%

Social criterion

SCOR is committed to reducing gender inequality, notably in terms of pay and career progression.
For 2022, the social criterion was aimed at narrowing the gender pay gap, as evidenced by an improvement in the pay ratio.
The pay ratio improved by 2 points in 2022 to a score of 91 out of 100.
For 2023, on the recommendation of the Compensation Committee, the Board of Directors has replaced the pay ratio criterion with a criterion relating to the recruitment of women in the highest categories of the Group's Partnership.
The new criterion is designed to help the Group meet the objective set by the Board of Directors in 2021 of raising the proportion of women Global Partners (GP), Senior Global Partners (SGP) and Executive Global Partners (EGP) to 27% by December 31, 2025.
The range is particularly challenging (with a zero achievement rate if women GP, SGP and EGP Partners represent less than 24% of the total at December 31, 2023) and incentivizing (with an achievement rate of up to 140% if the proportion is 26% or more by that date).
Prior to the 2023 SCOR Partnership campaign, women represented 22.53% of Partners in the GP, SGP and EGP categories.

Proportion (P) of women GP, SGP and EGP Partners	**Achievement rate**
P ≥ 26%	140%
25% ≤ P < 26%	120%
24% ≤ P < 25%	100%
P < 24%	0%

Leadership criterion

The leadership criterion enables the Board to assess Laurent Rousseau's management of the Group (over the first 25 days of 2023). This criterion counts for 10% of the bonus and does not allow for any outperformance.
While the assessment of performance in relation to this objective is essentially subjective, the Board of Directors will seek to justify the achievement rate as transparently as possible.

Payment conditions

The variable compensation for the year will be paid the following year, after the amount has been determined by the Board of Directors, on the recommendation of the Compensation Committee, based on the achievement rates for the performance criteria.
In accordance with the applicable law and regulations, payment of this annual variable compensation will be subject to approval of Laurent Rousseau's compensation at the 2024 Annual Shareholders' Meeting.

Effect of termination of the Chief Executive Officer's duties on the payment of annual variable compensation

If the Chief Executive Officer leaves during the year:

(a) his total annual variable compensation for the previous year will be paid, subject to the approval of the Annual Shareholders' Meeting;

(b) in the event of forced departure or dismissal other than for misconduct, his variable compensation for the year of his dismissal will be determined by the Board of Directors pro rata to his presence within the Group, and paid the following year subject to approval at the Annual Shareholders' Meeting; and

(c) no annual variable compensation will be paid for the year of dismissal in the event of misconduct.
Laurent Rousseau resigned on January 26, 2023.
His resignation corresponds to a case of departure described in paragraph (b) above.
The final amount of Laurent Rousseau's variable compensation for 2023 will therefore be determined by the Board of Directors, on the proposal of the Compensation Committee, based on the 2023 results. It will be pro rated to the period served by Laurent Rousseau as Chief Executive Officer in 2023 – i.e. 25 days, from January 1 to January 25, 2023 (inclusive), out of the 365 days in the year.
This variable compensation will be paid in 2024, subject to approval by the 2024 Annual Shareholders' Meeting.

Exceptional compensation

The Board of Directors decided that Laurent Rousseau will not receive any exceptional compensation for 2023.

Long-term variable compensation

As Laurent Rousseau resigned on January 26, 2023 and left the Group on that date, he is not entitled to any performance share or stock option grants in respect of 2023.

Multi-year compensation

The Board of Directors decided that Laurent Rousseau would not receive any multi-year compensation for 2023.

Termination of the Chief Executive Officer's duties

The Board of Directors renewed for 2023, the severance pay arrangements provided for in the 2022 compensation policy for the Chief Executive Officer.
These arrangements are as follows:

(i) In the event of termination of his duties as Chief Executive Officer, the benefits due to Laurent Rousseau would be determined according to the following situations:

(ii) in the event of dismissal for misconduct or demonstrably inadequate performance (i.e., if the performance condition (C_n) defined below is not met) or resignation (other than as a result of a forced departure referred to in paragraphs (ii) and (iii) below), no severance pay would be due to him;

(iii) in the event of forced departure or dismissal for difference of opinion concerning the Group's strategy, the Chief Executive Officer would receive severance pay equal to the sum of the fixed and variable components of his gross annual compensation paid in the twenty-four (24) months preceding the date of his departure from the Group;

(iv) in the event of forced departure or dismissal resulting from an unsolicited takeover bid or a takeover bid not supported by the Company's Board of Directors leading to a change of control of the Group, the Chief Executive Officer would receive severance pay equal to the sum of the fixed and variable components of his annual gross compensation paid in the twenty-four (24) months preceding the date of his departure from the Group.
Performance share and stock option grants are not taken into account for the calculation of the severance pay.
In all cases ((i), (ii) or (iii)), no severance pay would be due if the performance condition (C_n) defined below was not met.
Furthermore, in the cases referred to in paragraphs (ii) and (iii) above:

(a) the Chief Executive Officer's variable compensation for the current year would be determined by the Board of Directors pro rata to his period of presence within the Group, and paid the following year subject to the approval of the Annual Shareholders' Meeting; and

(b) the rights to performance shares and stock options granted to him before his departure would be maintained pro rata to his period of presence within the Group during the vesting period (i.e., based on the proportion of the total vesting period represented by his period of service as Chief Executive Officer), subject in full to the performance conditions of each of the plans.
The performance condition (C_n), set by the Board of Directors on the proposal of the Compensation Committee would be satisfied if the following two criteria were met:

SCOR's average ROE for the three years preceding the date of departure of the Chief Executive Officer exceeded 50% of the average ROE target defined in the strategic plan for the same period; and
SCOR's average solvency ratio for the three years preceding the date of departure of the Chief Executive Officer exceeded the average of SCOR's solvency ratio target as defined in the strategic plan for the same period. If the strategic plan sets a target or optimal range of ratios, the lower limit of this range would be used as the target solvency ratio for the purposes of the calculation.
The purpose of these criteria is to ensure that the performance conditions are aligned with successive strategic plans, by applying the same objectives in order to be representative of the Chief Executive Officer's impact on the Group's performance.
On the recommendation of the Compensation Committee, the Board of Directors determined that the resignation of Laurent Rousseau constituted a case of departure described in paragraph (ii) above.
However, on April 5, 2023, on the recommendation of the Compensation Committee, the Board of Directors noted that the performance condition (C_n) had not been fulfilled and that, as a result, Laurent Rousseau was not entitled to the above-mentioned severance pay.

Non-compete clause

The Chief Executive Officer is not subject to any non-compete clause following his departure from the Group.

Supplementary pension plan

The Chief Executive Officer does not participate in any supplementary pension plan set up by the Group.

Other benefits

Health and death/disability insurance

The Chief Executive Officer is covered by the health and death/disability insurance policy taken out by the Company.
He is also covered by the accidental death or permanent disability insurance policy taken out for the senior executives of the Company and applicable since January 1, 2006.
This group insurance policy is renewed or renegotiated on an annual basis and the Chief Executive Officer will be covered by any policies that may replace the existing one.

Company car

The Chief Executive Officer has the use of a company car with a shared driver for his travel on Group business.
The insurance, maintenance, fuel and charging costs as well as all costs related to the driver are paid for by the Company.

2.2.1.4.4. Compensation policy for the acting Chief Executive Officer of SCOR for the period from January 26 to April 30, 2023 (François de Varenne)

On January 26, 2023, the Board of Directors noted the resignation of Laurent Rousseau and decided, on the proposal of the Nomination Committee, to appoint François de Varenne as acting Chief Executive Officer of SCOR, for the period from January 26 to April 30, 2023 (inclusive).
At the end of this interim period, with effect from May 1, 2023, he will be succeeded by Thierry Léger, who has been appointed as Chief Executive Officer by unanimous decision of the Board of Directors on the recommendation of the Appointments Committee.
The purpose of this section is to present the compensation policy applicable to François de Varenne, in his capacity as acting Chief Executive Officer of SCOR for the period from January 26 to April 30, 2023.
This policy is based on the principles defined on January 25, 2023. It has been decided by the Board of Directors on April 5, 2023, on the proposal of the Compensation Committee, and will be submitted to the shareholders for approval in accordance with Article L. 22-10-8 II of the French Commercial Code.
In accordance with the law, payment of variable and exceptional compensation to the Chief Executive Officer pursuant to this policy is subject to approval of the components of the Chief Executive Officer's compensation by the Ordinary Shareholders' Meeting held in the year following the one to which the compensation relates, in accordance with Article L. 22-10-34 II of the French Commercial Code.
François de Varenne has an employment contract with SCOR. He is a member of the Group Executive Committee, with responsibility for Investments, Technology, the Budget, Transformation and Corporate Finance.
In accordance with the recommendations of the AFEP-MEDEF corporate governance code to which the Company refers pursuant to Article L. 22-10-10 of the French Commercial Code for the preparation of the report provided for in Article L. 225-37 of the code, his employment contract has been suspended while he serves as acting Chief Executive Officer, from January 26 to April 30, 2023 (inclusive).
His contract will be reinstated on May 1, 2023. The period of service as acting Chief Executive Officer will be taken into account for the purpose of determining his total years of service as a SCOR employee.
François de Varenne is not a member of the Board of Directors of SCOR.

Determination of the compensation policy applicable to François de Varenne

The Compensation Committee met on January 25, 2023, following the announcement by Laurent Rousseau of his intention to resign as Chief Executive Officer on January 26, 2023.
On the recommendation of the Committee, at its meeting on January 26, 2023, the Board of Directors decided that François de Varenne's fixed compensation as Chief Executive Officer would be set at an annual amount of EUR 800,000, corresponding to the compensation paid to Laurent Rousseau for 2022 and the first 25 days of 2023.
The other aspects of the compensation policy applicable to François de Varenne were discussed by the Compensation Committee:
• on February 7 and 28, 2023: the objectives applicable to the acting Chief Executive Officer's annual variable compensation; and
• on April 5, 2023: the objectives applicable to the performance shares and stock options to be granted to the acting Chief Executive Officer, as determined once the relevant performance indicators under IFRS 17 have been defined for 2023.
The compensation policy applicable to François de Varenne was formally approved by the Board of Directors on April 5, 2023.

Structure of the Chief Executive Officer's compensation

The structure of the Chief Executive Officer's compensation is in line with market practices and consists of cash compensation, including an annual fixed portion and an annual variable portion, and long-term variable compensation, consisting of performance shares and stock options.
In view of the interim nature of François de Varenne's appointment, certain adjustments were made to the compensation policy, primarily concerning the performance objectives applicable to his annual variable compensation.

Fixed compensation

Determination

The fixed compensation of the Chief Executive Officer is determined based on:
• the level and complexity of his responsibilities;
• his career path, professional experience, and areas of expertise;
• market benchmarks for comparable roles (external competitiveness); and
• consistency with other Group functions (internal equity).

Amount

On January 26, 2023, the Board of Directors decided, on the proposal of the Compensation Committee, that the fixed compensation of the acting Chief Executive Officer for the period from January 26 to April 30, 2023 (inclusive) would be based on an annual compensation amount of EUR 800,000.
This annual amount is identical to the previous Chief Executive Officer's fixed compensation for 2022 (and for the period from January 1 to January 25, 2023 inclusive).
This compensation is payable in monthly installments, as indicated below.
As François de Varenne took up his position towards the end of the month (on January 26, 2023), his January compensation has been pro rated to the period served as acting Chief Executive Officer during that month.
Consequently, François de Varenne's gross compensation is as follows
• EUR 12,122 for the month of January;
• EUR 66,667 for the month of February;
• EUR 66,667 for the month of March; and
• EUR 66,667 for the month of April.

Annual variable compensation

Objectives

In agreement with the Nomination Committee and the Compensation Committee, the Board of Directors defined a number of objectives to be met by François de Varenne during his term of office. These objectives take account of the interim nature of his appointment.
The six objectives can be classified as follows:

Financial objectives

• To present to the Board of Directors and obtain Board approval of a realistic and credible IFRS 17-based operating plan for 2023;
• To present to the Board of Directors and obtain Board approval of a financially disciplined 2023 expenditure budget;
• To successfully complete the accounting transition to IFRS 17 and prepare first quarter 2023 financial statements based on this standard.

Business objectives

• To successfully renew the portfolio of P&C treaties as of April 1, 2023;
• To prepare the components of the future strategic plan based on sustainability criteria; and

Organizational objective

• To prepare SCOR for the arrival of the new Chief Executive Officer (organization, communication, leadership, return to the office policy).
On the proposal of the Compensation Committee, the Board of Directors decided that these objectives would determine the amount of François de Varenne’s variable compensation as acting Chief Executive Officer for the period from January 26 to April 30, 2023 (inclusive).

Target amount

In accordance with the AFEP-MEDEF corporate governance code, the potential amount of variable compensation is expressed as a percentage of fixed compensation.
On the proposal of the Compensation Committee, the Board of Directors set the target annual variable compensation at 100% of fixed compensation, corresponding to EUR 800,000 on an annual basis for a 100% achievement rate.
This is the same as the target annual variable compensation awarded to the Chef Executive Officer for 2022.
As François de Varenne was appointed as acting Chief Executive Officer, this annual variable compensation will be pro rated to the period served in this position, from January 26 to April 30, 2023 (inclusive).
Consequently, François de Varenne’s target variable bonus for the period served as acting Chief Executive Officer will amount to EUR 212,122 for an overall achievement rate of 100%.
No account will be taken of any outperformance in relation to the objectives assigned to François de Varenne, such that his maximum variable compensation will not exceed 100% of his fixed compensation.

Structure of variable compensation

The weighting of the different objectives is balanced.
The differences between objectives reflect the importance the Board places on achieving them during the interim period.

Type	Weighting	Criteria	Weighting
Financial objectives	70%	To present to the Board of Directors and obtain Board approval of a realistic and credible IFRS 17-based operating plan for 2023	30%
		To successfully complete the accounting transition to IFRS 17 and prepare first quarter 2023 financial statements based on this standard	30%
		To present to the Board of Directors and obtain Board approval of a financially disciplined 2023 expenditure budget	10%
Business objectives	20%	To successfully renew the portfolio of P&C treaties as of April 1, 2023	10%
		To prepare the components of the future strategic plan based on sustainability criteria	10%
Organizational objective	10%	Prepare SCOR for the arrival of the new Chief Executive Officer (organization, communication, leadership, return to the office policy)	10%

Financial objectives

The three financial objectives account for 70% of the annual variable compensation.
Performance will be assessed objectively and any outperformance will not be taken into account.

Objective linked to the approval of a realistic and credible IFRS 17-based operational plan for 2023

The Board of Directors expects the next operational plan to be a credible, realistic and winning plan adapted to the current size of SCOR's business and to its economic and competitive environment. It will be a key instrument for the successful management of the Group.
The plan should follow on seamlessly from the one-year plan announced by SCOR on November 9, 2022 and provide a basis for defining performance objectives and assumptions for 2023 under IFRS 17.
The acting Chief Executive Officer will be assessed on his ability to submit an operational plan to the Board of Directors and have it adopted, before his appointment expires.
The plan will be prepared in parallel with the first-time adoption of IFRS 17, which constitutes a major change for the Group and has a very significant impact on assessments of SCOR's performance.
Achievement of this objective will be assessed as follows:

Actual performance	Achievement rate
Approval of a credible, realistic and winning operational plan by the Board of Directors during the interim period	100%
Operational plan not approved during the interim period	0%

Objective related to the accounting transition to IFRS 17 and the preparation of the first quarter 2023 financial statements under this standard

The Board of Directors considers that the successful transition to IFRS 17 is a major challenge for the Group, which has devoted considerable resources to the project.
The adoption of IFRS 17 should, in particular, lead to the presentation of financial statements that clearly show the value of SCOR's L&H portfolio.
The acting Chief Executive Officer will be assessed on his ability to:
• engage the teams so that they complete the complex accounting processes enabling the Group to operate in an IFRS 17 environment;
• present to the Board of Directors (i) a reliable opening IFRS 17 balance sheet, (ii) updated calculations of SCOR's Economic Value and its main components, and (iii) comparative balance sheets and income statements for the four quarters of 2022, which may subsequently be adjusted and will be finalized at the same time as the corresponding 2023 quarterly financial statements; and
• create the necessary framework for the preparation of the accounts for the first quarter of 2023, which will be closed in May 2023, after the arrival of Thierry Léger as the new Chief Executive Officer.
Many people have been working on the IFRS 17 project for many months and it will be a challenge for the acting Chief Executive Officer to ensure its successful completion with the support of the members of the Executive Committee involved, just a few weeks before the first IFRS 17 financial statements are presented to the Board.
The Board of Directors will assess the quality of the IFRS 17 financial statements presented by the Chief Executive Officer at the end of 2023.
Concerning the preparation of the financial statements for the first quarter of 2023, the Board of Directors will also seek the opinion of Thierry Léger, who will be responsible for presenting them in May 2023.

Achievement of this objective will be assessed as follows:

Actual performance	Achievement rate
During the interim period: • Approval of the opening IFRS 17 balance sheet by the Board of Directors • Preparation of updated calculations of SCOR's Economic Value (and its main components) at January 1, 2023 • Presentation of IFRS 17 income statements for the four quarters of 2022 • Creation of the necessary framework for the preparation of accounts based on IFRS 17 for the first quarter of 2023, to be closed during the month of May 2023	100%
Failure to achieve any of the above objectives	0%

Objective linked to the approval of a financially disciplined expenditure budget for 2023

The Board of Directors expects the 2023 expenditure budget to bear all the hallmarks of disciplined expenditure management, without impeding the implementation of the measures needed to improve SCOR's performance.

The acting Chief Executive Officer will be assessed on his ability to submit a budget to the Board of Directors and have it adopted before the end of the interim period.

The Board of Directors will assess the quality of the budgeting exercise conducted by the acting Chief Executive Officer on an ex-post basis, at the end of 2023.

Achievement of this objective will be assessed as follows:

Actual performance	Achievement rate
Approval by the Board of Directors during the interim period of a financially disciplined 2023 expenditure budget	100%
2023 expenditure budget not approved by the Board of Directors	0%

Business objectives

The two business objectives account for 20% of the Chief Executive Officer's annual variable compensation.

Performance will be assessed objectively and any outperformance will not be taken into account.

Successful treaty renewals at April 1, 2023

The Board of Directors has called for energetic measures to improve SCOR's profitability, following a loss-making year in 2022.

In the P&C division, the turnaround will be achieved in particular by optimizing both the capital allocated by business line and by client, and the portfolio's composition in terms of risk diversification and the resilience of underwriting results.

The opportunity to achieve this optimization arises during the P&C reinsurance treaty renewals, in particular at April 1, 2023.

The acting Chief Executive Officer will be assessed on his ability to take advantage of favorable market conditions to improve the Group's expected technical profitability.

The Board of Directors will assess the quality of the April 1, 2023 renewals both on an individual basis, and compared to the rest of the market.

Achievement of this objective will be assessed as follows:

Actual performance	Achievement rate
Improvement of expected technical profitability	100%
Deterioration of expected technical profitability	0%

Objective related to the preparation of the components of the future strategic plan, based on sustainability criteria

On November 9, 2022, SCOR announced that it had adjusted its strategy by focusing on a one-year action plan to best position the Group in a changing environment and ensure sustainable performance.

These initiatives are still being implemented although the Quantum Leap strategic plan ended on December 31, 2022.

SCOR needs to devote 2023 to preparing a new three-year strategic plan that will guide the Group once the turnaround measures decided in November 2022 have been completed.

Thierry Léger will be responsible for proposing to the Board of Directors the strategic objectives of the Company and the Group, and for translating them into a new three-year plan.

However, the Board of Directors considers that it will not be too early to start preparing the new plan during the interim period, given that the process involves a certain number of tasks assigned to François de Varenne (including preparation of the IFRS 17 financial statements and a financially disciplined expenditure budget).

The acting Chief Executive Officer will therefore be assessed on his ability to create the necessary framework for the development by Thierry Léger of an ambitious strategic plan to be submitted to the Board of Directors for approval.

The Board of Directors is committed to ensuring that the plan takes account of sustainability criteria.

Achievement of this objective will be assessed as follows:

Actual performance	Achievement rate
New strategic plan developed by Thierry Léger with the contribution of François de Varenne approved by the Board	100%
New strategic plan developed by Thierry Léger with the contribution of François de Varenne not approved by the Board	0%

Organizational objective

The last objective, known as the organizational objective, accounts for 10% of the Chief Executive Officer's annual variable compensation.
Its assessment is for the most part subjective and any outperformance will not be taken into account.

Objective related to SCOR's preparation for the arrival of the new Chief Executive Officer (organization, communication, leadership, return to the office policy)

Thierry Léger will join SCOR on May 1, 2023.
Pending his arrival, the Board of Directors has appointed François de Varenne as acting Chief Executive Officer for the period from January 26 to April 30, 2023 (inclusive).
The Board of Directors has asked François de Varenne to take advantage of this interim period to prepare SCOR for the arrival of Thierry Léger, so that he can be fully operational and able to manage the Group efficiently as of May 1.
To this end, the Board expects François de Varenne to take energetic action in all areas, including organization, communication and leadership, and the return to the office policy.
The acting Chief Executive Officer will be assessed on his ability to create the right framework for the arrival of Thierry Léger, by making bold decisions, if necessary, with the support of the Board which will be following this project closely.
The acting Chief Executive Officer's achievement of this objective will be assessed by the Board of Directors during the interim period and after May 1, 2023. Thierry Léger will be consulted about the conditions of his arrival within the Group.
This criterion counts for 10% of the bonus and does not allow for any outperformance.
While the assessment of performance in relation to this objective is essentially subjective, the Board of Directors will seek to justify the achievement rate as transparently as possible.

Payment conditions

The variable compensation for the year will be paid the following year, after the amount has been determined by the Board of Directors, on the recommendation of the Compensation Committee, based on the achievement rates for the performance criteria.
In accordance with the applicable law and regulations, payment of this annual variable compensation will be subject to approval of François de Varenne's compensation at the 2024 Annual Shareholders' Meeting.

Effect of termination of the Chief Executive Officer's duties on the payment of annual variable compensation

If the Chief Executive Officer leaves during the year:

(a) his total annual variable compensation for the previous year will be paid, subject to the approval of the Annual Shareholders' Meeting;

(b) in the event of forced departure or dismissal other than for misconduct, his variable compensation for the year of his dismissal will be determined by the Board of Directors pro rata to his presence within the Group, and paid the following year subject to approval at the Annual Shareholders' Meeting; and

(c) no annual variable compensation will be paid for the year of dismissal in the event of misconduct.

Exceptional compensation

The Board of Directors has decided that the acting Chief Executive Officer will not receive any exceptional compensation for the period from January 26 to April 30, 2023 (inclusive).

Long-term variable compensation

At its meeting on April 5, 2023, on the recommendation of the Compensation Committee, the Board of Directors decided to grant 18,220 performance shares and 15,617 stock options to the acting Chief Executive Officer in respect of the period from January 26 to April 30, 2023 (inclusive).
These grants are based on the grants made in 2022 to Laurent Rousseau (70,000 performance shares and 60,000 stock options for the full year), pro rated over the period to be served by François de Varenne as acting Chief Executive Officer.
The performance shares are subject to the grantee's continued presence within the Group during a three-year vesting period as from the grant date and to performance conditions assessed over three years, *i.e.*, 2023, 2024 and 2025.
The stock options are subject to the grantee's continued presence within the Group during a four-year vesting period and to performance conditions assessed over three years, *i.e.*, 2023, 2024 and 2025.

Performance conditions applicable to both performance shares and stock options

The Board of Directors has decided that all stock option and performance share grants made to the Chief Executive Officer will be subject to performance conditions aligned with SCOR's main strategic objectives.
Like the performance conditions applicable to annual variable compensation, the performance conditions applicable to the performance shares and stock options are challenging and transparent. In addition, performance against the objectives can be assessed objectively, because the achievement rates are based on results that are published and disclosed to the public.
On the proposal of the Compensation Committee, the Board of Directors has defined the following three performance criteria:

Performance criteria	Weighting
Profitability	40%
Solvency	40%
TSR	20%

The number of performance shares that vest and the number of stock options that may be exercised will be determined based on the achievement rates for the three performance criteria, taking into account the weighting determined by the Board.

Profitability objective

ROE has been replaced by Economic Value Growth (EVG) as determined based on the IFRS 17 financial statements, which better reflects SCOR's financial performance.

Economic Value corresponds to the value of the SCOR franchise and its portfolio, *i.e.* the sum of equity and the contractual service margin (CSM).

CSM represents the expected future profits that will be recognized in the income statement as the reinsurance services are provided.

The range of achievement rates adopted by the Board of Directors, on the proposal of the Compensation Committee, is unchanged from the ROE criterion used in 2022:

Ratio between average EVG and target EVG	**Achievement rate**
From 100%	**100%**
Between 80% and 99.99%	90%
Between 70% and 79.99%	70%
Between 60% and 69.99%	50%
Between 50% and 59.99%	25%
Below 50%	**0%**

Average EVG is calculated under IFRS 17 over the performance assessment period (*i.e.*, 2023, 2024 and 2025 for performance shares and stock options granted in respect of 2023). It excludes dividends and is calculated for each year on the basis of a constant economic environment (interest rates and exchange rates).

The target EVG for the period is equal to the average of the target EVGs for each year in the performance assessment period.

The target EVG for each year is defined by the Board of Directors, either year by year or in the multi-year strategic plan, and published in SCOR's Universal Registration Document (URD).

For 2023, the target EVG is 700 basis points above the risk-free rate over the cycle (calculated as the five-year rolling average of five-year risk-free rates).

If the average EVG is less than 50% of the target EVG for the period, the achievement rate will be 0%.

Solvency objective

The range of achievement rates adopted by the Board of Directors, on the proposal of the Compensation Committee, is unchanged from 2022, as follows:

Difference between the average solvency ratio and the target ratio for the period	**Achievement rate**
Equal to or greater than 0 percentage points	100%
Between 0 and -35 percentage points (exclusive)	Linear sliding scale
Equal to or lower than -35 percentage points	0%

The average solvency ratio is calculated over the performance assessment period (*i.e.*, 2023, 2024 and 2025 for the performance shares and stock options granted in respect of 2023).

The target ratio for the period is equal to the average of the annual targets or, if performance is between an upper and a lower limit of the target range, the lower limit for each year of the performance assessment period.

The target, or target range, is defined by the Board of Directors, either year by year or in the multi-year strategic plan, and published in SCOR's Universal Registration Document (URD).

For 2023, the target range of 185% to 220% defined in the Quantum Leap plan remains relevant.

Total Shareholder Return (TSR) objective

The use of the TSR criterion is intended to ensure that the financial interests of investors are taken into account in determining the long-term compensation of the Chief Executive Officer.

The achievement rate will be determined according to SCOR's ranking within a group of peers over the reference period:

SCOR ranking within the peer group based on the reference period TSR	**Achievement rate**
1st to 4th	100%
5th	50%
6th to 9th	0%

The peer group consists of: Arch Capital Group, Axis Capital Holdings, Everest Re, Great West Lifeco, Hannover Re, Munich Re, Reinsurance Group of America and Swiss Re.

If one of the companies in the peer group ceases to be listed, the Board of Directors will identify a suitable substitute to take its place for the entire reference period.

In order to limit the impact of currency movements on stock prices, TSR will be measured in euros for all companies in the panel.

The peer group is the one used for the regular benchmarking exercises carried out by external consultants on behalf of the Compensation Committee for the preparation of SCOR's senior executive compensation policies.

Presence condition

Except in specific cases (death, disability or retirement), the vesting of performance shares and stock options will depend on the Chief Executive Officer remaining with the Group until the end of the vesting period.

This presence condition will be considered as having been met if François de Varenne, acting Chief Executive Officer for an interim period, is an employee or officer of a Group company at the end of the vesting period.

In the event of forced departure or dismissal other than for misconduct or inadequate performance, the performance shares and stock options granted to the acting Chief Executive Officer will vest pro rata to the period served in this position during the vesting period (see "Termination of the Chief Executive Officer's duties" below).
These rules only apply to performance shares and stock options granted to François de Varenne in his capacity as acting Chief Executive Officer, and not to those granted or to be granted to him as an employee of the Group.

Other conditions

In addition to the performance conditions and the presence condition, the performance shares and stock options are subject to an additional vesting condition based on compliance with SCOR's ethical principles as described in the Group Code of Conduct.
The Group Code of Conduct includes key aspects of corporate social responsibility, including integrity, data protection and privacy, anti-corruption measures, strict compliance with sanctions and embargoes, anti-money laundering measures, transparency, promotion of equal opportunity in all aspects of employment, whistleblowing procedures to encourage reporting of ethical issues, and promotion of and compliance with the principles of the United Nations Global Compact.
In the event of a breach of the Code of Conduct, for instance fraud, none of the Chief Executive Officer's performance shares or stock options would vest (clawback policy).
Lastly, notwithstanding the total or partial achievement of the above conditions, the vesting of the performance shares and stock options is subject to the beneficiary completing compulsory training in sustainable development issues.

Performance share lock-up period

As François de Varenne will serve as acting Chief Executive Officer during an interim period only, the performance shares and the shares acquired on exercise of the stock options granted to him in his capacity as Chief Executive Officer will not be subject to any lock-up period.

Multi-year compensation

The Board of Directors has decided that the Chief Executive Officer will not receive any multi-year compensation for the period from January 26 to April 30, 2023 (inclusive).

Termination of the Chief Executive Officer's duties

In the event of termination of his appointment as acting Chief Executive Officer during the period from January 26 to April 30, 2023 (inclusive), the amounts due to François de Varenne would be determined as follows:

(i) in the event of dismissal for misconduct or demonstrably inadequate performance (*i.e.*, if the performance condition (C_n) defined below is not met) or resignation (other than as a result of a forced departure referred to in paragraphs (ii) and (iii) below), no severance pay would be due to him;

(ii) in the event of forced departure or dismissal for difference of opinion concerning the Group's strategy, the acting Chief Executive Officer would receive severance pay equal to the sum of the fixed and variable components of his gross annual compensation paid in the twenty-four (24) months preceding the date of his departure from the Group;

(iii) in the event of forced departure or dismissal resulting from an unsolicited takeover bid or a takeover bid not supported by the Company's Board of Directors leading to a change of control of the Group, the acting Chief Executive Officer would receive severance pay equal to the sum of the fixed and variable components of his annual gross compensation paid in the twenty-four (24) months preceding the date of his departure from the Group.
Performance share and stock option grants are not taken into account for the calculation of the severance pay.
In all cases ((i), (ii) or (iii)), no severance pay would be due if the performance condition (C_n) defined below was not met.
Furthermore, in the cases referred to in paragraphs (ii) and (iii) above:
• the Chief Executive Officer's variable compensation for the current year will be determined by the Board of Directors pro rata to his period of presence within the Group, and paid the following year subject to the approval of the Annual Shareholders' Meeting; and
• the rights to performance shares and stock options granted to him before his departure will be maintained pro rata to his period of presence within the Group during the vesting period (*i.e.*, based on the proportion of the total vesting period represented by his period of service as Chief Executive Officer), subject in full to the performance conditions of each of the plans.
The performance condition (C_n), set by the Board of Directors on the proposal of the Compensation Committee will be satisfied if the following two criteria are met:

(a) SCOR's average ROE for the three years preceding the date of departure of the acting Chief Executive Officer exceeds 50% of the average of SCOR's strategic ROE target defined by the Board of Directors year by year or in the multi-year strategic plan and published in SCOR's Universal Registration Document (URD), calculated over the same period; and

(b) SCOR's average solvency ratio for the three years preceding the date of departure of the acting Chief Executive Officer exceeds the average of SCOR's strategic solvency ratio target defined by the Board of Directors year by year or in the multi-year strategic plan and published in SCOR's Universal Registration Document (URD), calculated over the same period. If the strategic plan sets a target or optimal range of ratios, the lower limit of this range will be used as the target solvency ratio for the purposes of the calculation.
The purpose of these criteria is to ensure that the performance conditions are aligned with successive strategic plans, by applying the same objectives in order to be representative of the Chief Executive Officer's impact on the Group's performance.
The Board of Directors will decide whether or not the performance condition (C_n) has been met, based on the recommendation of the Compensation Committee.

Non-compete clause

The Chief Executive Officer will not be subject to any non-compete clause following his departure from the Group.

Supplementary pension plan

The Chief Executive Officer does not participate, in this capacity, in any supplementary pension plan set up by the Group.

Other benefits

Health and death/disability insurance

The Chief Executive Officer is covered by the health and death/disability insurance policy taken out by the Company.
He is also covered by the accidental death or permanent disability insurance policy taken out for the senior executives of the Company and applicable since January 1, 2006.
This group insurance policy is renewed or renegotiated on an annual basis and the Chief Executive Officer will be covered by any policies that may replace the existing one.

Company car

The Chief Executive Officer has the use of a company car with a shared driver for his travel on Group business.
The insurance, maintenance, fuel and charging costs as well as all costs related to the driver are paid for by the Company.

Recruitment of a new Chief Executive Officer

The Board of Directors has decided that, if a new Chief Executive Officer is appointed during François de Varenne's term from January 26 to April 30, 2023 (inclusive), this compensation policy may be applied to him/her, on a pro rata basis to determine the amount of the new Chief Executive Officer's fixed and variable compensation and the number of performance shares and stock options to be granted to him/her. The number of performance shares and stock options would be pro rated to the period served during the year by the new Chief Executive Officer.
The Board of Directors may also decide to award the new Chief Executive Officer (i) exceptional compensation in cash and/or (ii) an exceptional performance share and stock option grant, in order to compensate for the loss of compensation related to his/her departure from his/her previous employer, subject to the approval of the shareholders pursuant to Article L. 22-10-34 of the French Commercial Code.

Recruitment of a Deputy Chief Executive Officer

In the event of the appointment of one or more Deputy Chief Executive Officers during François de Varenne's term as acting Chief Executive Officer, from January 26 to April 30, 2023, the compensation components, principles and criteria set out in the compensation policy and the benefits granted to the Chief Executive Officer would also apply to the Deputy Chief Executive Officer (s). In this case, the Board of Directors, on the recommendation of the Compensation Committee, would adapt the structure, target amounts, objectives, performance levels and other parameters, provided that the target amounts expressed as a percentage of the Deputy Chief Executive Officer's fixed compensation may not be greater than those of the Chief Executive Officer.

2.2.1.4.5. Compensation policy for Thierry Léger as chief executive officer of SCOR from May 1, 2023

On January 26, 2023, the Board of Directors, on the proposal of the Nomination Committee, unanimously decided to appoint Thierry Léger as Chief Executive Officer of SCOR.
Thierry Léger will take up his position as Chief Executive Officer on May 1, 2023.
The purpose of this section is to present the compensation policy applicable to Thierry Léger, in his capacity as Chief Executive Officer of SCOR from May 1, 2023.
This policy is based on the principles defined on January 25, 2023. It has been decided by the Board of Directors on April 5, 2023, on the proposal of the Compensation Committee, and will be submitted to the shareholders for approval in accordance with Article L. 22-10-8 II of the French Commercial Code.
In accordance with the law, payment of variable and exceptional compensation to the Chief Executive Officer pursuant to this policy is subject to approval of the components of the Chief Executive Officer's compensation by the Ordinary Shareholders' Meeting held in the year following the one to which the compensation relates, in accordance with Article L. 22-10-34 II of the French Commercial Code.
In accordance with the recommendations of the AFEP-MEDEF corporate governance code to which the Company refers pursuant to Article L. 22-10-10 of the French Commercial Code for the preparation of the report provided for in Article L. 225-37 of the code, Thierry Léger will not have an employment contract with the Company.
On the proposal of the Nomination Committee, the Board of Directors also decided to propose to the 2023 Annual Shareholders' Meeting the election of Thierry Léger as a director of SCOR.
The remuneration policy for directors expressly stipulates that no compensation is payable to the Chief Executive Officer in his capacity as director.

Principles and rules for determining the Chief Executive Officer's compensation and benefits

This compensation policy is based on the principles described below, which are consistent with the SCOR Group's overall compensation policy and are strictly applied by the Compensation Committee during its consideration of compensation issues.
During their consideration of the compensation policy for the Chief Executive Officer, the Compensation Committee and the Board of Directors ensure that the policy is aligned with the corporate interest and business strategy of the Company and contributes to its sustainability.

Completeness

The Chief Executive Officer's compensation and benefits are analyzed component by component and as a whole to ensure an appropriate balance between the various components.

Compliance

The Board of Directors of SCOR decided, at its December 12, 2008 meeting, to apply the recommendations of the AFEP (*Association Française des Entreprises Privées*, the French association of large companies) and MEDEF (*Mouvement des Entreprises de France*, the French business confederation) to the compensation of the executive corporate officer of SCOR, considering that their compensation forms part of SCOR's corporate governance principles.
The compensation policy for the Chief Executive Officer has been established in accordance with the recommendations of the AFEP-MEDEF corporate governance code as revised in December 2022.

Talent management and alignment of interests

SCOR's compensation policy helps the Group to attract, motivate and retain talent at the highest level. It also meets the expectations of shareholders and other stakeholders in terms of transparency and the linking of compensation to performance.
The compensation policy for the Chief Executive Officer is aligned with the policy applied to the Group's employees.
The compensation package of all employees around the world with the status of Partner follows the same structure and comprises a fixed part and a variable part, and a part paid immediately and a deferred part.
The Group’s compensation policy favors performance shares and stock options over cash compensation, which distinguishes SCOR from most of its peers.
This policy allows maximum alignment with the interests of shareholders, during the performance measurement period and beyond, through the holding of SCOR shares over time. In particular, it rewards long-term performance. It also allows costs to be kept under control, since in France, payroll and other taxes on performance shares are lower than on cash compensation.
The performance conditions for annual variable compensation and for performance shares and stock options are based on and aligned with SCOR's strategic objectives.

Comparability and competitiveness

The Board of Directors has decided that the Chief Executive Officer's compensation should be determined in the light of benchmark analyses.
The benchmarking exercises are conducted by outside consultants on behalf of the Compensation Committee, based on a peer group made up of the leading global reinsurers by premium income that publish details of executive compensation.
The peer group against which the Group is compared is the one used for the TSR criterion applicable to both performance shares and stock options granted to Thierry Léger.

Determination of the compensation policy applicable to Thierry Léger

The Compensation Committee met on January 25, 2023, following the announcement by Laurent Rousseau of his intention to resign as Chief Executive Officer on January 26, 2023.
The Committee made recommendations concerning the compensation policy for Laurent Rousseau for the first 25 days of 2023, for Thierry Léger, chosen to take over as Chief Executive Officer of SCOR from May 1, 2023, and for François de Varenne, appointed as acting Chief Executive Officer for the period from January 26 to April 30, 2023.
The Committee recommended aligning the principles governing the structure of Thierry Léger’s compensation package with the 2022 compensation policy for the Chief Executive Officer, which met the expectations of investors and proxy advisors and was approved at the Annual Shareholders’ Meeting of May 18, 2022 by a majority of over 93% of the votes cast.
The Compensation Committee continued to examine this issue at its meetings on February 7 and 28, 2023 and again on April 5, 2023, based on the recommendations of January 25.
Under the leadership its Chair, Fields Wicker-Miurin, the Committee focused on preserving:

- a balanced compensation structure;
- full transparency *vis à vis* the market, through the publication, at the beginning of the year, of the performance criteria and targets applicable to both the annual variable compensation and the performance shares and stock options;
- the preponderance of financial criteria, which continue to determine 70% of annual variable compensation and 100% of vesting conditions for performance shares and stock options;
- the preponderance of objectively measurable quantitative criteria, which continue to determine 90% of annual variable compensation and 100% of vesting conditions for performance shares and stock options;
- determinedly ambitious financial criteria, which are both challenging and incentivizing, with the same weighting as in 2022 (30% for profitability, 30% for solvency and 10% for cost discipline);
- two objectively measurable sustainable development criteria, one environmental and the other social, accounting for 20% of the bonus to illustrate the importance the Group attaches to these issues; and
- the importance of the strategic plan, with a criterion related to the approval of an ambitious, achievable and winning plan accounting for 10% of the bonus amount.

Structure of the Chief Executive Officer's compensation

On the recommendation of the Compensation Committee, the Board of Directors decided to apply the 2022 policy subject to certain necessary adjustments to take into account:

- the new Chief Executive Officer’s profile as a seasoned international executive;
- the results of the benchmarking exercise, in recognition of the fact that Thierry Léger is leaving Swiss Re where his compensation was commensurate with his experience and responsibilities;
- the specific challenges that the Board of Directors plans to set for him; and
- SCOR's changing environment, including adoption of IFRS 17, which has an impact on the measurement of the Group's performance.

Fixed compensation

On April 5, 2023, the Board of Directors decided, on the proposal of the Compensation Committee, that the fixed compensation of the Chief Executive Officer for the period from May 1, 2023 would be based on an annual compensation amount of EUR 1,250,000.
This compensation is paid in twelve instalments.

Each month, Thierry Léger will therefore receive a gross amount of EUR 104,166.

Compensation of the Chief Executive Officer in his capacity as a director

Thierry Léger will be proposed for election as a member of the SCOR Board of Directors at the 2023 Annual Shareholders' Meeting.
In accordance with the compensation policy for directors described in Section 2.2.1.4.1, the Chief Executive Officer does not receive any compensation as a director of SCOR.
Similarly, the Chief Executive Officer does not receive any compensation as a director of any other Group companies.

Annual variable compensation

Objectives

The purpose of this variable compensation is to encourage the Chief Executive Officer to achieve the annual performance objectives set by the Board of Directors on the proposal of the Compensation Committee, in line with the Group's strategy.

Target amount

In accordance with the AFEP-MEDEF corporate governance code, the potential amount of annual variable compensation is expressed as a percentage of fixed compensation.
For the period from May 1, 2023, on the proposal of the Compensation Committee, the Board of Directors set the target annual variable compensation at 100% of fixed compensation, corresponding to EUR 1,250,000 on an annual basis for a 100% achievement rate.
As Thierry Léger will take up his position as Chief Executive Officer during the year, his annual variable compensation for 2023 will be pro rated to the period served in this position, from May 1 to December 31, 2023.
Consequently, Thierry Léger's target variable bonus for the period served as Chief Executive Officer in 2023 will amount to EUR 833,333 for an overall achievement rate of 100%.
As some of the objectives set by the Board allow for outperformance, the Chief Executive Officer's annual variable compensation may represent more than 100% of his fixed compensation.
In view of the ceilings on the achievement rates for the various performance criteria, and their respective weightings, the annual variable compensation would not exceed 122% of the fixed compensation in the event of outperformance.

Structure of variable compensation

The Chief Executive Officer's target annual variable compensation is based on transparent and challenging objectives that are adapted to the Group's business sector – reinsurance – which, by definition, covers long-term risks that can produce variable results from one year to the next.
The Board of Directors has decided to maintain the weighting of the performance criteria introduced in 2022, which were supported by investors and proxy advisors, while also retaining the option of assessing the Chief Executive Officer's management of the Group by reference to the leadership criterion, which accounts for 10% of the bonus amount and is linked, in 2023, to the presentation of the strategic plan.

Nature	Weighting	Type	Weighting	Criteria	Weighting
Quantitative criteria	**90%**	Financial criteria	70%	Profitability	30%
				Solvency	30%
				Cost discipline	10%
		Sustainability	20%	Environment	10%
				Social	10%
Qualitative criterion	**10%**	Group management	10%	Leadership	10%

Financial objectives

On the recommendation of the Compensation Committee, the Board of Directors has decided to maintain the three financial objectives set in 2022, measuring profitability, solvency and cost discipline.
ROE has been replaced by Economic Value Growth (EVG) as determined based on the IFRS 17 financial statements, which better reflects SCOR's financial performance.
Economic value corresponds to the value of the SCOR franchise and its portfolio, i.e., the sum of equity and the contractual service margin (CSM).
CSM represents the expected future profits that will be recognized in the income statement as the reinsurance services are provided.
The solvency and cost discipline criteria have been kept, with the cost discipline target adjusted to take into account the economic environment in 2023 and the changes brought about by the adoption of IFRS 17.
The range of achievement rates for the three financial criteria are described below, ensuring that both the market and the Chief Executive Officer are fully informed in advance of the achievement rates associated with the Group's performance in 2023.
The profitability and cost discipline criteria allow the Chief Executive Officer to outperform by up to 140% respectively.
In return, the financial criteria are particularly challenging.

Profitability objective

SCOR's profitability in 2023 will be measured by EVG, which replaces ROE.
EVG excludes dividends and is calculated for each year on the basis of a constant economic environment (interest rates and exchange rates).
The Board of Directors has decided to maintain the range of achievement rates introduced for ROE in 2022, which took into account the comments of investors and proxy advisors.
This range is both challenging (no bonus will be paid if actual EVG is less than 60% of the target EVG), and incentivizing (the achievement rate can be as high as 140% if actual EVG represents 120% or more of target EVG).

Ratio between actual EVG and target EVG	**Achievement rate**
120% or higher	**140%**
Between 115% and 119.99%	130%
Between 110% and 114.99%	120%
Between 105% and 109.99%	110%
Between 100% and 104.99%	**100%**
Between 90% and 99.99%	90%
Between 80% and 89.99%	80%
Between 70% and 79.99%	60%
Between 60% and 69.99%	40%
Below 60%	**0%**

For 2023, the target EVG is 700 basis points above the risk-free rate over the cycle (calculated as the five-year rolling average of five-year risk-free rates).

Solvency objective

Encouraging the maintenance of a high level of solvency avoids incentivizing excessive risk taking.

On the recommendation of the Compensation Committee, the Board of Directors determined that the optimal solvency range defined by the Quantum Leap plan as 185% to 220% remains relevant in 2023.

The range of achievement rates for the solvency objective decided in 2022 is also being applied for 2023.

The achievement rate would be 100% for a solvency ratio of 205% or higher.

Below that, the achievement rate would range from 70% to 0% if the solvency ratio is below the lower limit of the optimal range (185%).

Solvency	**Achievement rate**
205% or higher	**100%**
Between 185% and 204.99%	70%
Below 185%	0%

Cost discipline objective

Cost discipline is one of the Group's main indicators of sound management.

On the recommendation of the Compensation Committee, the Board of Directors has chosen to retain this indicator, which was introduced in the 2022 compensation policy for the Chief Executive Officer and is supported by investors and proxy advisors.

For 2023, the Board of Directors has defined a new target cost/income ratio based not on premiums, but on IFRS 17 insurance and reinsurance revenue, while excluding the exceptional costs that the Group will have to incur during the year in connection with its transformation and simplification initiatives.

The achievement rate would be 100% for a cost/income ratio of between 7% (excluded) and 7.2% (included), declining to 80% for a ratio between 7.2% (excluded) and 7.4% (included), and 0% for a ratio above 7.4%.

For a ratio equal to or less than 7%, the achievement rate would be 120%.

Cost/income ratio (R)	**Achievement rate**
R ≤ 7%	120%
7% < R ≤ 7.2%	100%
7.2% < R ≤ 7.4%	80%
R > 7.4%	0%

Sustainable development objectives

In 2021, SCOR adopted a non-statutory *raison d'être:* "Combining the Art and Science of Risk to protect societies".

As an independent global reinsurance group, SCOR contributes to the well-being, resilience and sustainable development of society by reducing the protection gap, making insurance products accessible to as many people as possible, helping to protect policyholders against the risks they face, pushing back the boundaries of insurability and acting as a responsible investor.

On the recommendation of the Compensation Committee, the Board of Directors has decided to retain for 2023 the two sustainable development criteria introduced in 2022, namely an environmental criterion (the "E pillar") and a social criterion (the "S pillar"). The environmental criterion has been adapted in alignment with the economic environment and the social criterion has been adapted to make it more effective.

Environmental criterion

As a responsible investor, SCOR has been financing the transition to a low-carbon economy for many years. Initially focused on direct investments in real estate and infrastructure assets or the financing of these assets, the strategy has evolved with the development of new products such as green and/or sustainable bonds, driving faster growth in the resources deployed to achieve the objectives of the Paris Agreements.

Taking into account these developments, on the proposal of the Compensation Committee, the Board of Directors decided in 2022 to increase the amount invested in green and sustainable bonds.

In 2022, the targeted increase was calculated based on the market value of the securities at December 31.

For 2023, on the recommendation of the Compensation Committee, the Board of Directors has determined that it would be more appropriate to reason in terms of nominal amounts, in order to neutralize the effect of changes in interest rates on the market value of the bonds.

The new objective set by the Board of Directors is to increase the nominal value of the Group's green and sustainable bond portfolio to EUR 850 million at December 31, 2023 (or the equivalent of this amount in the currencies in which the bonds are denominated, converted at the December 31, 2023 exchange rate).

At the end of 2022, the Group's portfolio of green and sustainable bonds totaled EUR 739 million at nominal value. The targeted increase for 2023 is therefore EUR 111 million or 15%.

On the recommendation of the Compensation Committee, the Board of Directors has chosen to replace the graduated scale introduced in 2022, which allowed for outperformance of up to 140%, with a binary scale, which is more restrictive and does not allow for outperformance:

Actual increase	
15% or more	**100%**
Less than 15%	0%

Social criterion

SCOR is committed to reducing gender inequality, notably in terms of pay and career progression.

For 2022, the social criterion was aimed at narrowing the gender pay gap, as evidenced by an improvement in the pay ratio.

The pay ratio improved by 2 points in 2022 to a score of 91 out of 100.

For 2023, on the recommendation of the Compensation Committee, the Board of Directors has replaced the pay ratio criterion with a criterion relating to the recruitment of women in the highest categories of the Group's Partnership.

The new criterion is designed to help the Group meet the objective set by the Board of Directors in 2021 of raising the proportion of women Global Partners (GP), Senior Global Partners (SGP) and Executive Global Partners (EGP) to 27% by December 31, 2025.

The range is particularly challenging (with a zero achievement rate if women GP, SGP and EGP Partners represent less than 24% of the total at December 31, 2023) and incentivizing (with an achievement rate of up to 140% if the proportion is 26% or more by that date).

Prior to the 2023 SCOR Partnership campaign, women represented 22.53% of Partners in the GP, SGP and EGP categories.

Proportion (P) of women GP, SGP and EGP Partners	**Achievement rate**
P ≥ 26%	140%
25% ≤ P < 26%	120%
24% ≤ P < 25%	100%
P < 24%	0%

Leadership criterion

On January 26, 2023, the Board of Directors gave Thierry Léger the task of drawing up a new ambitious, realistic and winning strategic plan for SCOR, to be presented along with the main strategic objectives at the 2023 Annual Shareholders' Meeting.

The plan will notably include a sustainability ambition.

On the recommendation of the Compensation Committee, the Board of Directors has therefore decided to retain the leadership criterion, and will assess Thierry Léger's leadership performance primarily by reference to the quality of the strategic plan to be presented in his capacity as Chief Executive Officer.

The Board of Directors will assess performance of the leadership criterion, which may be as high as 140%, based on the quality of the plan, the inclusion of sustainability ambition, the unanimous approval by the Board of Directors and its reception both within the Group and by the market.

Payment conditions

The variable compensation for the year will be paid the following year, after the amount has been determined by the Board of Directors, on the recommendation of the Compensation Committee, based on the achievement rates for the performance criteria.

In accordance with the applicable law and regulations, payment of this annual variable compensation will be subject to approval of Thierry Léger's compensation at the 2024 Annual Shareholders' Meeting.

Effect of termination of the Chief Executive Officer's duties on the payment of annual variable compensation

If the Chief Executive Officer leaves during the year:

(a) his total annual variable compensation for the previous year will be paid, subject to the approval of the Annual Shareholders' Meeting;

(b) in the event of forced departure or dismissal other than for misconduct, his variable compensation for the year of his dismissal will be determined by the Board of Directors pro rata to his presence within the Group, and paid the following year subject to approval at the Annual Shareholders' Meeting; and

(c) no annual variable compensation will be paid for the year of dismissal in the event of misconduct.

Long-term variable compensation

At its meeting on April 5, 2023, on the recommendation of the Compensation Committee, the Board of Directors decided to grant 66,667 performance shares and 53,334 stock options to the Chief Executive Officer in respect of the period from May 1 to December 31, 2023.

These grants are based on the annual target of 100,000 performance shares and 80,000 stock options for 2023, pro rated over the period to be served by the Chief Executive Officer.

The performance shares are subject to the grantee's continued presence within the Group during a three-year vesting period as from the grant date and to performance conditions assessed over three years, i.e., 2023, 2024 and 2025.

The stock options are subject to the grantee's continued presence within the Group during a four-year vesting period and to performance conditions assessed over three years, i.e., 2023, 2024 and 2025.
In accordance with the AFEP-MEDEF corporate governance code, the Chief Executive Officer will be required to give a commitment not to hedge the equity risk associated with his stock options, the shares acquired upon exercise of the options or the vested performance shares. This commitment will apply until the end of the lock-up period applicable to the shares.

Performance conditions applicable to performance shares and stock options granted in respect of 2023 – including shares granted on an exceptional basis to compensate for the loss of deferred compensation due by Swiss Re.

The Board of Directors has decided that all stock option and performance share grants made to the Chief Executive Officer will be subject to performance conditions aligned with SCOR's main strategic objectives.
Like the performance conditions applicable to annual variable compensation, the performance conditions applicable to the performance shares and stock options are challenging and transparent. In addition, performance against the objectives can be assessed objectively, because the achievement rates are based on results that are published and disclosed to the public.
On the proposal of the Compensation Committee, the Board of Directors has defined the following three performance criteria:

Performance criteria	Weighting
Profitability	40%
Solvency	40%
TSR	20%

The number of performance shares that vest and the number of stock options that may be exercised will be determined based on the achievement rates for the three performance criteria, taking into account the weighting determined by the Board.

Profitability objective

The ROE objective has been replaced by an objective based on EVG as a result of IFRS 17 and consistent with what is proposed for the annual variable compensation.
The range of achievement rates adopted by the Board of Directors, on the proposal of the Compensation Committee, is unchanged from the ROE criterion used in 2022:

Ratio between average EVG and target EVG	Achievement rate
100% or higher	**100%**
Between 80% and 99.99%	90%
Between 70% and 79.99%	70%
Between 60% and 69.99%	50%
Between 50% and 59.99%	25%
Below 50%	**0%**

Average EVG is calculated under IFRS 17 over the performance assessment period (i.e., 2023, 2024 and 2025 for performance shares and stock options granted in respect of 2023). It excludes dividends and is calculated for each year on the basis of a constant economic environment (interest rates and exchange rates).
The target EVG for the period is equal to the average of the target EVGs for each year in the performance assessment period.
The target EVG for each year is defined by the Board of Directors, either year by year or in the multi-year strategic plan, and published in SCOR's Universal Registration Document (URD).
For 2023, the target EVG is 700 basis points above the risk-free rate over the cycle (calculated as the five-year rolling average of five-year risk-free rates).
If the average EVG is less than 50% of the target EVG for the period, the achievement rate will be 0%.

Solvency objective

The range of achievement rates adopted by the Board of Directors, on the proposal of the Compensation Committee, is unchanged from 2022, as follows:

Difference between the average solvency ratio and the target ratio for the period	Achievement rate
Equal to or greater than 0 percentage points	100%
Between 0 and -35 percentage points (exclusive)	Linear sliding scale
Equal to or lower than -35 percentage points	0%

The average solvency ratio is calculated over the performance assessment period (i.e., 2023, 2024 and 2025 for the performance shares and stock options granted in respect of 2023).
The target ratio for the period is equal to the average of the annual targets or, if performance is between an upper and a lower limit of the target range, the lower limit for each year of the performance assessment period.
The target, or target range, is defined by the Board of Directors, either year by year or in the multi-year strategic plan, and published in SCOR's Universal Registration Document (URD).
For 2023, the target range of 185% to 220% defined in the Quantum Leap plan remains relevant.

Total Shareholder Return (TSR) objective

The use of the TSR criterion is intended to ensure that the financial interests of investors are taken into account in determining the long-term compensation of the Chief Executive Officer.
The achievement rate will be determined according to SCOR's ranking within a group of peers over the reference period:

SCOR ranking within the peer group based on the reference period TSR	Achievement rate
1st to 4th	100%
5th	50%
6th to 9th	0%

The peer group consists of: Arch Capital Group, Axis Capital Holdings, Everest Re, Great West Lifeco, Hannover Re, Munich Re, Reinsurance Group of America and Swiss Re.
If one of the companies in the peer group ceases to be listed, the Board of Directors will identify a suitable substitute to take its place for the entire reference period.
In order to limit the impact of currency movements on stock prices, TSR will be measured in euros for all companies in the panel.
The peer group is the one used for the regular benchmarking exercises carried out by external consultants on behalf of the Compensation Committee for the preparation of SCOR's senior executive compensation policies.

Presence condition

Except in specific cases (death, disability or retirement), the vesting of performance shares and stock options will depend on the Chief Executive Officer remaining with the Group until the end of the vesting period.
In the event of forced departure or dismissal other than for misconduct or inadequate performance, the performance shares and stock options granted to the Chief Executive Officer will vest pro rata to the period served in this position during the vesting period (see "Termination of the Chief Executive Officer's duties" below).

Other conditions

In addition to the performance conditions and the presence condition, the performance shares and stock options are subject to an additional vesting condition based on compliance with SCOR's ethical principles as described in the Group Code of Conduct.
The Group Code of Conduct includes key aspects of corporate social responsibility, including integrity, data protection and privacy, anti-corruption measures, strict compliance with sanctions and embargoes, anti-money laundering measures, transparency, promotion of equal opportunity in all aspects of employment, whistleblowing procedures to encourage reporting of ethical issues, and promotion of and compliance with the principles of the United Nations Global Compact.
In the event of a breach of the Code of Conduct, for instance fraud, none of the Chief Executive Officer's performance shares or stock options would vest (clawback policy).
Lastly, notwithstanding the total or partial achievement of the above conditions, the vesting of the performance shares and stock options is subject to the beneficiary completing compulsory training in sustainable development issues.

Performance share lock-up period

The Board of Directors has decided that the Chief Executive Officer will be required to hold, in registered form, at least 50% of the vested performance shares received in his capacity as Chief Executive Officer for as long as he remains in this position.
Shares received upon exercise of stock options will not be concerned by the lock-up.

Multi-year compensation

The Board of Directors has decided not to use this type of cash-based long-term compensation system, preferring instead to grant performance shares and stock options, which strengthen the alignment of interests with shareholders.
Nevertheless, such a system may be envisaged if regulatory developments or any other circumstance make it too restrictive or impossible for the Company to use a share-based instrument.

Termination of the Chief Executive Officer's duties

In the event of termination of the Chief Executive Officer's duties, the benefits due to Thierry Léger would be determined according to the following situations:

(i) in the event of dismissal for misconduct or demonstrably inadequate performance (i.e., if the performance condition (C_n) defined below is not met) or resignation (other than as a result of a forced departure referred to in paragraphs (ii) and (iii) below), no severance pay would be due to him;

(ii) in the event of forced departure or dismissal for difference of opinion concerning the Group's strategy, the Chief Executive Officer would receive severance pay equal to the sum of the fixed and variable components of his gross annual compensation paid in the twenty-four (24) months preceding the date of his departure from the Group;

(iii) in the event of forced departure or dismissal resulting from an unsolicited takeover bid or a takeover bid not supported by the Company's Board of Directors leading to a change of control of the Group, the Chief Executive Officer would receive severance pay equal to the sum of the fixed and variable components of his annual gross compensation paid in the twenty-four (24) months preceding the date of his departure from the Group.
Performance share and stock option grants are not taken into account for the calculation of the severance pay.
In all cases ((i), (ii) or (iii)), no severance pay would be due if the performance condition (C_n) defined below was not met.
Furthermore, in the cases referred to in paragraphs (ii) and (iii) above:
• the Chief Executive Officer's variable compensation for the current year will be determined by the Board of Directors pro rata to his period of presence within the Group, and paid the following year subject to the approval of the Annual Shareholders' Meeting; and
• the rights to performance shares and stock options granted to him before his departure will be maintained pro rata to his period of presence within the Group during the vesting period (i.e., based on the proportion of the total vesting period represented by his period of service as Chief Executive Officer), subject in full to the performance conditions of each of the plans.
The performance condition (C_n), set by the Board of Directors on the proposal of the Compensation Committee will be satisfied if the following two criteria are met:

(a) SCOR's average ROE for the three years preceding the date of departure of the Chief Executive Officer exceeds 50% of the average of SCOR's strategic ROE target defined by the Board of Directors year by year or in the multi-year strategic plan and published in SCOR's Universal Registration Document (URD), calculated over the same period; and

(b) SCOR's average solvency ratio for the three years preceding the date of departure of the Chief Executive Officer exceeds the average of SCOR's strategic solvency ratio target defined by the Board of Directors year by year or in the multi-year strategic plan and published in SCOR's Universal Registration Document (URD), calculated over the same period. If the strategic plan sets a target or optimal range of ratios, the lower limit of this range will be used as the target solvency ratio for the purposes of the calculation.
The purpose of these criteria is to ensure that the performance conditions are aligned with successive strategic plans, by applying the same objectives in order to be representative of the Chief Executive Officer's impact on the Group's performance.
The Board of Directors will decide whether or not the performance condition (C_n) has been met, based on the recommendation of the Compensation Committee.

Exceptional severance payment applicable until December 31, 2024

In the event of dismissal by the Board of Directors before December 31, 2024, the Chief Executive Officer will receive a severance payment equal to 24 times the gross fixed monthly compensation that he was receiving as of the date of his dismissal.
Annual variable compensation, performance share and stock option grants will not be taken into account for the calculation of this exceptional severance payment.
In addition, this exceptional severance payment will be due even if the performance condition (C_n) is not fulfilled.
However, no exceptional severance payment will be due to the Chief Executive Officer in the event of resignation, gross misconduct, serious breach of an important obligation as Chief Executive Officer, death or permanent disability.
This severance payment will not be in addition to the severance pay provided for in the section "Termination of the Chief Executive Officer's duties". If Thierry Léger were potentially eligible to claim both payments, he would receive only the largest of the two amounts.

Non-compete clause

During the 12 months following the termination of his or her term of office, the former Chief Executive Officer shall not, directly or indirectly, in any manner whatsoever:

(i) provide professional services, as an employee or as a self-employed person, or in any other capacity whatsoever, to any company operating in the insurance or reinsurance sectors in Europe or North America;

(ii) create any company or take part in the creation of any company operating in the insurance or reinsurance sectors in Europe or North America; and/or

(iii) solicit or entice any employee, officer or director of the Group to leave SCOR.
In addition, the former Chief Executive Officer may not acquire an interest in any company operating in the insurance or reinsurance sectors in Europe or North America in the 12 months following the end of his or her term of office, unless said interest is acquired for investment purposes only and does not exceed 5% of the investee's capital.
For as long as this non-compete obligation applies to the former Chief Executive Officer, he or she will receive a monthly indemnity equal to one month's worth of his gross annual fixed compensation, i.e. 1/12th of 1,250,000 euros.
The Board of Directors may decide, at any time and at its discretion, to release the former Chief Executive Officer from this non-compete obligation, in which case he or she will cease to receive the above-mentioned indemnity (the amount of which will be reduced on a pro rata basis in the event that the obligation is lifted during the course of a month).

Supplementary pension plan

The Chief Executive Officer participates in the Group's Swiss pension fund.
The pension fund is organized as a foundation, created in Zurich on October 17, 2001.
The purpose of the fund is to provide employees of SCOR Services Switzerland AG and closely-related companies from a business or financial standpoint (including SCOR SE) with benefits in addition to those provided by the Old-age and survivor's insurance (OASI) and the Disability insurance (DI), in order to protect them against the consequences of old age, death and disability.

Other benefits

Death/disability insurance

As a member of the Group's Swiss pension fund, the Chief Executive Officer is covered by death and permanent disability insurance.
The benefits provided by the fund are in addition to those provided by the OASI and DI schemes.

Company car

The Chief Executive Officer has the use of a company car with a shared driver for his travel on Group business.
The insurance, maintenance, fuel and charging costs as well as all costs related to the driver are paid for by the Company.

Exceptional transitional arrangements

On the recommendation of the Compensation Committee, the Board of Directors has decided to make an exceptional grant of SCOR shares to Thierry Léger, to compensate for the loss of his rights under a certain number of deferred compensation plans set up by his former employer, Swiss Re.
By joining SCOR, Thierry Léger forfeited his rights to the following deferred compensation:

Type of deferred compensation	Date of grant	Vesting date	Amount/Number
2021 deferred cash bonus	April 1, 2021	March 31, 2024	CHF 510,300
2022 deferred cash bonus	April 1, 2022	March 31, 2025	CHF 639,900

2023 deferred cash bonus – target amount	April 1, 2023	March 31, 2026	CHF 562,500
2020 performance shares	April 1, 2020	March 31, 2025	4,046 shares
2021 performance shares	April 1, 2021	March 31, 2026	7,965 shares
2022 performance shares	April 1, 2022	March 31, 2027	10,189 shares

The offsetting share grant will be effective when Thierry Léger joins the Group; it will not be renewed in future years.
This exceptional grant complies with the recommendations of the AFEP-MEDEF corporate governance code.
All the shares are subject to performance conditions specific to SCOR, whereas the cash bonuses awarded by Swiss Re vested immediately, with only the payment date being deferred. The Compensation Committee and the Board of Directors wanted these grants to represent a powerful incentive for Thierry Léger.
In addition, the vesting periods of the different tranches of shares are aligned with the vesting dates of the bonuses and shares they replace, and which Thierry Léger forfeited in order to join SCOR.
The number of performance shares granted to compensate for each component of deferred compensation will be determined based on, as applicable:

- the euro/Swiss franc exchange rate on January 26, 2023, i.e. 1.0002;
- Swiss Re's closing share price on January 26, 2023, i.e. CHF 96.02; and
- SCOR's closing share price on January 26, 2023, *i.e.* EUR 23.80.

The results will be rounded up to (i) the nearest cent in the case of compensation for cash bonuses and (ii) the nearest whole share in the case of compensation for share-based compensation.

Type of deferred compensation	Value to be compensated	Shares to be granted	Vesting date	Performance condition measurement period
SCOR 2024 shares Equivalent to Swiss Re 2021 bonus	CHF 510,300/1.0002 = **EUR 510,197.96**	EUR 510,197.96/EUR 23.80 = **21,437 shares**	March 31, 2024	2023
SCOR 2025 shares Equivalent to Swiss Re 2022 bonus	CHF 639,900/1.0002 = **EUR 639,772.05**	EUR 639,772.05/EUR 23.80 = **26,882 shares**	March 31, 2025	2023 2024
SCOR 2025 shares Equivalent to Swiss Re 2020 share grant	4,046 shares x CHF 96.02/1.0002 = **EUR 388,419.24**	EUR 388,419.24/EUR 23.80 = **16,321 shares**	March 31, 2025	2023 2024
SCOR 2026 shares Equivalent to Swiss Re 2023 bonus	CHF 562,500/1.0002 = **EUR 562,387.52**	EUR 562,387.52/EUR 23.80 = **23,630 shares**	March 31, 2026	2023 2024 2025
SCOR 2026 shares Equivalent to Swiss Re 2021 share grant	7,965 shares x CHF 96.02/1.0002 = **EUR 764,646.37**	EUR 764,646.37/EUR 23.80 = **32,128 shares**	March 31, 2026	2023 2024 2025
SCOR 2027 shares Equivalent to Swiss Re 2022 share grant	10,189 shares x CHF 96.02/1.0002 = **EUR 978,152.15**	EUR 978,152.15/EUR 23.80 = **41,099 shares**	March 31, 2027	2023 2024 2025 2026

In summary:

Type of deferred compensation	Shares to be granted	Vesting date	Performance condition measurement period
SCOR 2024 shares	**21,437 shares**	March 31, 2024	2023
SCOR 2025 shares	**43,203 shares**	March 31, 2025	2023 2024
SCOR 2026 shares	**55,758 shares**	March 31, 2026	2023 2024 2025
SCOR 2027 shares	**41,099 shares**	March 31, 2027	2023 2024 2025

			2026

These shares will be subject to the same performance conditions as those applicable to the performance shares and stock options granted to Thierry Léger as part of his long-term variable compensation for 2023.

For the record, these conditions are as follows:

Performance criteria	Weighting
Profitability	40%
Solvency	40%
TSR	20%

The conditions will be applied, *mutatis mutandis*, to the measurement periods mentioned above.
In addition, like the performance shares and stock options making up Thierry Léger's long-term compensation for 2023, the shares will be subject to:

- his continued presence within the Group until the vesting date
- the clawback policy applicable to the other performance shares and stock options granted to him in respect of 2023; and
- his completion of compulsory training in sustainable development issues.

Recruitment of a new Chief Executive Officer

The Board of Directors has decided that, if a new Chief Executive Officer is appointed, this compensation policy may be applied to him/her, on a pro rata basis to determine the amount of the new Chief Executive Officer's fixed and variable compensation and the number of performance shares and stock options granted to him/her. The number of performance shares and stock options would be pro rated to the period served during the year by the Chief Executive Officer.
The Board of Directors may also decide to award the new Chief Executive Officer (i) exceptional compensation in cash and/or (ii) an exceptional performance share and stock option grant, in order to compensate for the loss of compensation related to his/her departure from his/her previous employer, subject to the approval of the shareholders pursuant to Article L. 22-10-34 of the French Commercial Code.

Recruitment of a Deputy Chief Executive Officer

In the event of the appointment of one or more Deputy Chief Executive Officers, the compensation components, principles and criteria set out in the compensation policy and the benefits granted to the Chief Executive Officer would also apply to the Deputy Chief Executive Officer(s). In this case, the Board of Directors, on the recommendation of the Compensation Committee, would adapt the structure, target amounts, objectives, performance levels and other parameters, provided that the target amounts expressed as a percentage of the Deputy Chief Executive Officer's fixed compensation may not be greater than those of the Chief Executive Officer.