

EULER HERMES GROUP

*Société anonyme à Directoire et Conseil de Surveillance
with a share capital of 14 509 497 euros
Registered office: 1 place des Saisons, 92048 Paris-La-Défense cedex, France
RCS Nanterre 552 040 594*

Disclosure made in accordance with Articles L 225-90-1 and R 225-60-1 of the French Commercial Code

The Supervisory Board, held on February 17, 2016, appointed a Board of Management effective as of April 1st, 2016 for a duration of four years, composed of six members: Wilfried Verstraete, Frédéric Bizière, Clarisse Kopff, Paul Overeem, Michele Pignotti et Ludovic Sénécaut. The Supervisory Board decided upon the Nomination and Remuneration Committee's recommendation, to allocate a severance compensation in favor of the members of the Board of Management which terms would be the following :

This severance compensation would be due only in the event of forced departure (i.e only in case of revocation for any reason other than a gross or willful misconduct), notably due to a change of control or strategy. Severance compensation would not be due if the executive is not renewed, resigns or moves to a new position within the Allianz group.

Severance compensation would be contingent on meeting the following performance criteria:

- 75% of annual targets as assessed over at least two of the last three years prior to termination. For officers who have been in office for less than three years, the calculation of the 75% target is based on the last year or the last two years if applicable;
- an average combined ratio of 95% or less for the three years preceding the termination.

If both of the two performance conditions are met, the full indemnity will be paid. 50% of the indemnity will be paid if either condition is met.

The amount of any severance compensation may not exceed two years' compensation (fixed and variable) gross compensation for the last fiscal year ended before the date of termination of the corporate office.

The Supervisory Board will acknowledge that one or both of the performance conditions are met before making any payment.

This severance compensation is valid for the duration of the mandate for all the Board of Management members, i.e until March 31, 2020, except for Paul Overeem which severance compensation will be limited to two years from his renewal, i.e. until March 31, 2018.

This severance compensation will be submitted to the approval of the Shareholders' meeting on May 25, 2016.