



# 2021

Annual Report  
Grupo Catalana Occidente S.A.

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# Annual Report

## Grupo Catalana Occidente, S. A. 2021

Grupo Catalana Occidente publishes its annual report for 2021, which was analysed by the Audit Committee and approved by the Board of Directors at its meeting on 24 February 2022, and specifically in relation to the consolidated financial statements that have been prepared on the basis of the European Union's international financial reporting standards and audited by PricewaterhouseCoopers Auditores S.L.

This report has been prepared in accordance with the reporting framework of the International Integrated Reporting Council (IIRC), following the principles of reliability, relevance and comparability. The report gives a view of the environment, the business model, the strategic approach and the future outlook of the Group, as well as the main risks to which it is exposed. In addition, it helps the **Group's activity in issues of corporate governance**.

The scope of information that appears in the report corresponds to Grupo Catalana Occidente and the companies comprising it. Business performance in recent years has been linked to corporate operations, which have been formally communicated to the market through the National Securities Market Commission (CNMV) salient event notifications.

In addition, Grupo Catalana Occidente prepares a Sustainability Report - Statement of Non-Financial Information, a document in which it reports on its social and environmental policies, as well as its commitment and performance in the area of sustainability, offering extended information on its actions in the matters described above.

The alternative performance measures (APM) used in this report correspond to the financial measures that are not defined or detailed in the framework of the applicable financial information. Their definition, calculation and reformulation regarding the financial statements can be consulted in the glossary section and the corporate website.

The report is available on the Group's website. An Excel document with financial information is also available on the website. Finally, at the end of this report there is a questionnaire for evaluation and suggestions for improvement.

In the event that you should require further information contact: Analysts and investors +34 91 566 13 02 [analistas@catalanaoccidente.com](mailto:analistas@catalanaoccidente.com)



## Letter from the Chairman

Dear shareholders, associates and customers,

I would like to share the 2021 annual report with you, where we present the main figures and milestones that have occurred during the year, as well as other aspects of our strategy and corporate culture.

This year has been the year of recovery after a 2020 where the world economy was hit hard by the pandemic. Specifically, in 2021, overall growth reached 5.9%. Spain, which was one of the markets most affected by the impact of Covid-19, reported a 4.9% year-on-year increase in GDP.

**In this context, we achieved a consolidated result of €468.3 million, 73.4% more than in the previous year. Turnover increased by 7.1% to €4,882.5 million. Likewise, the ordinary result of the traditional business (the companies Seguros Catalana Occidente, Plus Ultra Seguros, Seguros Bilbao and NorteHispana Seguros) increased by 2.3% to €244.2 million. In the credit insurance business (Atradius Crédito y Caución**

**and Atradius Re), ordinary income amounted to €241.8 million.**

We are therefore satisfied with this year's results in our two lines of activity: the traditional business and the credit insurance business which, although still exposed to the evolution of the health crisis resulting from Covid-19, has significantly improved results thanks to the risk management actions we have taken. Thus, at present, we have standardised risk exposure levels and the portfolio is properly classified.

However, it is important to remain cautious in the face of the uncertainties looming in the short and medium term, such as the uneven recovery of economies; the tightening of financial conditions, accelerated by a rise in inflation; and the scarcity of raw materials and supplies, the latter aggravated by the geopolitical tensions between the major powers.

In terms of our asset strength, we have excelled in following a prudent, diversified investment policy, with a stable portfolio allocation. As a result, permanent resources at market value stood at **€5,191.5 million at market value at the end of 2021**, which represents a growth of 11.3% and strengthens our solvency position, with a solvency ratio of over 220%.

As said at the beginning, 2021 has been the year of recovery, but also the year of reflection after a turbulent 2020, in which we have had to adapt to the circumstances, which the environment experienced as a result of the Covid-19 pandemic has revolutionised several issues, including how we understood work.

In this sense, we have implemented a new teleworking model that combines the advantages of on-site and remote

work, fulfilling three fundamental objectives: employee satisfaction, allowing a better work-personal balance; productivity, ensuring focus on results; and attracting and retaining talent, offering an attractive value proposition for the employee.

Digitalization has also given us new capabilities for customer interaction, especially in times as difficult as those experienced during the pandemic. We cannot forget that, in a sector such as insurance, proximity and personalisation are two key elements in our relationship with our policyholders, and we must be able to use technology to continue providing the best possible service.

This trend, which is accelerating, is unstoppable. For this reason, digital transformation is vital for companies, as it provides efficiency in processes and better solutions for customers; more and more customers are demanding that companies are able to offer simple solutions that allow them to save time, as has been the case with video-operations or digital policies.

The challenge is that policyholders can choose the channel through which they want to interact with their company at any given moment, without affecting the excellence of the service we offer them.

In this context, the digitalization of the mediation network takes on special relevance, as these professionals are the key

figure that provides advice and accompaniment to policyholders, given their exhaustive knowledge of the product and the needs of the consumer. In short, I am one of those who believe in the capacity we all have to take advantage of the new opportunities that technology offers us.

In this way, we must be aware that society's increased demands are a historical constant. Companies are increasingly in demand and must be able to explain the values they contribute, creating wealth, employment and, therefore, making a positive contribution to the environment and their stakeholders.

At Grupo Catalana Occidente we articulate our social action through the Fundación Jesús Serra, which works to help achieve a better society for all. But I also believe that contributing to the social and economic development of the communities in which we operate includes addressing the challenges posed by climate change and helping to mitigate them.

Firstly, we want to manage and measure the impact of our activity as an insurance group, even though we operate in a sector that is not very intensive in this respect. In our Sustainability Master Plan we plan to implement metrics to help measure and manage the risks and opportunities arising from climate change.

We are also working to reduce greenhouse gas emissions in order to achieve the 2030 European targets and achieve carbon neutrality by 2050. In turn we are focused on incorporating the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) into our reporting process.

In short, in order to look to the future it is good to analyse where we come from. For this reason, I would not like to end without thanking Ignacio Álvarez for his dedication, who is ending his professional career after ten years as CEO of Grupo Catalana Occidente. His commitment and dedication have contributed to strengthening our leading position in risk protection and long-term provisioning for the household and small and medium-sized enterprise market as well as in covering international trade credit risk.

Finally, I would like to thank you for the invaluable support you give us every year, as well as for the trust placed in us by our mediators. I firmly believe that together we contribute to strengthening Grupo Catalana Occidente's strategy based on its three pillars: growth, profitability and solvency.

José M.ª Serra

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## Consolidated management report

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# 01

## Annual panorama

### Recovery

The Group continues to perform well, with growth in income and an improvement of more than 10% over the pre-COVID-19 result.

## International dimension

5th Largest insurance group in Spain



2nd Largest credit insurance group in the world



- ▶ 65.8% Spain
- ▶ 11.4% Central and Northern Europe
- ▶ 12.3% Western Europe
- ▶ 3.7% Southern Europe
- ▶ 3.6% Asia and rest of the world
- ▶ 3.2% The Americas

## Our strategy

To be a leader in risk protection and long-term provisioning for households and small and medium-sized enterprises and to be an international leader in commercial credit risk coverage.

## Key financial figures

Turnover and distribution of the business



€4,882.5 M +7.1%

57.4% Traditional business  
42.6% Credit insurance business

Combined ratio



88.9% +0.3 p.p. Traditional business

64.2% -29.9 p.p. Credit insurance business

Consolidated result

€468.3 M

Shareholder remuneration

€113.57 M

Permanent resources at market value

€5,191.5 M

### Solid financial structure



Listed on the stock exchange.  
Stable, committed shareholders.  
Rating A (AM Best) and A2 (Moody's).

### Technical rigour



Excellent non-life combined ratio  
Strict cost control  
Prudent and diversified investment portfolio.

## Key financial figures

The Group obtains solid results with improvement in the three strategic pillars.

### Growth

- Increase of 7.1% in business turnover, reaching €4,882.5 million.

### Profitability

- Increase of 73.4% in the consolidated profit, reaching €468.3 million.
- Improvement of ordinary results:
  - Traditional business, at €244.2 million, +2.3%.
  - Credit insurance business, at €241.8 million, +379.8%.
- Combined ratio:
  - 88.9% in traditional business (non-life) (+0.3 p.p.).
  - 64.2% in the credit insurance business (-29.9 p.p.).
- Commitment to the shareholder. Dividend of €113.57 million (+7.3%).

### Solvency

- A.M.Best maintains the *rating* of the main operating entities in both traditional and credit insurance business at "A" with a stable outlook, and Moody's maintains the rating of the entities in the credit insurance business at "A2" with a stable outlook.
- The estimated Group's Solvency II ratio at the close of 2021 for the Group is 220%.

	2019	2020	2021	Chg.	Report location
<b>A Growth</b>					
Turnover	4,547.7	4,559.5	4,882.5	7.1%	Page 13
- Traditional business	2,612.4	2,720.4	2,801.0	3.0%	Page 20
- Credit insurance business	1,935.3	1,839.1	2,081.5	13.2%	Page 23
<b>B Profitability</b>					
Consolidated result	424.5	270.1	468.3	73.4%	Page 13
- Traditional business	212.1	238.6	244.2	2.3%	Page 20
- Credit insurance business	238.2	50.4	241.8	379.8%	Page 23
- Non-ordinary	-25.8	-18.9	-17.8		Page 26
Attributable result	385.9	262.3	427.2	62.9%	Page 13
Combined traditional business ratio	90.4%	88.6%	88.9%	+0.3p.p	Page 20
Combined ratio credit insurance (gross)	78.7%	94.1%	64.2%	-29.9p.p	Page 24
Dividend	0.68	0.88	0.95	7.3%	Page 15
Pay-out	21.1%	40.4%	26.6%		Page 15
Share price	31.2	29.2	30.0	2.9%	Page 16
PER	9.7	13.3	8.4		Page 16
ROE	11.1%	7.3%	10.5%		Page 16
<b>C Solvency</b>					
Permanent resources at market value	4,584.8	4,663.4	5,191.5	11.3%	Page 32
Technical provisions	10,652.1	10,982.5	11,294.5	2.8%	Page 29
Managed funds	14,377.3	14,758.9	15,712.2	6.5%	Page 30
Solvency Ratio II**	213%	216%	220%		Page 34
% debt	4.3%	4.4%	4.1%	-0.3 p.p.	Page 33
<b>D Non-financial data</b>					
No. of employees**	7,440	7,384	7,305	-1.1%	
% Permanent contracts	96.1%	96.0%	97.0%		
Number of offices	1,612	1,490	1,481	-0.6%	
Number of intermediaries in traditional business	17,327	17,042	16,726	-1.9%	
Net Promoter Score (NPS) traditional business	39.6%	45.4%	48.5%		

\* Combined sector ratio

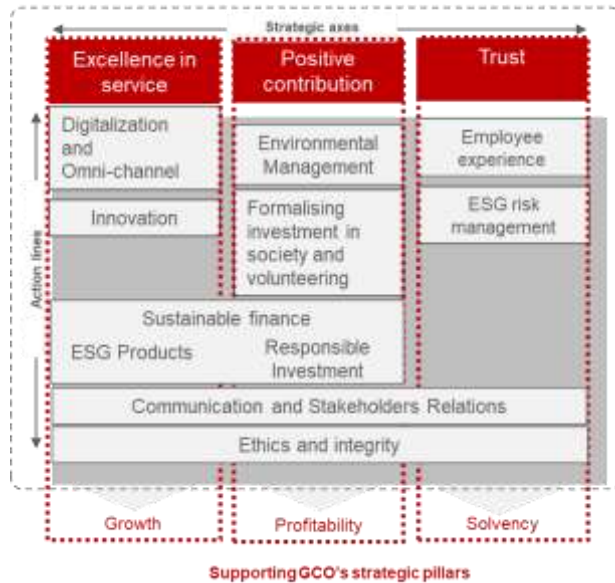
does not include health and funeral business

\*\* 2021 Data with transition of technical provisions and with partial internal model. Pending audit



## Sustainability

### Sustainability Master Plan 2020-2023



### External sustainability rating

Grupo Catalana Occidente's ESG (Environmental, Social and Governance) risk exposure and management is assessed by the sustainability rating agency Sustainalytics.


In December 2021, the Group received an ESG risk rating of 15.5, which is considered a low risk of experiencing material financial impacts related to ESG factors. This rating places the Group among the top 15 companies with the best ESG rating in Sustainalytics' insurance industry ranking of more than 300 insurance companies.


## Sustainability strategy

Sustainability is the voluntary commitment to integrate risks and responsible management of economic, social and environmental issues into its strategy, to promote ethical behaviour with our stakeholders, to rigorously apply the principles of good governance and to contribute to the well-being of society through the creation of sustainable social value.

### Key financial figures

  
4 million  
policyholders


  
7,305  
employees

  
€3,905.5 M  
Transferred to the company


### Our commitment to the SDGs



### Closeness

  
Approximately 16,700 intermediaries.  
1,481 offices.  
50 countries.

### Insurance specialists

  
Over 150 years' experience.  
Complete offer.  
Sustainable and socially responsible model



# 02

## Grupo Catalana Occidente in 2021

*A year of growth and consolidation*

The Group increases turnover,  
the result and capital with respect to the  
previous financial year.

## Macroeconomic environment

Increase of 5.9% in 2021 (-3.1%). Recovery interrupted by new COVID variants and higher inflation



### United States GDP 5.6% GDP 2021 (-3.4%)

- ..Less accommodative policy
- ..Pressure on prices and wages
- ..Trade tensions with China
- ..Contraction of investment and exports.
- ..Unemployment rate of 6.1%.



### Eurozone GDP 5.2% 2021 (-6.4%)

- ..Tensions over health crisis management and vaccination.
- ..Geopolitical tensions Ukraine - Russia
- ..Estimated 100.1% public debt
- ..Unemployment of 10.3%



### United Kingdom GDP 7.2% 2021 (-9.4%)

- ..Internal tensions due to lack of supplies
- ..Depreciation of the pound against the euro
- ..Drop in exports of more than 60%
- ..Estimated 107% public debt



### South America 6.8% GDP 2021 (-6.9%)

- ..Worsening financial conditions
- ..Reduced private investment
- ..Context of low economic dynamism
- ..Weak external demand



### Spain GDP 4.9% 2021 (-10.8%)

- ..Strong impact on the economy due to the important weight of tourism
- ..Estimated 120.1% public debt
- ..Unemployment of 16.1%
- ..Deficit of 8.8%



### Asia Pacific + 7.2% GDP 2021 (-0.9%)

- China 8.1% GDP 2020 (2.3%)
- ..Sharp drop in industrial production
  - ..Collapse of direct investment
  - ..Contraction of the real estate sector
- Japan 1.6% GDP 2020 (-4.5%)
- ..Risk of economic slowdown.
  - ..Strong private consumption and public spending

\*Source: International Monetary Fund review of January 2022. Percentage variation of estimated GDP to 2021 compared to variation of actual GDP of the previous year in

## Fixed income

Widespread measures to inject liquidity and credit support into economies.

Minimum interest rates

Interest rates	1 year	3 years	5 years	10 years
Spain	-0.5	-0.2	-0.1	0.4
Germany	-0.6	-0.6	-0.5	-0.2
United States	0.1	0.3	0.5	1.5

Source: Bloomberg. End 2021

## Variable income

Recovery of the stock market indices affected by the health crisis.

	2021	%Chg.
Ibex35	8,713.8	7.9%
EuroStoxx Insurance	305.9	17.1%
Eurostoxx50	4,306.1	21.2
Dow Jones	36,338.3	18.7%

## Raw materials/currencies

The price of a barrel of oil has increased by 58.6%

The dollar loses its appeal as a safe-haven currency.

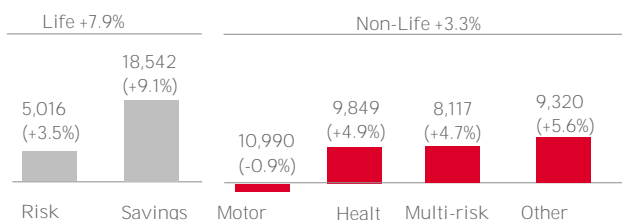
	End 2021	% Chg
Oil (\$/barrel)	77.97	58.6%
Gold	1,607.6	5.4%
€/\$	1.14	-6.6%
€/£	0.84	-6.7%

## Sectoral environment

Turnover growth of 5% in the insurance sector in Spain, with a 3.3% increase in non-life and 7.9% in life.

### Insurance industry in Spain

Performance of insurance sector and ranking in Spain

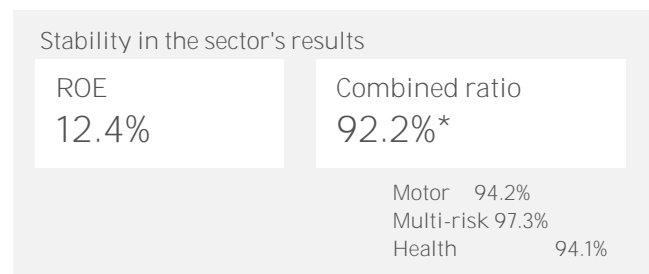


Group	Position	Market share
VidaCaixa	=	13.8%
Mapfre	=	11.9%
Grupo Mutua Madrileña	=	9.2%
Allianz	↑ 1	5.2%
Grupo Catalana Occidente	↓ 1	5.1%
Grupo Axa	=	5.0%
Zurich	=	4.1%
Generali	=	3.8%
Santalucia	=	3.2%
Grupo Helvetia (Helvetia + Caser)	=	3.2%

Source: ICEA at the close of 2021

The result of the technical account for the sector at the end of 2021 was 10.1% of retained premiums, 1.6 percentage points less than in the previous year, mainly due to the lower result of the non-life business.

The result of the non-life technical account was reduced mainly driven by motor, which worsens its combined ratio by 6.4 percentage points to 94.2% due to the bigger volume of claims.



\* Combined ratio includes Health and Funeral.  
Source: ICEA at the close of 2021

In 2016, Solvency II came into effect, with the first official data coming to light in 2017. The figures published continue to reflect a consistent sectoral position. The average coverage ratio in Spain at the close of 2021 has been 240.7%, up by 2.9 p.p., higher than the average for the sector in the European Union.

### Credit insurance

The global economy entered its recovery phase in 2021 thanks to the gradual reopening of economies and the advancement of vaccination, but new, more transmissible COVID variants are the main downside risk facing growth prospects. Moreover, the year 2022 starts in weaker than expected conditions with rising energy prices, higher and widespread inflation, slow recovery of private consumption and mismatches caused by the supply crisis.

The global economy is estimated to moderate in 2022 to 4.9% (vs. 5.9% in 2021), largely because of the cut in the projections of the two largest economies: United States and China. The prognosis hinges on indicators of poor health status falling to low levels in most countries by the end of 2022, assuming that immunization rates will improve internationally and that more effective therapies will emerge.

Likewise, inflation could gradually decline as supply-demand imbalances dissipate in 2022.

## Evolution of the Group

Positive performance of the traditional business and the credit insurance business with growth in turnover of 7.1% and 68.2% of ordinary result.

The Group's attributable result increased by 62.9% to €427.2 million.

The result continues to be impacted by the health crisis

Turnover (including premiums billed and information income) amounted to €4,882.5 million, up 7.1%, reflecting the sustained growth in traditional business and the increase in credit insurance business.

In turn, the technical result after expenses, at €529.4 million, increased 53.9% due to the recovery in credit insurance business.

In traditional business, the good performance extended to all the Group's entities and all its business units. The result was affected by the weather events that occurred mainly in Spain in the first quarter of financial 2021, particularly affecting the multi-peril business.

The credit insurance business remains exposed to the future evolution of the COVID-19 health crisis, but recovers its pre-crisis activity and results, thanks to the risk management actions taken.

Income statement	(figures in € million)			% chg. 20-21
	2019	2020	2021	
Written premiums	4,411.2	4,426.4	4,746.9	7.2%
Income from information	136.5	133.1	135.6	1.9%
Turnover	4,547.7	4,559.5	4,882.5	7.1%
Technical cost	2,738.5	2,917.8	2,850.3	-2.3%
% on total income from insurance*	59.5%	63.8%	59.2%	
Commissions	558.6	558.6	594.9	6.5%
% on total income from insurance*	12.1%	12.2%	12.3%	
Expenses	767.7	750.1	843.2	12.4%
% on total income from insurance*	16.7%	16.4%	17.5%	
Technical result after expenses	538.3	344.1	529.4	53.9%
% on total net income	11.7%	7.5%	11.0%	
Financial result	37.0	28.2	97.0	244.0%
% on total income from insurance*	0.8%	0.6%	2.0%	
Result of non-technical non-financial account	-25.0	-14.1	-34.2	
% on total income from insurance*	-0.5%	-0.3%	-0.7%	
Result of compl. activities credit and funeral insurance	5.9	6.4	15.1	135.9%
% on total income from insurance*	0.1%	0.1%	0.3%	
Profit before tax	556.2	364.6	607.3	66.6%
% on total income from insurance*	12.1%	8.0%	12.6%	
Taxes	131.7	94.5	139.0	
% taxes on result	23.7%	25.9%	22.9%	
Consolidated result	424.5	270.1	468.3	73.4%
Minority interests	38.6	7.8	41.1	
Attributable result	385.9	262.3	427.2	62.9%
% on total income from insurance*	8.4%	5.7%	8.9%	
Current result	450.3	289.0	486.1	68.2%
Non-ordinary result	-25.8	-18.9	-17.8	

\* Total insurance income = total earned premiums and information income

Turnover  
+7.1%

Attributable result  
€427.2M

### Technical result after expenses

The combined ratio of traditional business (excluding health and funeral) worsened slightly by 0.3 p.p. to 88.9%, 3.3 p.p. below that of the sector. The technical cost decreased slightly with respect to the previous year. The good combined motor ratio of 89.3%, 1.0 p.p. better than in the previous year, with a lower claims cost, is noteworthy.

In credit insurance, the gross combined ratio closed the year at 64.2%, a reduction of 29.9 percentage points due to lower than expected incoming claims.

### Improved efficiency

**In the traditional business, expenses amounted to €310.5 million, down 0.7% on the same period of the previous year.** In the credit insurance business, the increase in expenses was higher, **up 13.5% to €492.4 million**, due to higher spending on technology, both in new projects and in accelerating the amortization of completed projects. In relative terms, the efficiency ratio declined by 0.1 p.p. to 31.6%.

### Financial result and complementary activities

**The financial margin, at €97.0 million, has increased significantly, with an increase of €68.8 million compared to the previous year.** This increase is explained by the higher profit of the subsidiaries in the credit insurance business and by the non-ordinary financial result, which includes the positive contribution of net realisations and non-ordinary dividends. During the year, the Group has remained active in the diversification and search for profitability. For the complementary activities, in traditional business, the **funeral activity reports €5.2 million in profit and in credit insurance, the information, collections and credit management services for export contributed €1.8 million in profit.**

### Company income tax

In the year 2021, the expense for company income tax **reached €139.0 million, which represents an effective rate of 22.9% of profit before taxes.**

### Financial strength

**Permanent resources increased by 12.8%, to €4,667.2 million.** Adding the capital gains not included in the balance sheet (from properties), the permanent resources at market **value stand at €5,191.5 million, up 11.3% from 2020.**

A.M.Best maintains the rating of the main operating entities in both traditional and credit insurance business at "A" with a stable outlook, and Moody's maintains the rating of the entities in the credit insurance business at "A2" with a stable outlook.

### Solid Solvency ratio

In terms of solvency, Grupo Catalana Occidente calculates the capital requirement in accordance with the standard formula established in the regulation, except for the area of credit and surety where, with the objective of collecting the specific details of the business, a partial internal model has been developed for the calculation of subscription risk, approved by the college of supervisors.

The Group's solvency ratio at 2021 year-end is estimated at 220% (with the application of the transitional technical provisions measures). The solvency ratio, even in adverse scenarios, remains at around 175% on a sustained basis.

### Progressing with sustainability

One of the main milestones this year has been that we have designed a climate change roadmap, adopting in 2021 the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) to contribute to generating truthful and objective information on climate change risks, and committing to being a Group with zero net emissions by 2050.

The Group has also complied with the requirements of the new Taxonomy Regulation and the Sustainability Disclosure Regulation or SFDR, thus contributing to a sustainable global financial system.

The Group has promoted the development of the hybrid work model which, on the one hand, has allowed it to grow and continue to provide excellent service to customers throughout the pandemic and, on the other hand, has provided greater work-life balance.

With regard to customers, the Group has continued to work on the development of innovative and sustainable solutions, developing a specific insurance offer for electric and hybrid vehicles, solutions to insure new forms of mobility in large cities or specific health products to cover the growing needs of the elderly.

### Events after the close of 2021

After the close of the year, there have been no events that significantly effect the information in this report. For further information, see section 22 of the Notes on the consolidated financial statements.

## Shareholder remuneration

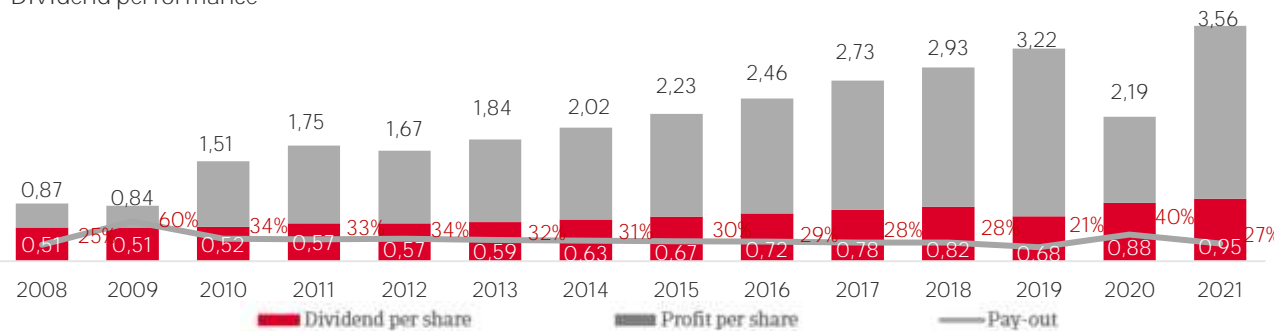
The historical pattern of dividend distribution demonstrates the clear commitment of the Group to remunerate its shareholders.

### Dividends

After complying with the regulators' recommendations and reducing the final dividend for 2019, the Group resumes its dividend policy.

The Group has made 3 dividend payments in cash for a total amount of €0.5001 per share. These payments were made on 7 July 2021, 13 October 2021 and 09 February 2022. Furthermore, the Board of Directors agreed, in the meeting held on 24 February 2022, to propose to the general shareholders meeting an increase of 10% for the complementary dividend that will be paid on 11 May 2022. With this, a total of €0.9464 per share (€113.57 million) would be allocated, with an increase of 7.3%. This dividend amounts to a pay-out of 26.6% on the 2021 attributable profit and a dividend yield of 2.98% in 2021.

### Dividend performance



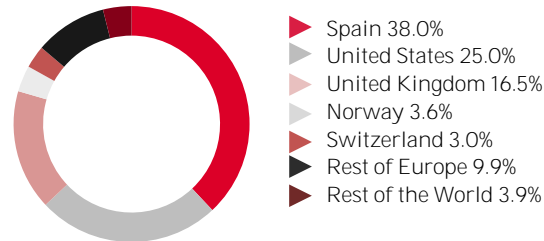
### Share structure

Stable, committed shareholders. At the close of 2021, the share structure had not suffered any variations.

The reference shareholder in Grupo Catalana Occidente is INOC S.A., which controls 61.94% of share capital.

In addition, the Group, through Sociedad Gestión Catalana Occidente S.A., holds 2,018,515 treasury shares with a total acquisition cost of €23.3 million, representing 1.68% of the share capital. The Group's free-float is 32.43%, half of which is held by institutional investors. The Group does not have any information regarding the existence of agreements between the shareholders for the concerted exercise of voting rights or limiting the transmission of their shares.

### Geographic distribution of institutional investors



### Relationship with the financial market

Grupo Catalana Occidente maintains a smooth, transparent and close relationship with the financial market.

The Group has a policy of communication and relationship with the financial market available on its website and is in contact with its analysts, investors and shareholders through specific channels. The website for shareholders and investors updates the performance of the share as well as the principal information relative to relevant events, results, presentations and credit rating.

The Group submits to the CNMV all information that, in accordance with current legislation, is considered privileged or relevant, periodic financial and non-financial information, as well as corporate information established by law.

The information sent to the CNMV is immediately made public on the CNMV's website and is then also published on the Company's website.

Grupo Catalana Occidente publishes the following financial, non-financial and corporate information:

- i) Privileged Information Communications (IP) and Other Relevant Information (OIR); ii) Quarterly information 31/03 and 30/09 (OIR); iii) Half-yearly information 30/06 and 31/12 (IPP); iv) Annual report 31/12 (FEUE): Annual Financial Statements and Management Report, which includes the Statement of Non-Financial Information (sent as OIR), the Annual Corporate Governance Report and the Annual Report on Remuneration, together with the External Auditor's Report.

## Share performance

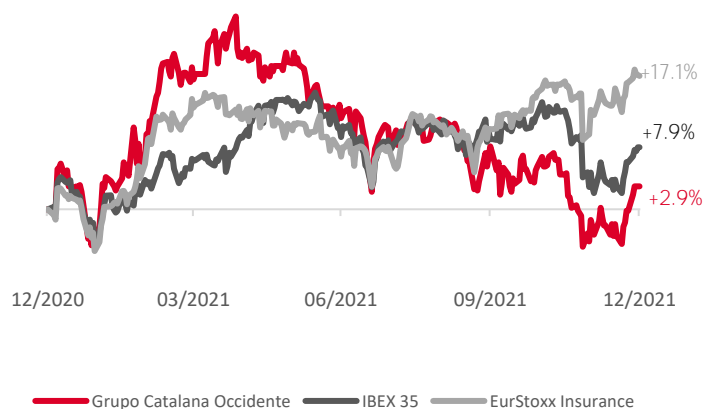
**During the year the average share price was €31.8/share**

Grupo Catalana Occidente shares are listed on two Spanish stock exchanges, Barcelona and Madrid, being listed on the continuous market.

During 2021, Grupo Catalana Occidente's shares have performed below the Eurostoxx Insurance and Ibex 35 indices.

Analysts' recommendations remain favourable, with a "buy" recommendation and indicating an average target price of €40.3/share.

Share evolution in 2021



Share data	2019	2020	2021
Minimum (€/s)	28.30	16.20	27.75
Maximum (€/s)	35.30	32.05	36.35
Period end (€/s)	31.15	29.15	30.00
Number of shares	120,000,000	120,000,000	120,000,000
Nominal share value (€/s)	0.30	0.30	0.30
Average daily subscription (number of shares)	44,093	73,334	55,165
Average daily subscription (euro)	1,412,462	1,653,784	1,745,406
Market capitalisation (millions of euro)	3,738	3,498	3,600

Ratios	2019	2020	2021
Profit per share	3.22	2.19	3.56
Theoretical book value	32.09	32.81	37.3
PER	9.69	13.34	8.43
ROE	11.10	7.33	10.48
Profitability per dividend	2.12	3.80	2.98

Profitability	2002	2007	2012	2019	2020	2021	TACC* 02-21
Closing price 31/12	3.99	22.91	13.77	31.15	29.15	30.00	
GCO (%)	-7.21	-16.54	12.22	-4.45	-6.42	2.92	11.72%
IBEX 35 (%)	-28.11	7.32	-4.66	11.82	-15.45	7.93	1.95%
EUROSTOXX Insurance (%)	-51.23	-11.92	32.92	24.44	-19.04	17.08	3.57%

\* Compound annual growth rate

Profit per share

3.56

TACC\* 2002-2021

+11.7%



## Group actions against COVID-19

Grupo Catalana Occidente has promoted a plan of measures to support all its stakeholders and strengthen their confidence in the face of the COVID-19 health crisis.

The main measures that have been carried out could be divided into five groups:

Employee protection and operational support. Our employees are our most valuable asset and this has been a priority in the face of the current health crisis.

- To ensure employee protection and work continuity: teleworking has been implemented for all our employees.
- Rethinking of processes to maintain operational support under extreme conditions.

Maintenance of customer service. The Group emphasizes its vocation of service to the customer in order to adequately attend to the needs at a time like the present.

- Continuity in the relationship with the customer through telematic means.
- Continuity in customer service for loss adjustments, repairs, agency offices, etc... Successful implementation of undertaking loss adjustments by video

Measures aimed at the traditional business. Flexibility in payment of receipts, instalments and deferment.

- Flexibility in payment of receipts, instalments and deferment.
- Adaptation of prices according to the circumstances of the risk and the customer,

- 24-hour medical guidance by telephone for any insured party, video consultation of medical staff and before cyber-risk protection in teleworking.
- The video consultation service for Cosalud Asistencia Sanitaria and Cosalud Reembolso policyholders has been incorporated, which allows medical attention to be received without the need to travel, by those doctors and centres within the Cosalud medical team that have adhered to this functionality.
- Cover has been extended to our policyholders in teleworking situations in cyber-risk insurance.

Measures aimed at the credit insurance business.

- Flexibility in payment of receipts, instalments and deferment.
- Flexibility in the period of declaration of non-payment, extending it by 30 days.
- Discussions with different Governments to support business continuity through credit insurance.

Measures to support society.

- Participation with UNESPA in a fund to protect healthcare and nursing home staff dealing with COVID-19.
- The Fundación Jesús Serra collaborates with Save the Children and supports the CSIC for research in a future vaccine.
- Support from the innovation programme to overcome the health challenges caused: Beat the Vid.

Support measures for suppliers and associates.

- The Catalana Occidente Group has earmarked nearly **€20 million to give advances to its suppliers for their** invoicing, which are affected by the coronavirus in Spain, in order to help them deal with the liquidity problems they may have suffered as a result of the stoppage of activity caused by the pandemic.

The impact of COVID-19 on individual business results can be found on page 12 for traditional business and pages 23-24 for credit insurance business.

We also report impacts on:

- The reinsurance result: see page 27.
- The financial result: see page 28.

The agreements adopted with the various governments in the credit insurance business have also been published on page 25.

## Outlook and challenges for 2022

Grupo Catalana Occidente has reviewed its strategy, as it does every year, to continue to adapt to the major key trends

2021 has been a year that has continued to be marked by the COVID-19 health crisis, which had a very significant impact on the economy and on the social sphere.

The key trends are:

-Recovering economic environment. After the global economic slump in 2020 (-3.1% GDP), 2021 has been a year of recovery with an estimated GDP growth of 5.9%.




- Technology. Technology and the use of data will play a key role in this. Enabling effective interaction through different channels, as well as process automation.

-Digitalization and new consumer trends. This is one of the most important transformations as a consequence of the pandemic. Since the change from office work to home office, providing a better work-life balance.

- Sustainability at the heart of the strategy. We have been integrating sustainability into the business for years, but it is undoubtedly one of the key trends and where more agreements must be reached on issues such as climate change.

- Continue focusing on innovation. Innovation plays a key role in the achievement of objectives, for the design of more sustainable products and more efficient processes.

The Group bases its strategy on 3 pillars:

 Growth	MILE-STONES	<ul style="list-style-type: none"> <li>- <b>Turnover: €4,882.5 million</b></li> <li>- Launch of new insurance products</li> <li>- Launch of App for customers</li> </ul>
	CHALLENGES	<ul style="list-style-type: none"> <li>- Continue promoting distribution networks</li> <li>- Provide customer and our distribution network with digital tools</li> <li>- Progress in the areas of healthcare, products for the elderly, family cybersecurity and pets</li> </ul>
 Profitability	MILE-STONES	<ul style="list-style-type: none"> <li>- <b>The consolidated result amounted to €468.3 million.</b></li> <li>- Excellent combined ratio of the traditional business 88.9%</li> <li>- Improved performance in credit insurance higher than pre-pandemic period</li> </ul>
	CHALLENGES	<ul style="list-style-type: none"> <li>- Work on the concept of simplicity</li> <li>- Evolve the technology platform with a focus on self-service and process automation</li> <li>- Improve underwriting with new technical variants and artificial intelligence</li> </ul>
 Solvency	MILE-STONES	<ul style="list-style-type: none"> <li>- The estimated solvency ratio at the end of 2021 is 220%.</li> <li>- Sustainability: ESG risk rating of 15.5, considered low risk</li> <li>- Implementation of new hybrid work model</li> </ul>
	CHALLENGES	<ul style="list-style-type: none"> <li>- Continue to integrate sustainability in all areas of the Group</li> <li>- Finalise the technical and technological infrastructure to IFRS17</li> <li>- Promote employer branding through enhanced professional development</li> </ul>



# 03

## Results in 2021

### Improving results

The Group meets its objectives of increasing results, both in the traditional business and in the credit insurance business, increasing permanent resources and with a 220% solvency.

## Traditional business

Traditional business performed satisfactorily, increasing its ordinary result by 2.3%.

Recurring turnover (excluding single life premiums) increased by 2.4%, supported mainly by non-life insurance, where the increase in multi-risk and other premiums is noteworthy. Life business performed favourably with a 3.7% growth in income, thanks to the good performance of all business lines.

The **technical result after expenses, at €258.7 million, decreased slightly by 0.9%**. Non-life business contributed **€185.8 million, down 0.5%, reflecting the 0.3 p.p. rise in the combined ratio** (excluding health and funeral) to 88.9%. It highlights the lower technical cost of motor. In turn, the **life business reduced its technical result by €1.3 million to €72.9 million**, due to the acceleration of the restatement of the tables of the business from Antares.

In traditional business, the impact of the COVID-19 health crisis resulted in a lower combined ratio due to lower claims costs, particularly in the motor business.

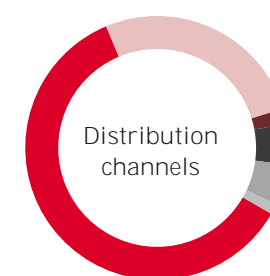
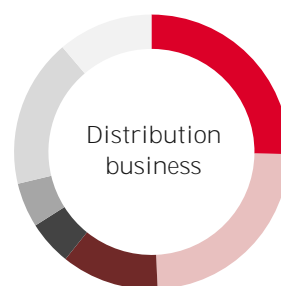
The **financial result, with €59.9 million, is reduced by 15.9%**. Complementary activities provide €5.2 million from the funeral insurance business.

**Ordinary profit has increased 2.3% to €238.6 million**. During the year there were non-ordinary negative results of €12.4 million; consequently, the total result is €231.8 million, increasing by 1.5%.

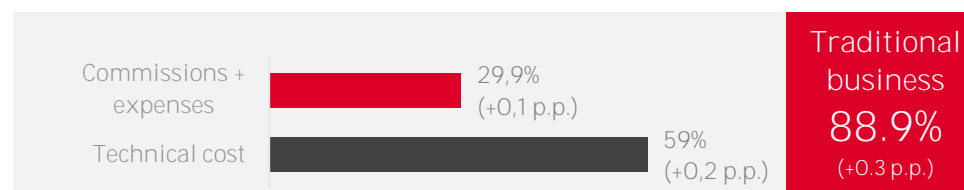
Traditional business	(figures in € million)			
	2019	2020	2021	% chg. 20-21
Written premiums	2,612.4	2,720.4	2,801.0	3.0%
Recurring premiums	2,268.6	2,415.5	2,473.2	2.4%
Technical result after expenses	214.6	261.0	258.7	-0.9%
<i>% on earned premiums</i>	7.9%	9.6%	9.3%	
Financial result	58.4	51.8	59.9	15.6%
<i>% on earned premiums</i>	2.2%	1.9%	2.2%	
Non-technical result	-13.6	-16.3	-18.4	
Complementary act. Funeral B.	2.7	4.6	5.2	
Company income tax	-50.0	-66.8	-61.1	
Current result	212.1	238.6	244.2	2.3%
Non-ordinary result	-7.9	-10.3	-12.4	
Total result	204.2	228.3	231.8	1.5%
Earned premiums	2,707.5	2,710.1	2,781.9	2.6%

Recurring premiums  
**+2.4%**

Consolidated result  
**+2.3%**



Combined ratio (does not include health and funeral)





## Multi-risk

**Growth in turnover of 5.1% to €721.8 million. The combined ratio has increased by 1.1 percentage points to 90.1%.** This increase is mainly due to an increase in the frequency of claims due to greater use of the home. The weather events that occurred in January (storms Filomena and Hortensia) have had a similar impact to the Gloria event of the previous year.

COVID-19 impact: modification of the casuistry of claims received as a consequence of the greater use of the home compared to 2020, as in lockdown it occurred from the second half of March onwards.

Multi-risk	2019	2020	2021	% chg. 20-21
Written premiums	661.6	686.9	721.8	5.1%
Number of claims	719,437	841,525	877,630	4.3%
<b>Average cost of the claims, in €</b>	497.8	450.7	453.5	0.6%
Technical provisions	537.7	544.4	559.0	2.7%
% Technical cost	55.3%	55.0%	56.2%	1.2
% Commissions	20.9%	20.9%	21.0%	0.1
% expenses	13.4%	13.1%	12.9%	-0.2
% Combined ratio	89.6%	89.0%	90.1%	1.1
Technical result after expenses	68.0	74.5	69.9	-6.1%
% on earned premiums	10.4%	11.0%	9.9%	
Earned premiums	653.3	676.1	705.3	4.3%

(figures in € million)

Recurring  
premiums  
**+5.1%**

Combined  
ratio  
**90.1%**



## Motor

**Decrease in turnover of 1.9% with €641.1 million. The combined ratio improved 1.0 p.p. to 89.3%, with a lower claims ratio.**

COVID-19 impact: claims frequency starts to normalise from the second half of the financial year 2021.

Motor	2019	2020	2021	% chg. 20-21
Written premiums	657.3	653.8	641.1	-1.9%
Number of claims	739,653	624,600	703,262	12.6%
<b>Average cost of the claims, in €</b>	598.9	674.4	591.4	-12.3%
Technical provisions	824.0	857.4	862.7	0.6%
% Technical cost	70.1%	66.5%	65.3%	-1.2
% Commissions	11.1%	11.2%	11.2%	0.0
% expenses	12.8%	12.7%	12.7%	0.0
% Combined ratio	94.0%	90.3%	89.3%	-1.0
Technical result after expenses	39.1	63.4	69.6	9.8%
% on earned premiums	6.0%	9.7%	10.7%	
Earned premiums	655.2	655.5	650.4	-0.8%

(figures in € million)

Written  
premiums  
**-1.9%**

Combined  
ratio  
**89.3%**



Excel - Multi-risk



Excel - Motors

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## Other

**Growth in turnover of 6.0% to €330.8 million. The combined ratio was 85.5%, an increase of 1.1 percentage points due to an increase in the technical cost and of commissions, which was partly offset by the reduction in expenses.**

COVID-19 Impact: recovery in economic activity, which is reflected in an increase in the line's turnover.

Other	2019	2020	2021	% chg. 20-21
Written premiums	311.7	312.2	330.8	6.0%
Number of claims	100,785	93,483	98,193	5.0%
<b>Average cost of the claims, in €</b>	<b>1,468.0</b>	<b>1,586.6</b>	<b>1,627.6</b>	<b>2.6%</b>
Technical provisions	540.5	574.4	595.4	3.7%
% <i>Technical cost</i>	50.2%	51.0%	52.3%	1.3
% <i>Commissions</i>	19.4%	19.0%	19.9%	0.9
% <i>expenses</i>	15.0%	14.3%	13.4%	-0.9
% Combined ratio	84.5%	84.4%	85.5%	1.1
Technical result after expenses	48.3	48.9	46.2	-5.5%
% <i>on earned premiums</i>	15.5%	15.7%	14.5%	
Earned premiums	311.8	312.4	318.9	2.1%

(figures in € million)

Written  
premiums  
**+ 6.0%**

Combined  
ratio  
**85.5%**



## Life

Life business performed favourably, with turnover increasing 3.7%. The combined ratio reduced by 1.2 percentage points to 82.0% in the life funeral business

The technical result was negatively impacted by the acceleration of the adaptation of the tables with respect to the **transitional period set by the regulator in the amount of €10 million.**

COVID-19 impact: the combined ratio in the health business increased slightly by 1.1 p.p. to 85.3%

Life	2019	2020	2021	% chg. 20-21
Life insurance turnover	981.8	1,067.5	1,107.3	3.7%
Recurring Life	438.2	476.5	487.1	2.2%
Health	60.9	142.8	145.0	1.5%
Funeral	138.8	143.3	147.4	2.9%
Single Life	343.8	304.9	327.7	7.5%
Pension plan contributions	69.1	71.8	61.0	-15.0%
Net contributions to investment funds	1.9	1.3	3.0	130.8%
Volume of managed funds	6,617.3	6,695.5	6,771.7	1.1%
Technical result after expenses	58.4	74.2	72.9	-1.8%
% <i>on earned premiums</i>	5.4%	7.0%	6.6%	
Technical-financial result	81.2	95.3	98.6	3.5%
% <i>on earned premiums</i>	7.5%	8.9%	8.9%	
Earned premiums	1,087.2	1,066.1	1,107.3	3.9%

(figures in € million)

Written  
premiums  
**+ 2.2%**



Excel - Others



Excel - Life

## Credit insurance business

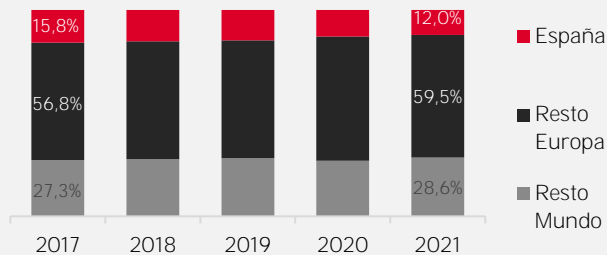
Growth in net insurance income of 9.4% with ordinary **income of €241.8 million**

In the credit insurance business, the volume of business increased at a rate of 13.2% (written premiums plus income from information), as a result of the reactivation of economic activity, although this increase is tempered by the accrual of income made in the earned premium. As a result, the Group increased its net income (earned premiums plus information income) by 9.4% to €2,035.0 million.

In turn, income from information has increased by 1.9%, contributing €135.6 million.

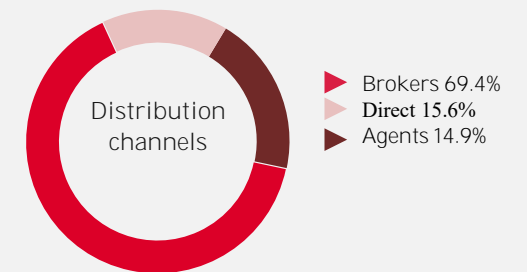
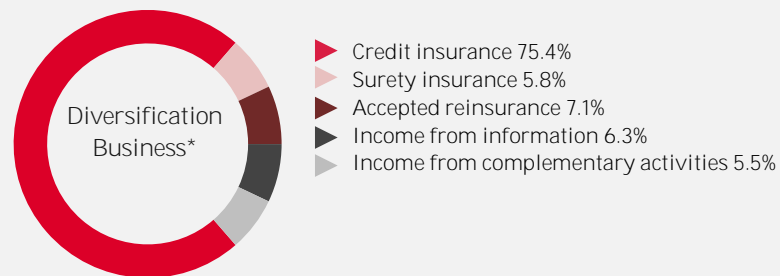
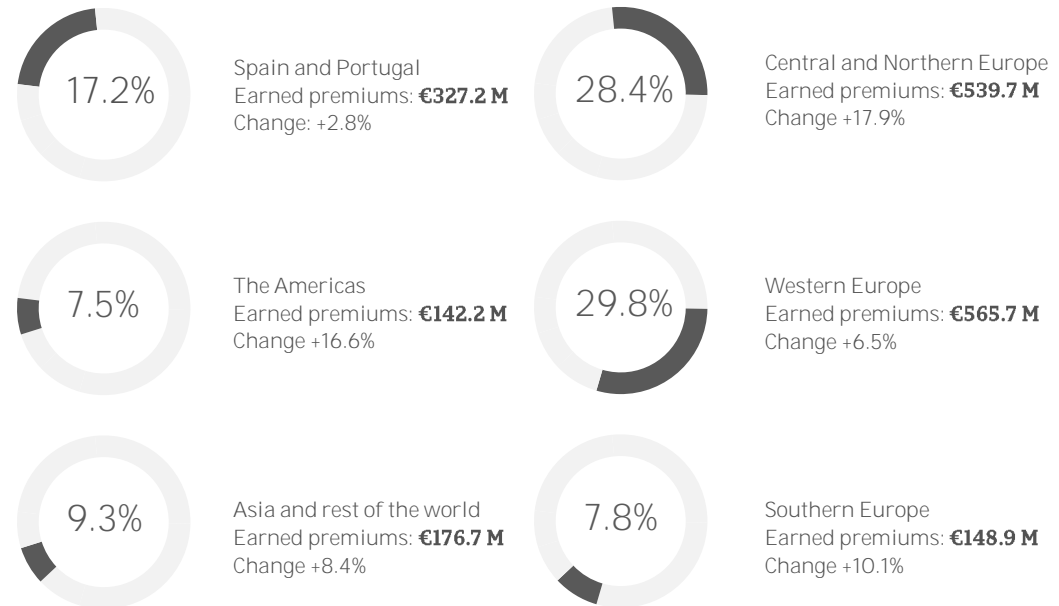
The Group has increased its risk exposure (TPE) by 18.0% compared to the end of 2020. This is because, after adjusting for risks in the previous year, 2021 will see a return to pre-pandemic levels, while maintaining prudent risk selection. Europe accounts for 71.4% of the total exposure.

Evolution of cumulative risk (TPE)



### Increase of 10.0% in earned premiums to €1,900.3 million

Distribution of earned premiums by region:



\* Earned premiums

The technical result after credit insurance expenses amounted to €729.5 million, €620.2 million more than in the previous year, which was strongly impacted by the COVID-19 crisis. The effective implementation of risk management measures led to a stabilisation of margins in the second half of 2020 and an improvement in 2021.

The gross combined ratio was 64.2%. After closing 2020 with a prudent level of provisions, which continues to be maintained at year-end 2021, the inflow of claims has been lower than expected. As a result of these improved expectations, reinsurers also earn an additional profit. Specifically, the result granted to reinsurance increased to €419.8 million, of which €253.1 million correspond to governmental agreements.

In turn, the financial result increased to €17.7 million, higher than in the same period of the previous financial year, mainly due to the positive results of subsidiaries. The result of the complementary activities is €9.9 million.

As a result, ordinary result amounted to €241.8 million, 379.8% more than in the same period of the previous year. Non-ordinary losses of €5.3 million were recorded. In total, this business contributed a profit of €236.5 million.

COVID-19 impact: repricing of risks and adaptation of risk appetite. Finalisation of reinsurance agreements with European governments in June (next page).

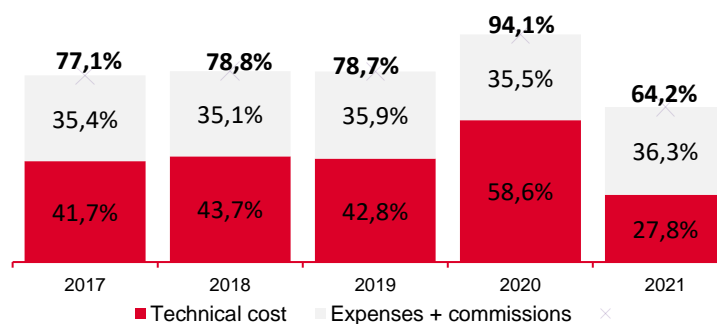
(figures in € million)

	2019	2020	2021	% chg. 20-21
Credit insurance business				
Earned premiums	1,759.5	1,727.4	1,900.3	10.0%
Income from information	136.5	133.1	135.6	1.9%
Net income	1,896.0	1,860.5	2,035.9	9.4%
Technical result after expenses	404.8	109.3	729.5	567.4%
<i>% on income</i>	21.4%	5.9%	35.8%	
Reinsurance result	-82.6	-28.1	-419.8	
<i>Reinsurance transfer ratio</i>	38.0%	52.1%	49.8%	
Net technical result	322.2	81.2	309.7	281.4%
<i>% on income</i>	17.0%	4.4%	15.2%	
Financial result	5.6	5.1	17.7	
<i>% on income</i>	0.3%	0.2%	0.9%	
Result from complementary activities	3.2	1.8	9.9	10.0%
Company income tax	-85.4	-34.8	-90.0	
Adjustments	-7.4	-2.9	-4.7	
Current result	238.2	50.4	241.8	379.8%
Non-ordinary result	-17.9	-8.6	-5.3	
Total result	220.3	41.8	236.5	465.8%

Net income  
+9.4%

Result  
result  
€241.8M

Performance of the gross combined ratio





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### Agreements adopted in the credit insurance business

The government reinsurance arrangements are part of an overall package of measures and aim to ensure that sufficient liquidity is available in the market. All contracts apply to direct business (gross reinsurance).

The contracts signed bring positive results to the Group as the ratio of claims in the countries covered deteriorates further. At the close of the financial year 2021, the assignment of premiums net of commissions was higher than the claims assigned, and the result of these contracts was a loss of **€253.1 million**.

Agreement signed *	Main features	Conditions 2020	Renewal conditions H1 2021	Premiums ceded 20	Premiums ceded 21
Germany	<u>Guarantee contracts similar to proportional reinsurance.</u> Cover for risks underwritten between 1 January and 31 December 2020 (excluding claims reported before 1 March 2020).	65% of the premiums. 90% of the claims. No commissions	90% of the premiums. 90% of the claims. With commissions.	€103.9M	€75.9M
Belgium	<u>Quota share contract by tranches according to the claim ratio.</u> Cover for risks underwritten between 1 January and 31 December 2020 (excluding claims reported before 27 March 2020).	Depending on the claims ratio, between 50% and 90% of premiums and claims are ceded. With commissions.	Depending on the claims ratio, between 50% and 90% of premiums and claims are ceded. With commissions.	€18.2M	€10.3M
Netherlands	<u>Proportional reinsurance agreement.</u> Cover for insured risks underwritten between 1 January and 31 December 2020 (excluding claims reported before 29 February 2020).	90% of premiums and claims from new policyholders. 100% of premiums and 90% of claims of the policyholders in the portfolio. The government assumes all costs.	90% of premiums and claims from new policyholders. 90% of premiums and 90% of claims of the policyholders in the portfolio. The government assumes all costs.	€102.9M	€55.1M
Denmark	<u>Guarantee contracts similar to proportional reinsurance.</u> Cover for risks underwritten between 1 January and 31 December 2020 (excluding claims reported before 01 March 2020).	65% of the premiums. 90% of the claims. No commissions	58.5% of the premiums. 90% of the claims. No commissions	€21.0M	€8.9M
Luxembourg	<u>Quota share contract by tranches according to the claim ratio.</u> Cover for risks underwritten between 1 January and 31 December 2020 (excluding claims reported before 01 March 2020).	Depending on the claims ratio, between 50% and 90% of premiums and claims are ceded. With commissions.	Depending on the claims ratio, between 50% and 90% of premiums and claims are ceded. With commissions.	€0.9M	€0.6M
France	<u>Reinsurance contract with a performance similar to that of the quota share with certain particularities depending on the quality of the risks assumed.</u> Coverage of risks underwritten between 16 March and 31 December 2020.	75% of the premiums. 75% of the claims. With commissions.	75% of the premiums. 75% of the claims. With commissions.	€42.8M	€9.4M
United Kingdom	<u>Guarantee contracts similar to proportional reinsurance.</u> Coverage of risks underwritten between 1 April and 31 December 2020.	100% of the premiums. 90% of the claims. No commissions	90% of the premiums. 90% of the claims. With commissions.	€78.9M	€53.0M
Norway	<u>Quota share contract.</u> Cover for risks underwritten between 1 January and 31 December 2020 (excluding claims reported before 12 March 2020).	65% of the premiums. 90% of the claims. No commissions	58.5% of the premiums. 90% of the claims. No commissions	€5.0M	€2.2
Spain	<u>Reinsurance contract in addition to that underwritten in the private market.</u> Premiums and Claims from 1 October 2020 to 30 June 2021.	31% of the premiums. 31% of the claims. With commissions.	42% of the premiums. 42% of the claims. With commissions.	€7.9M	€77.0M
Italy	<u>Proportional reinsurance agreement.</u> Coverage of risks underwritten between 19 May to 31 December 2020.	90% of the premiums. 90% of the claims. With commissions.	90% of the premiums. 90% of the claims. With commissions.	€32.9M	€31.4M

\*The measure is for trade credit originated by insured persons operating in the country with a signed agreement and covers debtors from inside and outside that country. The average commission is 30% All agreements were renewed until 30 June 2021. No new renewals have been agreed.

## General expenses and commissions

The efficiency ratio stands at 31.6%.

The structure of Grupo Catalana Occidente, formed by entities that maintain autonomous management of the business, allows for the constant sharing of business best practices and efficiency in processes through common corporate departments and operative platforms.

In particular, in traditional business the expenses have been reduced by 0.7%. In turn, the credit insurance business increased 13.5% due to higher spending on technology, both in new projects and in accelerating the amortization of completed projects.

In relative terms, the efficiency ratio declined by 0.1 p.p. to 31.6%. Since 2013, the Group has improved efficiency by 4.6 percentage points.

## Non-ordinary result

During the year there were non-ordinary losses mainly due to the acceleration of amortisation of intangible assets.

By item, amortisation of intangible assets was accelerated by **€43.3 million net of tax, which was offset by non-ordinary financial profit as a result of realisations and non-ordinary dividends of €28.6 million net of tax. There are other less relevant items of €3.1 million.**

Expenses and commissions	<i>(figures in € million)</i>			% chg. 20-21
	2019	2020	2021	
Traditional business	318.7	312.6	310.5	-0.7%
Credit insurance business	449.0	433.7	492.4	13.5%
Non-ordinary expenses	0.0	3.8	40.3	
Total expenses	767.7	750.1	843.2	12.4%
Commissions	558.6	558.6	594.9	6.5%
Total expenses and commissions	1,326.3	1,308.6	1,438.1	9.9%
% expenses and commissions without recurring premiums	32.6%	31.7%	31.6%	

Efficiency ratio  
**31.6%**

Non-ordinary result (net of taxes)	<i>(figures in € million)</i>		
	2019	2020	2021
Financial	-5.4	-22.1	11.8
Expenses and other non-ordinary	-3.9	6.1	-33.4
Taxes	1.4	5.7	9.1
Non-ordinary from traditional business	-7.9	-10.3	-12.4
Financial	-18.1	-5.7	8.0
Expenses and other non-ordinary	0.0	-3.8	-16.4
Taxes	0.2	0.9	3.1
Non-ordinary from credit insurance	-17.9	-8.6	-5.3
Non-ordinary result	-25.8	-18.9	-17.8

## Reinsurance result

### Government agreements with reinsurance contracts in the face of the COVID-19 health crisis

The transfer to reinsurance is a consequence of the direct application of the Group's risk management policy.

In credit insurance, proportional assignments are made, which provide greater stability to results throughout the economic cycle, as well as non-proportional cessions to mitigate the potential impact of relevant claims. The Group maintains the assignment ratio at 37.0% with private reinsurers. The increase in ceded premiums is the result of the various reinsurance agreements with European governments.

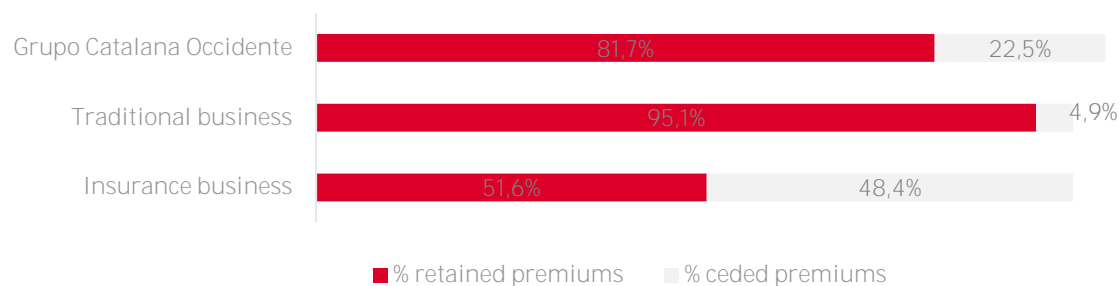
Traditional business keeps a high retention of the insured business, and reinsurance is protected mainly through stop-loss contracts for relevant claims.

**Overall, the cost of reinsurance has meant €442.0 million, €22.2 million from traditional business and the remaining €419.8 million from the credit insurance business.**

The major reinsurance brokers for both the traditional and credit insurance business are Munich Re, General Re, Swiss Re, Hannover Re and Axis. These all hold a credit rating of "A" or higher.

Reinsurance	2019	2020	2021	% chg. 20-21	(figures in € million)	
					Traditional business	Credit insurance
Ceded premiums	-801.3	-1,057.1	-1,055.5	-0.2%	-135.9	-919.6
Net premiums ceded	-798.5	-1,020.3	-1,078.2	5.7%	-132.8	-945.4
<i>% on earned premiums</i>	<i>-17.9%</i>	<i>-23.0%</i>	<i>-23.0%</i>		<i>-4.8%</i>	<i>-49.8%</i>
Commissions	338.8	344.1	390.9	13.6%	25.1	365.8
Claims	353.8	634.8	245.3	-61.4%	85.5	159.8
Ceded reinsurance result	-105.9	-41.4	-442.0	967.6%	-22.2	-419.8

### Reinsurance distribution between lines of business



COVID-19 Impact: The Group has entered into governmental reinsurance agreements which are explained on page 25 of this report.

## Financial result

The financial investments have provided **€97.0 million**.

The financial result contributed €97.0 million to the Group's income statement, increasing it by €68.8 million due to the different impact of the non-ordinary result.

The financial result of the traditional business, with €59.9 million, increased due to an improvement in financial income and a reduction in interest applied to Life.

In turn, credit insurance contributed €17.7 million, reflecting a greater contribution to the results of the associated companies and an increase in exchange rate gains.

Finally, non-ordinary results improved the financial result by €19.8 million mainly due to realisations and non-ordinary dividends.

Financial result	(figures in € million)			chg. 20-21
	2019	2020	2021	
Financial result	206.7	182.7	187.0	2.4%
Financial income net of expenses	206.7	182.7	187.0	2.4%
Exchange differences	0.0	0.0	-0.7	
Subsidiary companies	1.1	1.8	2.2	
Interest applied to life	-149.5	-132.7	-128.7	-3.0%
Ordinary result of the traditional business	58.4	51.8	59.9	15.6%
<i>% on earned premiums</i>	2.2%	1.9%	2.2%	
Financial income net of expenses	16.6	12.9	8.5	-34.1%
Exchange differences	-1.3	5.5	8.9	
Subsidiary companies	7.1	2.9	16.0	451.7%
Interest on the subordinated debt	-16.9	-16.9	-15.9	
Ordinary result from credit insurance	5.6	5.1	17.7	247.1%
<i>% on net income from insurance</i>	0.3%	0.3%	0.9%	
Intra-group interest adjustment	-3.5	-0.9	-0.4	-55.6%
Adjusted ordinary results from credit insurance	2.1	4.2	17.3	
Current result	60.5	56.0	77.2	37.9%
<i>% on net income from insurance</i>	1.3%	1.3%	1.6%	
Non-ordinary result	-23.5	-27.8	19.8	
Financial result	37.0	28.2	97.0	244.0%

Traditional  
business

**€59.9 M**

Credit insurance  
business

**€17.7 M**

COVID-19 impact: recovery of the level of dividends received on certain equity securities.

## Balance Sheet

Grupo Catalana Occidente increased its assets by €905.2 million

Grupo Catalana Occidente closed the balance sheet of 2021 with assets of €18,272.9 million, up 5.2% from the year 2020.

The main items that explain this increase are:

- Investments, at €889.2 million.
- Technical provisions, at €312.0 million
- Net equity, at €535.3 million.

The Group's attributable equity amounted to €4,076.6 million.

Note that the item "cash" does not reflect the Group's liquidity position as investments in deposits and money market funds are included in Financial Investments (See Investments and Managed funds table).

Likewise, it should be remembered that Grupo Catalana Occidente does not account for the capital gains of its properties that are listed in the assets, so they appear at the amortised cost value and not at market value.

Assets	(figures in € million)			% chg. 20-21
	2019	2020	2021	
Intangible assets and property, plant and equipment	1,429.1	1,440.1	1,358.2	-5.7%
Investments	12,618.4	13,066.4	13,955.5	6.8%
Property investments	661.4	692.9	718.3	3.7%
Financial investments	10,602.3	10,895.6	11,504.0	5.6%
Cash and short-term assets	1,354.7	1,478.0	1,733.2	17.3%
Reinsurance of technical provisions	874.3	1,108.1	1,101.5	-0.6%
Other assets	1,756.0	1,753.2	1,857.7	6.0%
Deferred tax assets	226.3	271.9	226.8	-16.6%
Credits	951.0	971.0	1,006.6	3.7%
Other assets	578.7	510.3	624.3	22.3%
<b>Total assets</b>	<b>16,677.9</b>	<b>17,367.7</b>	<b>18,272.9</b>	<b>5.2%</b>
Net liabilities and equity	2019	2020	2021	% chg. 20-21
Permanent resources	4,051.7	4,138.3	4,667.7	12.8%
Net equity	3,851.2	3,937.6	4,472.8	13.6%
Parent company	3,477.1	3,578.9	4,076.6	13.9%
Minority interests	374.1	358.7	396.2	10.5%
Subordinated liabilities	200.5	200.7	194.9	-2.9%
Technical provisions	10,652.1	10,982.5	11,294.5	2.8%
Other liabilities	1,974.1	2,247.0	2,310.7	2.8%
Other provisions	210.5	234.6	196.1	-16.4%
Deposits from ceded reinsurance	52.9	58.3	21.1	-63.8%
Deferred tax liabilities	488.4	488.8	504.2	3.2%
Debts	767.8	969.8	1,145.6	18.1%
Other liabilities	454.5	495.5	443.7	-10.5%
<b>Total net liabilities and equity</b>	<b>16,677.9</b>	<b>17,367.7</b>	<b>18,272.9</b>	<b>5.2%</b>

Technical provisions  
+2.8%

## Investments and Managed funds

At the close of 2021, the Group manages funds **amounting to €15,712.2 million, €953.3 million more** than in the previous year.

Pension plans, investments and mutual funds on behalf of policyholders continue to grow strongly. The Group has increased its exposure in equities and expanded its position in cash and monetary assets.

The Group invests mainly in fixed income, which represents **52.8% of the total portfolio, at €7,469.2 million. The main asset is the Spanish sovereign debt at €3,989.8 million.** The distribution of the rating in the portfolio is shown graphically below. At the end of the period, 56.9% of the portfolio had an A rating or higher, reflecting the improvement in the Spanish rating of the main credit rating agencies. The duration of the portfolio at the end of the financial year is 4.06 years and profitability at 1.95%.

In recent years, the Group has increased its investments in real estate. At the end of the year, this investment remained **at €1,732.8 million, representing 12.3% of the total** portfolio. The majority of the properties are located in areas considered "prime" areas in the most important Spanish cities. All of the properties for use by third parties are located in these areas and have a very high rate of occupancy. Every two years they are evaluated, through entities that are authorised by the supervisor. Capital gains from these properties stand at **€523.8 million.**

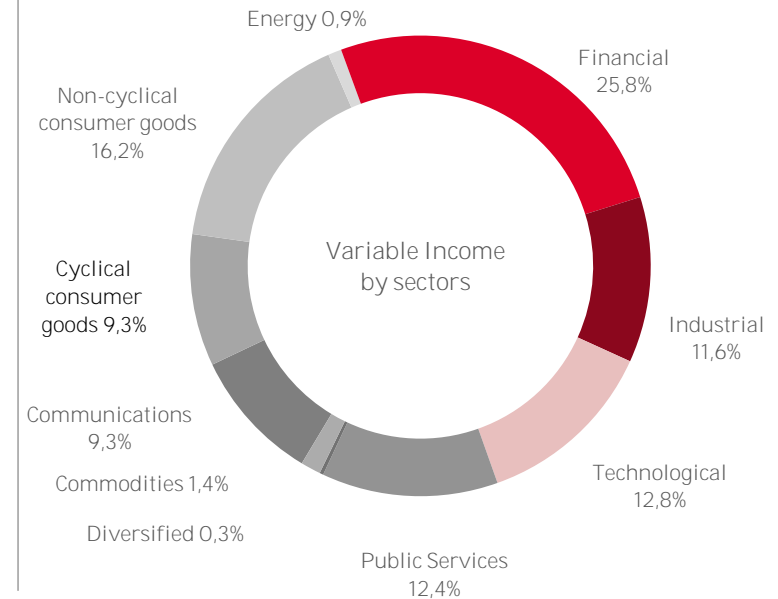
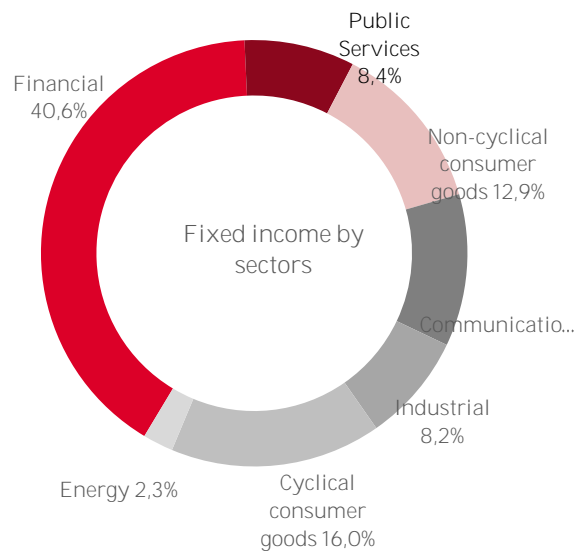
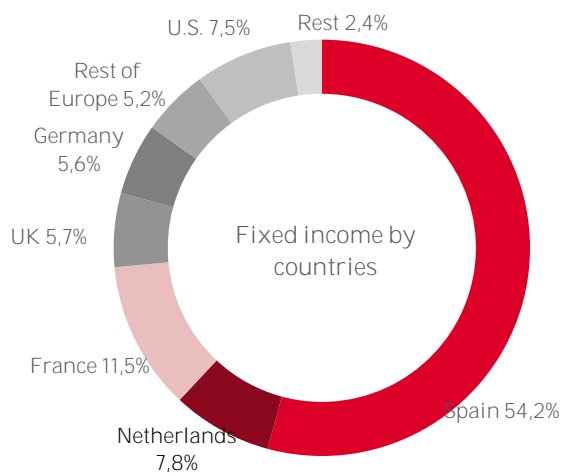
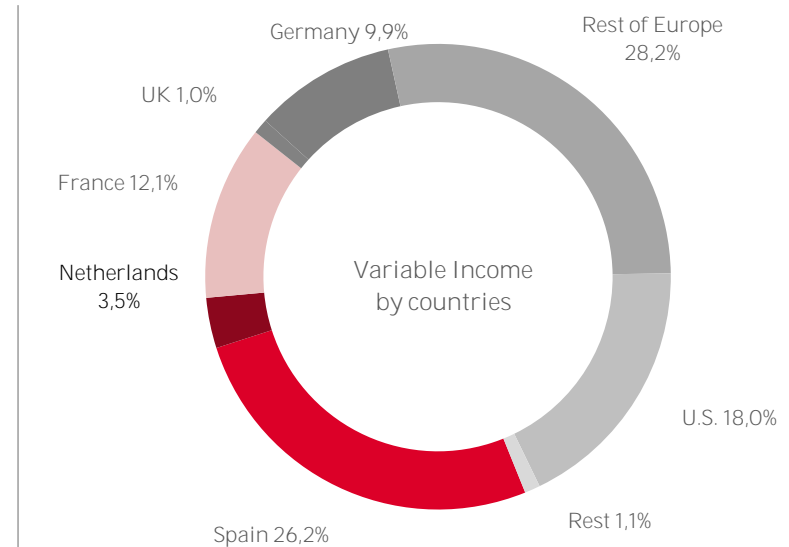
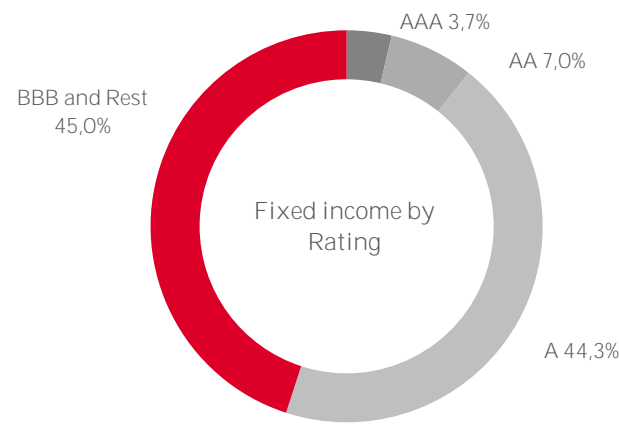
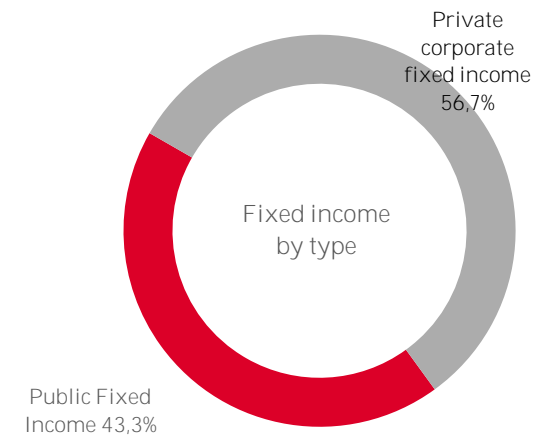
Investments and managed funds	2019	2020	2021	(figures in € million)	
				% chg. 20-21	% on inv. R. Co.
Properties	1,678.5	1,735.4	1,732.8	-0.1%	12.3%
Fixed income	7,361.2	7,604.1	7,469.2	-1.8%	52.8%
Variable income	1,673.7	1,656.4	2,122.0	28.1%	15.0%
Deposits with credit institutions	608.6	573.4	620.8	8.3%	4.4%
Other investments	199.1	229.2	249.1	8.7%	1.8%
Cash and monetary assets	1,403.5	1,535.5	1,841.5	19.9%	13.0%
Investment in investee companies	85.8	85.2	99.1	16.3%	0.7%
<b>Total investments, risk to entity</b>	<b>13,010.5</b>	<b>13,419.2</b>	<b>14,134.5</b>	<b>5.3%</b>	<b>100.0%</b>
Investments on behalf of policyholders	575.1	618.4	757.2	22.4%	
Pension plans and investment funds	791.7	721.3	820.5	13.8%	
<b>Total investments, risk to policy holders</b>	<b>1,366.8</b>	<b>1,339.7</b>	<b>1,577.7</b>	<b>17.8%</b>	
<b>Investments and managed funds</b>	<b>14,377.3</b>	<b>14,758.9</b>	<b>15,712.2</b>	<b>6.5%</b>	

Variable income represents 15.0% of the portfolio and is increased by 28.1%, reflecting the revaluation of the financial market. The investment portfolio is widely diversified and focused on high-capitalisation securities, mainly in the Spanish market (26.5%) and the rest of the European market (52.6%), which show attractive dividend returns.

The Group maintains a liquidity position in deposits at **credit institutions of €620.8 million, mainly at Banco Santander and BBVA, and a significant level of cash of €1,814.5 million.**

Managed funds  
**+6.5%**

## Portfolio breakdown



## Capital management

Grupo Catalana Occidente manages its capital with the objective of maximising value for all its stakeholders, maintaining a solid position through obtaining long-term results and a prudent policy for remunerating shareholders.

All Group entities maintain the necessary financial strength to develop the business strategy, taking risks prudently and meeting the required solvency needs.

In addition to the remuneration policy for shareholders, in the capital planning, the Group takes into account, among others, the following aspects:

- The solvency ratio of the Group and its individual entities in accordance with the risk appetite.
- Any change in the risk profile of the particular group, among others, with the following aspects:
  - Changes in reinsurance policy, such as the entry into force of government agreements in the credit business.
  - Possible corporate transactions such as mergers or acquisitions.
- The asset-liability management (ALM) of life and cash business of each of the entities.

### Principles of capital management

Capital management is governed by the following principles:

- Ensuring that Group companies have sufficient capital to meet their obligations, even when faced by extraordinary events
- Managing capital taking into account the economic vision, as well as the objectives established in the risk appetite.

- Optimising the capital structure through the efficient allocation of resources between entities, ensuring financial flexibility and remunerating shareholders appropriately

The Group defines the strategic plan and the risk strategy considering the capital management policy, using the solvency projections made in the internal evaluation process of risks and solvency (ORSA). Capital quantification is carried out at the Group level and at the level of each of the entities, using different models for monitoring: ORSA, rating agencies, economic and regulatory models.

### Capital performance

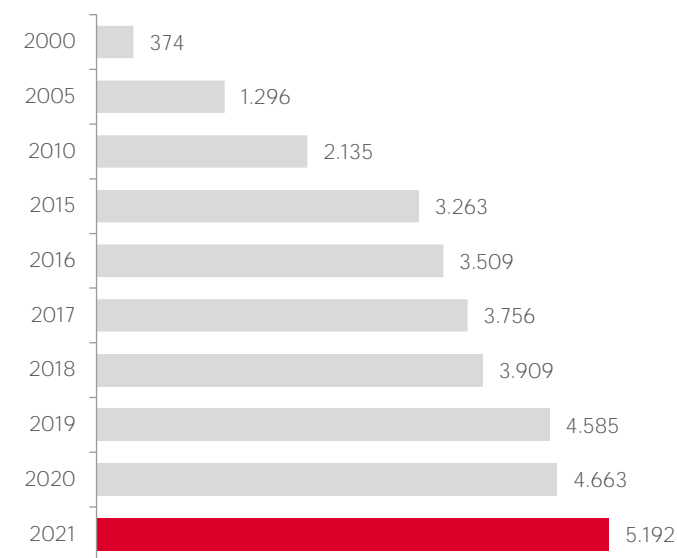
**“At the close of 2021, the Group's capital has increased by 11.3% supported by the results”**

Permanent resources at 31/12/2020	4,138.3
Permanent resources at market value	4,663.4
Net equity on 31/12/2020	3,937.6
(+) Consolidated results	468.3
(+) Dividends paid	-107.8
(+) Change in valuation adjustments	192.9
(+) Other changes	-18.2
Total movements	535.2
Total net equity on 31/12/2021	4,472.8
Subordinated debt	194.9
Permanent resources at 31/12/2021	4,667.7
Capital gains not included in balance sheet	523.8
Permanent resources at market value	5,191.5

The consolidated result has contributed to the Group's financial strength. Market movements have led to an increase in **the value of investments, with a positive impact of €272.9 million**. Furthermore, dividends have been paid, amounting to **€107.8 million**, thus reducing equity by the same amount.

In credit insurance, Atradius issued subordinated debt **amounting to €250 million, maturing in September 2044**, which can be fully amortised from September 2024. It bears interest at a fixed rate of 5.25% for the first ten years and, thereafter, the interest rate is variable 3-month Euribor plus 5.03%. The amount of the subordinated debt to be calculated **for the purposes of the Group has been reduced by €54.3 million** due to the investment that some entities of traditional business have in the bond. (See section 13 a) of the Notes to the report).

### Evolution of permanent resources at market value





## Credit rating

In February 2021, Moody's affirmed the 'A2' rating of the operating entities in the credit insurance business under the Atradius brand, upgrading the outlook to stable. The confirmation of this rating reflects Moody's confidence in the strength of the Atradius brand, even in situations of economic uncertainty such as that generated by COVID-19. This is due to Atradius' dynamic risk exposure management, its strong economic capitalisation and its solid positioning as the second largest global credit insurance player.

In turn, A.M. Best confirmed in July 2021 the financial strength rating of A (excellent) with a stable outlook for the Group's main operating entities, both in traditional business and credit insurance business. This rating reflects the solid balance sheet strength, excellent operating results and appropriate capitalization of the Group's main operating entities. Furthermore, it considers that exposure to natural disasters is limited, thanks to the existence of a national coverage system (Consorcio de Compensación de Seguros).

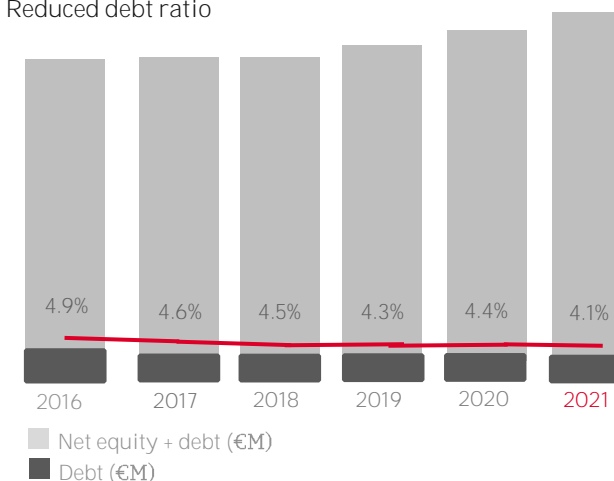
## Rating of Group entities

	A.M. Best	Moody's
Seguros Catalana Occidente	'A' stable (FSR) 'a+' stable (ICR)	
Seguros Bilbao	'A' stable (FSR) 'a+' stable (ICR)	
Plus Ultra Seguros	'A' stable (FSR) 'a+' stable (ICR)	
Atradius Crédito y Caución Seg Reas	'A' stable (FSR) 'a+' stable (ICR)	'A2' stable (IFS)
Atradius Reinsurance DAC	'A' stable (FSR) 'a+' stable (ICR)	'A2' stable (IFS)
Atradius Trade Credit Insurance, Inc.	'A' stable (FSR) 'a+' stable (ICR)	'A2' stable (IFS)
Atradius Seguros de Crédito, S.A.	'A' stable (FSR) 'a+' stable (ICR)	

## Financial strength

The Group presents a debt ratio of 4.1%, reduced by 0.3 p.p. thanks to the increase in net worth. The debt corresponds to the emission from the Group entity in credit insurance: Atradius.

### Reduced debt ratio



**"A"**

A.M. Best operating entities of the Group

Best highlights the prudence in underwriting, which is reflected in a positive record of operating results with an excellent combined ratio and a high return on equity (ROE).

**"A2"**

Moody's operating entities of the credit insurance business

They highlight the strong competitive position, strong capitalization, low financial leverage and conservative investment portfolio.

## Solvency II

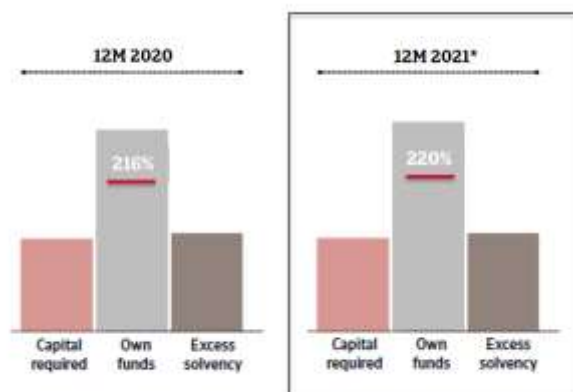
The estimated Solvency II ratio applying the transitory measure for technical provisions at the close of 2021 is of 220%. The solvency ratio at the close of 2020, with transitory measure of technical provisions, was 216%.

The entities of the Group present average solvency II ratios of above 160%.

Grupo Catalana Occidente has a robust financial and solvency position to withstand adverse situations; in fact, the ratio of solvency II is maintained around 175% even in adverse scenarios. Furthermore, it should be noted that the own funds are of high quality, with over 95% of the same being tier1.

The Group carries out a quantitative valuation of the risks using the standard formula, except in the credit insurance underwriting risk, which uses a partial internal model approved in July 2017.

### Evolution Solvency ratio



\* Data with transition of technical provisions and with partial internal model.

### Stress scenarios and sensitivity analysis based on the SFCR 2020 published in May 2021

Main ratio scenario	216.2%
<b>Underwriting scenarios</b>	
Lowering premiums -5%	-1.5 p.p.
Increased claims ratio*	-18.7 p.p.
Set of scenarios	-19.8 p.p.
<b>Market scenarios</b>	
Variable income -10%	+2.9 p.p.
Real estate -5%	-1.7 p.p.
Set of scenarios	+1.1 p.p.
-25% VI	+1.5 p.p.
Rates curve +100 bps	+8.2 p.p.
Rates curve -100 bps	-9.0 p.p.
Spread +100 bps	-10.4 p.p.
Impairment <i>rating</i>	0.9 p.p.
Adverse scenario**	-54.8 p.p.
No VA and no PPTT transient	-9.8 p.p.

\* Fire and other property damage, motor OG +10p.p and Motor CL +5 p.p

Credit insurance claims ratio 104%.

\*\* -5% vol. premiums Fire and Other Damage to Goods, Motor CL and OG.

+10p.p claims ratio of Fire and Other Damage to Goods and Motor OG.

+5p.p claims ratio of Motor CL

Low interest rate environment.

-35% of variable income

-15% of real estate

+200bps credit spreads

Credit insurance claims ratio 104%.



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# 04 Corporate governance

## Best practices

In 2021, the Group has continued its commitment to a corporate governance model aligned with international best practices, which is committed to transparency, rigour and accountability.

## Corporate governance model

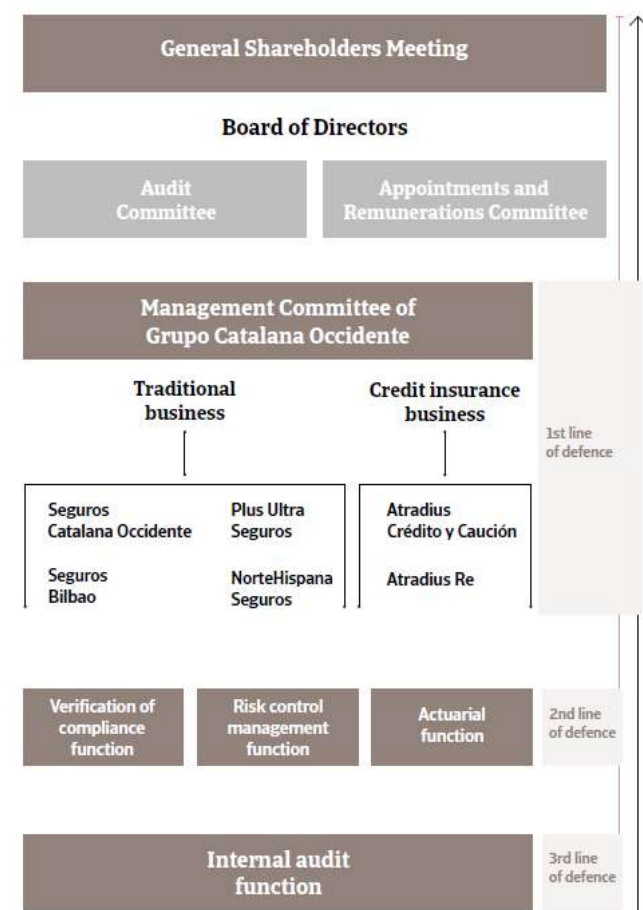
The Board of Directors continues to focus its activity according to the principles of good governance.

The aim of the governing bodies of Grupo Catalana Occidente is to provide management and control structures that are suitable to protect the interests of shareholders, to monitor compliance with the strategy defined by the Group and to ensure the creation of value and the efficient use of resources in a transparent information framework. The Group applies all the recommendations of the Good Governance Code for Listed Companies of the Spanish National Securities Market Commission (CNMV), as well as advanced corporate governance practices. The main functions of the governing bodies are described in more detail in the Corporate Governance Report attached and on the corporate website.

### General Shareholders' Meeting

The General Shareholders' Meeting is the body that represents the shareholders. Its operation and action is regulated by the articles of association and the Regulations of the General Shareholders' Meeting. One of its main functions is to approve the accounts and the allocation of the profit. There are no restrictions in the Company on the right to vote and each share is entitled to one vote.

The next General Shareholders' Meeting has been convened for 28 April 2022 at 5.00 p.m. on first call. In order to facilitate the participation of all shareholders, the Group provides a digital debate forum as well as electronic methods that facilitate distance voting and the delegation of representation. The General Shareholders' Meeting is also broadcast in *streaming* on the corporate website



### Board of Directors

The Board of Directors is the maximum management and supervision authority in the Group. The guiding principle is to delegate the ordinary management to the management team and to concentrate its activity on the supervisory function, which includes, among others, the following responsibilities:

- Strategic responsibility: direct the policies.
- Supervision responsibility: control management.
- Communication responsibility: serve as a link between shareholders.

Its operation and action is regulated by the articles of association and the Regulation of the Board of Directors. As at 31 December 2021, the Board of Directors consisted of 16 directors, of whom 10 are proprietary, 2 are independent and 4 are executive directors. During the financial year 2021, the Board of Directors met 11 times, where it reviewed, informed and, where applicable, made decisions regarding the financial position, non financial position and results, strategic plan, acquisition operations, policies and risk control, among other issues.

#### Board of Directors

##### Chairman

\* José María Serra Farré

##### Vice-chairman

\* Hugo Serra Calderón

##### Chief Executive Officer

\* José Ignacio Álvarez Juste\*\*

##### Secretary Director

\* Francisco J. Arregui Laborda

\*\*Resigned from his position effective 31 December 2021, with Mr. Hugo Serra Calderón assuming the position of Chief Executive Officer on 1 January 2022.

## Members

Jorge Enrich Izard	Enservet Bros 2014, S.L. Jorge Enrich Serra
Enrique Giró Godó	
** Juan Ignacio Guerrero Gilabert	Jusal, S.L. José M.ª Juncadella Sala
Federico Halpern Blasco	
** Francisco Javier Pérez Farguell	Lacanuda Consell, S.L. Carlos Halpern Serra
Maria Assumpta Soler Serra	
Alberto Thiebaut Estrada	Gestión de Activos y Valores S.L. Álvaro Juncadella de Pallejá
Fernando Villavecchia Obregón	

**Deputy non-board member secretary**  
Joaquín Guallar Pérez

\*Executive directors \*\*Independent

## Delegate committees

In order to ensure greater efficiency in the exercise of its functions, the Board of Directors has two delegated committees: the Audit Committee and the Appointments and Remuneration Committee.

### Audit Committee

<b>Chairman</b>	<b>Members</b>
Juan Ignacio Guerrero Gilabert	Francisco Javier Pérez Farguell Lacanuda Consell, S.L.

The Board of Directors has appointed an audit committee in accordance with the provisions of Additional Provision 3 of the Audit Law. Its composition and regulation is established in the Regulations of the Board of Directors.

The powers of this Committee are those provided for in the Capital Companies Law and Article 15 of the Regulations of the Board of Directors of the Company. Among these, should be mentioned:

- Monitoring the effectiveness of the internal control system
- Examining compliance with the Group's internal and external regulations on good governance.
- Taking to the Board of Directors the proposal for the selection, appointment and replacement of auditors and assessing the results of each audit.
- Supervising the process of preparing and presenting the regulated financial reporting information.
- Reporting to the Board of Directors on (i) the financial information that the Company must periodically publicly disclose; and (ii) transactions with related parties.

### Appointments and Remunerations Committee

<b>Chairman</b>	<b>Members</b>
Francisco Javier Pérez Farguell	Juan Ignacio Guerrero Gilabert Alberto Thiebaut Estrada

As in the case of the Audit Committee, its composition and regulation is established in the Regulations of the Board of Directors.

The main powers of this Committee are those provided for in the Capital Companies Law and Article 16 of the Regulations of the Board of Directors of the Company. Among these, should be mentioned:

- Reporting to the Board of Directors on appointments and resignations of senior managers and proposing the basic conditions for their contracts.

- Supervising that directors comply with the Company's requirements of fitness and reputation both at the time of their appointment and during their term of office.
- Reviewing the Company's remuneration policy and reporting on its implementation.

## Management committee (first line of defence)

Grupo Catalana Occidente has a corporate management committee **that directs and coordinates the Group's day-to-day** management. Furthermore, the individual main insurance entities that form part of the Group have their own management committee.

These committees meet at least monthly to take actions regarding their operating system.

## External audit

The firm PriceWaterhouseCoopers Auditores, S.L., performs the individual external audit of the Company and the consolidated Group, as well as of the majority of the entities that form part of it. This brings global homogeneity between all audits and, in particular, with regards to the financial information systems.

In Note 21b of the report and in the Corporate Governance report, the remuneration paid to the auditors is listed both in concept of auditing services and other services. The full contents of the financial statements, the notes to the financial statements and the auditors' report are available at: [www.cnmv.es](http://www.cnmv.es) and at [www.grupocatalanaoccidente.com](http://www.grupocatalanaoccidente.com), in the section dedicated to investors and analysts, in the economic information section.

## Assessment of the Board and the Committees

Following the recommendations included in the code of good corporate governance, which recommends that an external expert assess the functioning of the board of directors every three years, an external assessment of the functioning of the board of directors, delegated committees and performance of its chairman was carried out this year by KPMG in its capacity as an independent expert. The outcome was positive, with the external expert highlighting both the adequacy of the procedures and the functioning of these bodies.

## Information and transparency

The Board of Directors has approved the annual corporate governance report and report on remuneration of members of the Board of Directors corresponding to the 2021 financial year, following the guidelines established by the regulations in relation to the transparency of listed companies.

The annual report on corporate governance and the annual remuneration report, which contain, among other information, details on the Group's corporate governance, the composition of its shareholder base, the functioning of its governing bodies and the remuneration of the members of the Board of Directors during the last and present financial year can be accessed through the corporate website, in the shareholders and investors section.

## Key functions (2nd and 3rd line of defence)

### Control of risk management function

- Supports the Board of Directors and the Management Committee with identification, assessment and control of all risks.
- Supports the Board of Directors in the annual establishment of the appetite and risk tolerance for the Group and its main businesses.
- Follows up on the prospective risk assessment.
- Periodic monitoring of the risk profile and threats.

### Verification of compliance function

Ensures compliance with the obligations that affect the organisation of the Group, including both the regulations of mandatory application as well as those assumed on a voluntary basis, including the legal, regulatory and administrative provisions affecting the Group, as well as its own internal regulations.

### Actuarial function

Exercises the powers conferred by the insurance regulations.

- Expresses an opinion on the technical provisions.
- Assesses the quality of the data used.
- Expresses an opinion on the suitability of the technical provisions included in the ORSA.
- Expresses an opinion on the underwriting policy.
- Expresses an opinion on the reinsurance policy.

## Internal audit function

Directly reports to the Audit Committee as a delegated committee of the Board of Directors and exercises maximum supervision of the Group's internal control. In 2021 the Group carried out a total of 73 audits, including 7 on aspects of Solvency II, 4 on processes of the internal control system for the generation of financial information (SCIIF) and 2 on the prevention of money laundering and financing of terrorism.

In total, over 133 opinions have been issued, 97% of which are at least in the satisfactory category.

Finally, Internal Audit handles irregularities and/or fraud of intermediaries, professionals and employees of which it has become aware. Reportable events include non-compliance with the code of ethics established by the Group for all employees and the manipulation or falsification of data and, in general, within the framework of the internal control system for financial information, any irregular practice linked to the internal control systems and the preparation of financial information. In this sense, in 2021, 46 incidents of internal **fraud were detected for an amount of €130,224** in terms of contracting, claims and others that represent 0.003% of the turnover.

During 2021, there have been no confirmed cases of corruption in the Group and no public legal cases related to corruption.

## Remuneration policy

This is oriented towards the recurring generation of value and sustainability of results over time. It also seeks to align the interests of the directors and employees with those of the Group's stakeholders together with prudent risk management in such a way as to be reasonable with the size of the Group, its economic situation and the market standards of comparable companies.

In accordance with the regulations, this policy is approved for periods of three years (unless amended) by the General Shareholders' Meeting. In this regard, it was last approved at the General Shareholders' Meeting held on 29 April 2021. In addition, the annual report on remuneration of the Board of Directors, which includes the remuneration received by the members of the Board of Directors both in the Company and in its subsidiaries, is published annually and submitted to the consultative vote of the General Shareholders' Meeting.

The remuneration policy is aligned with ESG issues, associating variable remuneration to the commitments acquired in relation to sustainability.

### Principles of the policy

- To create long term value.
- To compensate the achievement of results based on prudent and responsible risk assumption.
- To attract and retain the best professionals.
- To reward the level of responsibility.
- To ensure internal equality and external competitiveness.

The members of the Board of Directors in their roles as such, have perceived remunerations, in the concept of statutory attentions and daily subsistence allowances for attendance at meetings. In turn, the executive directors have signed, in accordance with the trade regulations, their corresponding contracts which include, among other elements, and as appropriate, a fixed remuneration, variable remuneration (of which a part is deferred), payment in kind and a system of complementary employee benefits.

The amounts paid to the members of the Board of Directors for all of the above items are listed in Note 20b of the report and in the remuneration report.

### Policy of aptitude and honour

The corporate governance of the Group not only involves the Board of Directors and other governing bodies, but also extends to all aspects of the organisation and teams.

The Group, through a proper and transparent policy for remuneration and aptitude and honour, ensures that the positions are held by the suitable people.

#### Aptitude

It is understood that the professional is suitable if they have the training and the right profile to perform the functions entrusted to them, as well as practical experience derived from previous jobs with functions similar to those to be undertaken. In order to assess their aptitude, the Human Resources Management defines an ideal type of qualification, knowledge and experience for each role and assessed the aptitude through the corresponding supporting documentation.

#### Honour

The process to determine honour is carried out by the Human Resources Department and the Group's Compliance Verification Unit. The assessment of honourableness includes an assessment of their honesty and financial solvency based on reliable information on their reputation.

In accordance with the applicable regulations, the Group provides both the corresponding insurance supervisor and, where applicable, the CNMV or the Bank of Spain, as corresponding, all of the information regarding appointments and terminations of strategic personnel.

## Ethical framework

**The Group's code of ethics promotes responsible and transparent management, considers people to be the greatest asset and places the customer in the centre of the activity.**

The Group's code of ethics, formulated and approved by the Board of Directors, is the document that establishes the guidelines that preside over the ethical behaviour of the directors, employees, agents and associates of Grupo Catalana Occidente in their daily work, with regards to the relationships and interactions they maintain with the stakeholders.

This Code, developed through different protocols, is renewed annually in order to adapt to the new realities faced by the Group and includes, systematises and publishes its principles and values for action in line with the cultural keys of the Group, including the commitments assumed in reference to good governance and issues related to ethics and regulatory compliance and, in particular, the actions related to corruption and bribery, compliance with human rights, respect for people, professional development, equal opportunities, the relationship with collaborating companies, occupational health and safety and respect for the environment, among others.

The Code of Ethics also includes, the actions of those responsible for law enforcement by Grupo Catalana Occidente, the actions upon receipt of judicial documentation or in the case of receiving an inspection, as well as the manual for procedures and selection of suppliers and the channel for claims against fraud and irregularities.

General principles and values of the Group:

- Integrity and honesty.
- Impartiality
- Transparency and confidentiality
- Professionalism
- Sustainability
- Social commitment
- Compliance with the law and the corporate governance system
- Respecting and safeguarding human rights
- Brand image and corporate reputation

Both Atradius and Grupo Asistea, due to the uniqueness of their structure and business, have their own code of conduct, which observes the guidelines defined in the Group's code of ethics.

### Communication and monitoring

The Code of Ethics is communicated to the entire staff through the intranet of each of the Group entities, receiving the appropriate training in this regard, and it must also be assumed by all employees of the Group entities. This code can be consulted on the Group's corporate website.

The Group has safeguards in place to ensure compliance with the Code of Ethics, including a channel for complaints and irregularities through which such complaints and possible infringements can be managed.

Complaints of breaches of the Code of Ethics are regulated in the regulations relating to the procedure for action in cases of irregularities and fraud (whistle-blowing channel). Once the communication is received, an initial analysis of its relevance is carried out by the Internal Audit area, which will refer the case to the Human Resources area, as applicable

when it involves employees. During 2021, 48 communications were received through the existing complaint channels, of which 46 had been resolved as of 31 December 2021 and the remaining two as of the date of this Report. Two incidents related to human rights compliance that had been resolved as of 31 December 2021 are included.

The first principles set out in the Group's Code of Ethics are integrity and honesty, which means that any form of corruption will be avoided and the necessary measures will be implemented to combat it.

In 2021, access to the whistle-blowing channel has been extended through the websites of the Group and the companies that comprise it, allowing not only employees but also any interested third party to report, confidentially or anonymously, irregularities related to breaches of the Group's code of ethics or its implementing protocols, as well as actions or omissions that result in a criminally punishable irregularity or the manipulation and/or falsification of financial data.

Furthermore, the Group has various policies and internal regulations on behaviour for specific topics such as:

- Internal behavioural regulation regarding the Stock Market
- Outsourcing policy and procedures and supplier selection manual.
- Prevention of money laundering and funding of terrorism manual
- Personal data protection and ICT resources policy.

This management model also establishes that the Audit committee and the Management Committee receive periodic reports on the actions in this area.



## Compliance and prevention

Operating in a highly regulated sector makes the verification of compliance function essential.

Compliance verification is concerned with ensuring compliance with the obligations that affect the organisation, including both mandatory and voluntary regulations, assessing the potential impact of any changes in the legal environment on the Group's operations and the identification and assessment of compliance risk. It also includes advising the Board of Directors of the Group and the other individual entities that comprise it on compliance with the legal, regulatory and administrative provisions that affect the Group, as well as compliance with internal regulations.

The compliance verification function is coordinated through the Compliance Verification Committee of Grupo Catalana Occidente, whose main function is to coordinate, supervise and establish common criteria for all the Group's regulated entities in relation to the application of mandatory and voluntary regulations.

Likewise, and in particular, it is responsible for ensuring compliance with the internal regulations developed in relation to the system for the prevention and detection of crimes that may be incurred by the Group's legal entities.

Atradius has its own structure comprising both the entity-level compliance function and local compliance functions and supports the entity in complying with applicable laws, rules and regulations.

### Prevention of money laundering and financing of terrorism

The Group has a manual for the prevention of money laundering and the financing of terrorism, which sets out, among other matters, all the measures implemented by the Group entities subject to the regulations on the prevention of money laundering and the financing of terrorism.

These measures are subject to annual review by an external expert who prepares a report and has considered that the Group has a satisfactory prevention system. The board of directors examines this report, together with proposals of necessary measures, to address the weaknesses identified. No money laundering complaints have been received. As part of the prevention system, the Group has implemented a training plan for the prevention of money laundering and the financing of terrorism.

The Group has a Corporate Governance Framework on the Prevention of Money Laundering which details the commitments and principles promoted in this area and specifies the organisational structure and policies available in relation to the prevention of money laundering. The Framework is available on the Group's website.

### Data protection and cyber-security

The Group is committed to ensuring the trust of its stakeholders with regard to the protection, processing and privacy of personal data. In this sense, the Personal Data Protection Policy aims to establish the Group's objectives in terms of personal data protection and to define a working framework to guarantee and improve such protection, respecting the principles and rights established by the applicable regulations.

In addition, the Group has a Corporate Governance Framework on Personal Data Protection and Information Security which details the commitments and principles promoted in this area and specifies the organisational structure and policies available in relation to personal data protection and information security. The Framework is available on the Group's website.

As a consequence of the foregoing, Grupo Catalana Occidente has undertaken to process the personal data of individuals who are related to the Group in accordance with the following principles:

- Lawfulness, fairness and transparency in the processing of personal data of data subjects, obtaining such data by lawful and transparent means, clearly informing of their further processing, and with the explicit consent of the data subject when necessary.
- Purpose limitation: personal data will be collected and processed for specified, explicit and legitimate purposes, in accordance with the purpose and purpose informed to the data subject at the time of collection.
- Data minimization: the processing of personal data will be limited to what is necessary for the purposes for which it was collected.
- Accuracy: the personal data processed must be accurate and kept up to date.
- Limitation of the storage period: the personal data processed will be kept for the time necessary for the purposes for which they were collected.
- Integrity and confidentiality: personal data will be processed in such a way as to guarantee their security and protect them against unauthorised or unlawful processing, loss or destruction.
- Proactive responsibility and accountability: not only must compliance with the above principles regarding the processing of personal data be ensured, but it must also be possible to demonstrate it.

Grupo Catalana Occidente has a data protection officer to ensure compliance with applicable data protection regulations. It also has a Data Protection Committee, as the executive body responsible for the application of regulations related to the protection of personal data and the use of information and communications technology resources.

In the case of the credit business, it also has a Data Protection Advisory Committee, which includes its data protection officer and the directors of various business units, and in each of the countries in which it operates there is a representative to ensure compliance with the applicable personal data protection regulations in those territories.

Potential cyber attacks are considered one of the principal risks in the sector. For this reason, the Group also has a *Chief Information Security Officer* responsible for coordinating and controlling the technical and organisational security measures for the Group's information systems required by the General Data Protection Regulation. Similarly, the Group's entities included in the credit insurance business have their own Head of Technological Security.

During the 2021 financial year, the Group did not receive any substantiated complaints regarding customer privacy violations received from third parties (0 complaints in 2020, after confirming that no complaints were filed) or substantiated complaints regarding customer privacy violations from regulatory authorities (1 complaint in 2020). No cases of leakage, theft or loss of customer data have been identified. Likewise, in 2021 there was

one cyber-security incident (none in 2020) and no security breaches (no breach in 2020) at Grupo Catalana Occidente.

#### Fighting fraud, corruption and bribery

The Group has procedures to combat fraud, which help to identify possible malicious acts or omissions in purchasing the insurance policies, in the statement of claims, or in the accreditation of damages, which are designed to obtain improper benefits, money laundering or unjust enrichment.

The Group also has a whistle-blowing channel that allows any person to report conduct that involve the commission of criminal offences to the corporate Internal Audit Department via the Group's website.

Internal Audit handles irregularities and/or fraud of intermediaries, professionals and employees of which it has become aware. Reportable events include non-compliance with the code of ethics established by the Group for all employees and the manipulation or falsification of data and, in general, within the framework of the internal control system for financial information, any irregular practice linked to the internal control systems and the preparation of financial information.

During 2021, as in the previous year, no cases of corruption were detected in the Group.

#### Reliability of the financial information

Following the recommendations of the National Securities Market Commission (CNMV) about the Internal Control System of Financial Reporting (SCIIF) in 2021, the Group has

continued to strengthen the reliability of the financial reporting released through the documentation of the processes, the homogenisation of criteria and the reflection on efficiency improvements.

## Internal control

The system is based on a solid culture of control where the fundamental principles are clearly defined and notified to all levels of the organisation. The internal control system is subject to an independent monitoring process that verifies proper operation over time. Comprehensive system monitoring is performed by the management of the internal audit.

Within the control environment, the Group focuses on controls for financial and property investments. In this sense, the concentration and dispersal of fixed income and variable income, the average rating of the portfolio, exposures by rating and how they have changed, changes in the optionality of assets due to changes in interest rates, and the performance of underlying assets are monitored at monthly intervals.

In addition, in 2021 more progress was made regarding improving the quality of the risk map. In total, the Group avails of over 5,000 internal controls.

## Risk management

The strategy and policies for risk management by Grupo Catalana Occidente are under the responsibility of the Board of Directors of the company.

### Risk management control system

The Group's risk management control system is based on the "three lines of defence" principle.

#### 1st Line - Risk taking and risk management

This consists of the business units that are responsible for the risk assumed and their management.

#### 2nd Line - Control and monitoring.

This consists of the role of risk management control, verification of regulatory compliance and actuarial function. Its objective is to define controls to ensure compliance with risk management processes and policies.

#### 3rd line - Internal audit function.

The function of the internal audit is responsible for carrying out an independent assessment of the effectiveness of the government system, the risk management system and the internal control.

The risk management control area deals with all the risks related to the significant issues related to risk management, establishing guidelines and reference criteria that are assumed by entities with the necessary adaptations.

### Risk strategy

Grupo Catalana Occidente defines its risk strategy as the level of risk that the entities that form part of it are willing to assume, and ensures that their integration with the business plan permits compliance with the risk appetite approved by the Board of Directors.

Grupo Catalana Occidente has defined the following concepts for risk management:

- ▷ Risk profile  
Risk assumed in terms of solvency.
- ▷ Risk appetite  
Risk in terms of solvency that the entities that form part of the Group anticipate to accept to achieve their goals.
- ▷ Risk tolerance  
Maximum deviation with regards to the appetite they are willing to assume (tolerate).
- ▷ Risk limits  
Operating limits established to comply with risk strategy.
- ▷ Alert indicators  
In addition, the Group has a series of early alert indicators that are the basis both for monitoring the risks as well as for compliance with the risk appetite approved by the Board of Directors.

### Information and communication

The governing bodies receive at least quarterly information on the quantification of the main risks to which the Group is exposed and on the resources of capital available to meet them, as well as information regarding compliance with the limits set in the risk appetite.

Since 2016, and carried out annually, the Group and the insurance entities that form part of the group publish a specific report on the financial and solvency situation, which details and quantifies the risks they are exposed to.

### Risk and creditworthiness self-assessment

The Own Risk and Solvency Assessment (ORSA) is the internal risk and solvency assessment process that is at the heart of the risk management system. Its objective is to identify, assess, monitor, manage and report short-term and long-term risks.

The ORSA is carried out at least once a year and assesses:

- Compliance with the capital requirements.
- Deviation between the risk and solvency profiles.
- Compliance with the capital requirements in adverse situations.

The Group performs a *back-testing* analysis between the estimates of the capital requirements for the year, ORSA and its results at the end of the year.

### Policies for risk management

The Group has a set of risk management policies to ensure effective risk management.

Each of these policies identify the own risks of each affected area, establishes risk quantification measures, determines actions to supervise and control said risks, establishes measures to mitigate their impact and determines the information and internal control systems to control and manage the risks.

### ESG Risks

ESG risks are defined as those environmental, social or governance events or factors that, if they occur, could have a material adverse impact.

Grupo Catalana Occidente understands, prevents and has the ambition to reduce ESG risks as well as to manage the opportunities to offer safe and quality protection against these risks to all our stakeholders in the best possible way. The following is a description of how some of the main ESG issues impact the Group and how the Group is addressing these issues.

## Risk map

QUANTITATIVE RISKS INCLUDED IN THE SOLVENCY RATIO					
TIER 1 Risks	Description	Internal regulations	External Regulations	Quantification	Mitigation
Credit underwriting risk	Risk of loss or of adverse change in the value of commitments contracted due to possible inadequate pricing and provisioning assumptions. In the case of credit insurance, the risk arises from the non-payment by our customers' buyers, and in the case of surety, from the non-fulfilment of the contractual, legal or fiscal obligations of our customers.	<ul style="list-style-type: none"> <li>- Underwriting policy and rate setting regulation</li> <li>- Underwriting guidelines</li> <li>- Authorisation matrices</li> <li>- Buyer rating monitoring and credit limit concessions</li> </ul>	<ul style="list-style-type: none"> <li>- IFRS and Local Regulations</li> </ul>	<ul style="list-style-type: none"> <li>- Internal Model (except ICP)</li> <li>- ICP: Solvency II Standard Formula</li> <li>- Risk self-assessments and ORSAs are analysed</li> <li>- Scenario analysis</li> </ul>	<ul style="list-style-type: none"> <li>- Reinsurance Policy</li> <li>- DEM</li> <li>- Strict underwriting control</li> <li>- Control and monitoring of buyers' default risks</li> </ul>
Non-life underwriting risk	Risk of loss or of adverse change in the value of commitments contracted due to possible inadequate pricing and provisioning assumptions.	<ul style="list-style-type: none"> <li>- Underwriting and reserve policies</li> <li>- Reinsurance policy</li> <li>- Underwriting manual and technical standards</li> <li>- Data quality policy</li> </ul>	<ul style="list-style-type: none"> <li>- National and international insurance regulations</li> <li>- Good practice guides</li> <li>- Consortium</li> </ul>	<ul style="list-style-type: none"> <li>- Solvency II Standard Formula</li> <li>- Analysed in the risk self-assessments and ORSA.</li> <li>- Scenario analysis</li> <li>- Appraisal Value</li> <li>- Rating agencies</li> </ul>	<ul style="list-style-type: none"> <li>- Strict control and monitoring of the combined ratio</li> <li>- Non-life catastrophe risks also mitigated through CCS</li> <li>- Business value</li> <li>- Reinsurance policy</li> <li>- Maintenance of business diversification</li> <li>- Report on adequacy of calculation of technical reserves</li> <li>- Annual actuarial report</li> </ul>
Health underwriting risk	Risk of loss or of adverse change in the value of commitments contracted due to possible inadequate pricing and provisioning assumptions.	<ul style="list-style-type: none"> <li>- Underwriting and reserve policies</li> <li>- Underwriting manual and technical standards</li> <li>- Data quality policy</li> </ul>	<ul style="list-style-type: none"> <li>- National and international insurance regulations</li> <li>- Good practice guides</li> </ul>	<ul style="list-style-type: none"> <li>- Solvency II Standard Formula</li> <li>- The risk self-assessments and ORSA are analysed</li> <li>- Embedded Value</li> <li>- Rating agencies</li> </ul>	<ul style="list-style-type: none"> <li>- Strict control and monitoring of combined ratio</li> <li>- Business value</li> <li>- Maintenance of business diversification</li> <li>- Tariff adequacy and cancellation rate report</li> <li>- Annual actuarial report</li> <li>- Management report "Company's income statement"</li> </ul>
Life and funeral underwriting risk	Risk of loss or of adverse change in the value of commitments contracted due to possible inadequate pricing and provisioning assumptions. This is broken down into biometric risks (which include the risks of mortality, longevity, morbidity/disability) and non biometric risks (fall in the portfolio, expenses, review and catastrophe).	<ul style="list-style-type: none"> <li>- Underwriting and reserve policies</li> <li>- Reinsurance policy</li> <li>- Underwriting manual and technical standards</li> <li>- Data quality policy</li> </ul>	<ul style="list-style-type: none"> <li>- National and international insurance regulations</li> <li>- Good practice guides</li> </ul>	<ul style="list-style-type: none"> <li>- Solvency II Standard Formula</li> <li>- The risk self-assessments and ORSA are analysed.</li> <li>- Embedded Value</li> <li>- Profit test</li> <li>- Rating agencies</li> </ul>	<ul style="list-style-type: none"> <li>- Strict control and monitoring of the adequacy of the tariff and loss ratio</li> <li>- Business value and profit test</li> <li>- Reinsurance policy</li> <li>- Maintenance of business diversification</li> <li>- Monthly provisioning (accounting)</li> <li>- Monthly margin account (Life Income Statement)</li> </ul>
Market Risk	Risk of loss or of adverse change in the financial situation resulting, directly or indirectly, from fluctuations in the level and in the volatility of market prices of assets, liabilities and financial instruments.	<ul style="list-style-type: none"> <li>- Investment policy</li> <li>- Management based on the principle of prudence</li> <li>- Asset and liability valuation policy</li> </ul>	<ul style="list-style-type: none"> <li>- Insurance regulations (LOSSP)</li> <li>- CNMV regulations</li> <li>- Distribution regulations</li> </ul>	<ul style="list-style-type: none"> <li>- Solvency II Standard Formula</li> <li>- Analysed in the risk self-assessments and ORSA.</li> <li>- VaR</li> <li>- Scenario analysis</li> <li>- Liability commitments to be covered. Detailed analysis of asset-liability management (ALM), as well as sensitivity analysis for future scenarios.</li> </ul>	<ul style="list-style-type: none"> <li>- Asset management based on the principle of prudence</li> <li>- Control of the different types of portfolio according to objectives</li> <li>- Liability commitments to be covered. Detailed asset-liability matching analysis (ALM) as well as sensitivity analysis to future scenarios</li> <li>- Investment policy defined by the Board of Directors</li> <li>- Average credit rating to be maintained</li> <li>- Dispersion and diversification limits</li> </ul>
Counterparty risk	Counterparty risk arises from losses resulting from unexpected default or impairment in the credit quality of counterparties.	<ul style="list-style-type: none"> <li>- Investment policy</li> <li>- Reinsurance policy</li> <li>- Management based on the principle of prudence</li> </ul>	<ul style="list-style-type: none"> <li>- Insurance regulations</li> <li>- CNMV regulations</li> <li>- Distribution regulations</li> </ul>	<ul style="list-style-type: none"> <li>- Solvency II Standard Formula</li> <li>- Analysed in risk self-assessments and ORSA</li> <li>- Scenario analysis</li> </ul>	<ul style="list-style-type: none"> <li>- Reinsurance policy (Reinsurance with counterparties with high credit ratings)</li> <li>- Diversified investment portfolio with a high rating</li> <li>- Credit rating control of the main financial counterparties and the reinsurer table</li> </ul>
Operational risk	Risk of loss arising from inadequate or dysfunctional internal processes, personnel or systems or external processes. Within the operational risks, the risk of non-compliance with regulations (as a consequence of the increasing developments and supervisory requirements that impact our activity) and cyber-security risk are particularly noteworthy	<ul style="list-style-type: none"> <li>- SolvPRC / Risk Register tool</li> <li>- Contingency plans</li> <li>- Data security and quality policy</li> <li>- Code of ethics</li> <li>- Procedure for action in cases of fraud (whistle-blowing channel).</li> <li>- Operational Risk Management Policy.</li> <li>- Internal control policy</li> <li>- Verification of regulatory compliance</li> <li>- Externalisation policy.</li> <li>- Safety policy, regulations and procedures. (Tier I, Tier II y Tier III).</li> </ul>	<ul style="list-style-type: none"> <li>- Insurance regulations</li> <li>- Three Lines of Defence Principles (COSO regulation)</li> <li>- Guidelines on information and communications technology governance and security (EIOPA)</li> <li>- Guidelines on outsourcing to cloud service providers (EIOPA)</li> </ul>	<ul style="list-style-type: none"> <li>- Solvency II Standard Formula</li> <li>- Risk self-assessments and ORSA are analysed</li> <li>- Monitoring and measuring through the SolvPRC tool (measured in terms of probability of occurrence and severity) or Risk Register</li> </ul>	<ul style="list-style-type: none"> <li>- Internal Control System</li> <li>- SolvPRC</li> <li>- Control of inherent risk and residual risk through the implementation of preventive and mitigating controls upon the occurrence of an event.</li> <li>- Cybersecurity Action Plan</li> <li>- Contingency Plans</li> </ul>

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QUALITATIVE RISKS NOT INCLUDED IN THE SOLVENCY RATIO					
TIER 1 Risks	Description	Internal regulations	External Regulations	Quantification	Mitigation
Liquidity risk	Risk of non-compliance of obligations due to an inability to obtain the necessary liquidity even if sufficient assets are in place	<ul style="list-style-type: none"> <li>- Investment policy</li> <li>- Management based on the principle of prudence</li> <li>- Reinsurance policy</li> </ul>	<ul style="list-style-type: none"> <li>- Insurance regulations</li> <li>- CNMV regulations</li> <li>- Distribution regulations</li> </ul>	<ul style="list-style-type: none"> <li>- Risk self-assessments and ORSA are analysed.</li> <li>- Cash flow statements and investment statements are analysed</li> <li>- Scenario analysis</li> </ul>	<ul style="list-style-type: none"> <li>- Prudent-based asset management</li> <li>- Control of the different types of portfolio</li> <li>- Liability commitments to be covered. Detailed asset-liability matching (ALM) analysis as well as sensitivity analysis to future scenarios</li> <li>- Typology of financial portfolio investments</li> <li>- Dispersion and diversification limits</li> <li>- Low level of debt</li> </ul>
Political and economic environment risks	Risks arising from the national and international economic and political environment, which have an impact on the volatility of financial variables and on the real economy. In particular, the risk of a global pandemic associated with Covid, the global economic crisis and the tax monetary policy with interest rates at minimum levels should be highlighted	<ul style="list-style-type: none"> <li>- Underwriting regulations</li> <li>- Written Policies (in particular investment policy)</li> <li>- Occupational risk prevention regulations</li> <li>- Internal Rules of Conduct</li> </ul>	<ul style="list-style-type: none"> <li>- European regulation</li> <li>- Sectoral analysis</li> <li>- Global regulation associated with the economic downturn and the pandemic</li> </ul>	<ul style="list-style-type: none"> <li>- Risk self-assessments and ORSA are analysed</li> <li>- Certain risks are to some extent covered by the Solvency II Standard Formula</li> <li>- Scenario analysis</li> </ul>	<ul style="list-style-type: none"> <li>- Occupational health and safety regulations to protect our employees and customers</li> <li>- Underwriting risk</li> <li>- Strategic planning process and its follow up</li> <li>- Sectoral analysis. In the Credit business, specific event-driven monitoring and analysis is carried out by the Economic Research Unit</li> <li>- Internal audit, internal control, claims and whistle-blowing channel</li> <li>- Geographical and branch diversification in the traditional business. Geographic and sectoral diversification in the Credit business</li> <li>- Contingency plans (Brexit)</li> </ul>
Social, environmental and governance risk	Risk that constitutes the potential for losses driven by environmental, social and governance factors.	<ul style="list-style-type: none"> <li>- General Shareholders' Meeting Bylaws</li> <li>- Regulations of the Board of Directors</li> <li>- Prevention of money laundering</li> <li>- Code of Ethics</li> <li>- Written policies (sustainability policy, climate change and environment policy, tax policy, outsourcing policy)</li> <li>- Sustainability Master Plan</li> </ul>	<ul style="list-style-type: none"> <li>- Non-financial reporting regulations</li> <li>- European Sustainability Regulations (ESMA, EIOPA...)</li> <li>- Climate Change and Energy Transition Law.</li> <li>- United Nations Sustainable Development Goals and Agenda 2030</li> <li>- Recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD)</li> <li>- Environmental taxonomy (applicable as of 2022).</li> <li>- Social Taxonomy (not yet in application)</li> <li>- Universal Declaration of Human Rights - United Nations</li> </ul>	<ul style="list-style-type: none"> <li>- Risk self-assessments and ORSA are analysed</li> <li>- Analysis of adverse climate scenarios</li> <li>- Taxonomy</li> <li>- Sustainability Report</li> </ul>	<ul style="list-style-type: none"> <li>- Internal Audit</li> <li>- Internal Control</li> <li>- Whistle-blowing Channel</li> <li>- Occupational health and safety regulations</li> <li>- Sustainability Report</li> <li>- Monitoring and adaptation of strategic planning</li> <li>- Code of Ethics</li> <li>- Written policies (e.g. sustainability policy, climate change and environment policy,...)</li> <li>- Sustainability Master Plan</li> </ul>
Other risks	Risks not included in the previous groups, such as the risk of loss arising from inadequate strategic decisions, their defective implementation or inadequate adaptation to changes in the economic or social environment (strategic risk), the risk associated with the occurrence of an event that has a negative impact on the Group's reputation (reputational risk) or the risk arising from the interdependence of the risks existing between Group entities (contagion risk)	<ul style="list-style-type: none"> <li>- Written policies</li> <li>- Reputational risk management protocol</li> <li>- Social media usage manual</li> <li>- Reputational risk management protocol</li> </ul>	<ul style="list-style-type: none"> <li>- Advertising regulations</li> <li>- UNESPA Guides to which the company has adhered.</li> <li>- Guidelines - Guidelines under the Insurance Distribution Directive on Insurance-based investment products that incorporate a structure which makes it difficult for the customer to understand the risks involved</li> </ul>	<ul style="list-style-type: none"> <li>- Risk self-assessments and ORSA are analysed.</li> <li>- Indicators to monitor media appearances and complaints through social networks</li> </ul>	<ul style="list-style-type: none"> <li>- Exhaustive monitoring of the plan in the medium-term</li> <li>- Code of ethics</li> <li>- Procedure in case of irregularities and frauds</li> <li>- Requirements of aptitude and reputation</li> <li>- Monitoring of information published in the media and social networks</li> <li>- Control of the manual for the use of social networks</li> <li>- Action protocols for the management of reputational risk events</li> <li>- Continuous monitoring of business units</li> </ul>



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# 05 Business model

## Protection and forecast

The Group reinforces its strategic purpose with positions of leadership in protection and long-term welfare for families and companies in Spain and on the coverage of commercial credit risks at international level, supported by cultural key points and promoting innovation.

## Business model

In 2021, the Group moved to fifth position in the Spanish market and maintained its share in the credit insurance segment at 26.4% internationally.

The aim of the Group is based on leadership in protection and long-term welfare for families and companies in Spain and on the coverage of commercial credit risks at international level.

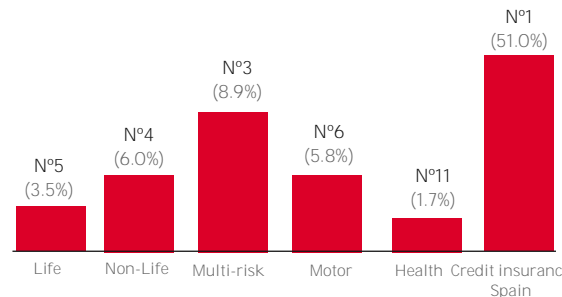
Grupo Catalana Occidente is a multinational insurance company operating in more than 50 countries through a diversified, balanced business portfolio, serving more than 4 million policyholders.

The participation of the various entities in Grupo Catalana Occidente implies, without prejudice to their legal autonomy, their integration within the corporate structure through the coordination and supervision of their activities by the parent company.

Grupo Catalana Occidente S.A. is the holding company that acts as the parent company of the Group, whose shares are listed on the Madrid and Barcelona stock exchanges, on the Continuous Market and is subject to the supervision of the National Securities Market Commission (CNMV). As an insurance company, the Group is also subject to the supervision of the Directorate General of Insurance and Pension Funds (DGSFP).

In Spain, the Group holds the fifth position in the ranking, with a market share of 5.1%: 6.0% in non-life and 3.5% in life. Furthermore, in credit insurance, the Group is the second entity worldwide, with a market share of 26.4%.

The Group's position in the Spanish insurance market



The Group bases its strategy on 3 pillars:



### Growth

Definition of the markets that the Group targets, development of appropriate products and services and establishment of adequate distribution channels in order to reach customers.



### Profitability

Recurring and sustained profitability through technical-actuarial rigour, diversification in investments and processes that allow for adjusted cost ratios and quality service.



### Solvency

Prioritising the generation and continuous growth of own resources in order to fund the expansion of the Group, guarantee ample compliance with the commitments assumed and ensure adequate returns to shareholders.

## Relationship with stakeholders

Grupo Catalana Occidente has identified six stakeholders based on the impact that its activity has on them and the relevance of each one for it.

The Group is committed to each of them, which implies maintaining a constant and transparent dialogue to understand them and integrate them into the company's activities. For this purpose, there are various communication channels through which a fluid, close and transparent relationship is maintained with stakeholders.

In addition, the various channels make it possible to identify the needs and expectations of all of them and, in this way, and applying the principle of transparency included in the code of ethics, be able to respond to them.

	Employees
	Customers
	Shareholders and investors
	Distributors / Intermediaries
	Associates/Suppliers
	Society
Our stakeholders	

## Sustainability

Grupo Catalana Occidente integrates a commitment to sustainability into its strategy, through responsible and sustainable management in environmental, social and economic issues.

The sustainability policy establishes the reference framework for managing the business in accordance with this commitment and the Sustainability Master Plan 2020-2023 is the roadmap for its development.

Detail of the progress of the Sustainability Master Plan in 2021 by line of work:



**Environmental management:** The Group has drawn up its climate change roadmap and is committed to being a Group with zero net emissions by 2050. In addition, it is committed to protecting the environment, prioritising actions that minimise impacts and developing an environmental management system.



**ESG Risk management:** In addition to integrating ESG risks alongside the traditional risks of the insurance business by including them in the Group's risk map, the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) were adopted in 2021 to help generate truthful, objective information on climate change risks.



**Responsible investments:** The Group has included ESG criteria in its investment decision-making, in accordance with the principles set out in its Responsible Investment Policy 2021, and has complied with the new regulatory requirements relating to responsible investments (Taxonomy and SFDR Regulation).



**Responsible products:** The Group has adopted the requirements established by the EU Taxonomy, classifying activities into eligible and non-eligible, and has continued to work on the design of insurance products that incorporate the sustainability preferences of its customers.



**Innovation:** The Group has the Xplora programme, an intra-entrepreneurship initiative, to promote innovation, knowledge and analysis of the trends that will shape the future of the insurance sector from within the organisation.



**Digitalization and omni-channelling** The Group is committed to the digitalization of its services and processes to offer a better experience to customers and allow them to interact through the channel of their choice.



**Communication and stakeholder relations** The Group has designed a communication campaign around sustainability to raise awareness and knowledge of ESG issues among the general population and to help raise the profile of the SDG.



**Ethics and Integrity:** ESG clauses have been included in contracts with the Group's suppliers to ensure that they comply with the same ethical and sustainability principles, labour regulations and tax obligations.



**Employee experience:** An employee satisfaction survey was carried out in order to ascertain their opinion and measure the organisational climate. In addition, the teleworking model has been incorporated to promote work flexibility and allow employees to better reconcile their work and personal lives.

**Formalise investment in society and volunteering** We have developed corporate volunteering initiatives, generating a culture of collaboration and support for other social groups in need. In addition, through the Fundación Jesús Serra, we have continued to develop social action projects that help to improve people's lives.

**The new sustainability policy** The new Sustainability Policy aims to respond to an increasingly demanding European and national regulatory framework, which includes the United Nations 2030 Agenda, the Paris Agreement of the United Nations Framework Convention on Climate Change, the European Green Pact and the European Strategy for decarbonisation to 2050.

Externally, the Group strengthens its commitment to the United Nations Global Compact Principles, the United Nations Principles for Responsible Investment (PRI), the Principles for Sustainable Insurance (PSI) and the Sustainable Development Goals (SDGs).

Internally, the Policy is the key instrument to strengthen the Group's commitment to sustainability and lays the foundations on which to develop the Sustainability Master Plan.

**Average payment period for suppliers** The Group has no outstanding balance due to suppliers with a deferral exceeding the legal limit (30 days, unless there is an existing agreement with the parties). For more information, see Note 21c. of the Notes to the report.

For further information, please refer to the Sustainability Report - Statement of Non-Financial Information of Grupo Catalana Occidente audited and published on our website [www.grupocatalanaoccidente.com](http://www.grupocatalanaoccidente.com).



## Innovation

The culture, offer and customer, main areas of the transformation plan of Grupo Catalana Occidente.

The Group considers that a culture that embraces change and, at the same time, encourages and motivates innovation among employees, is a fundamental pillar in order to be able to adapt the offer of products and services to meet the needs of **all kinds of customers**. In 2021, the Group invested **€86.1 million in the activity (€67.9 million in 2020)**.

### Xplora Programme

Xplora is the Group's intrapreneurship programme that helps the organisation to understand, own and enthusiastically promote an innovative corporate culture.

This programme includes training in innovation and a platform designed so that employees can propose ideas that allow Grupo Catalana Occidente to improve its products and services.

#### Xplora Space Platform

Through the Xplora Space platform, Group employees can read news about new trends in innovation and contribute ideas to challenges launched by the organisation.

In the last year, employees have contributed more than 41 ideas to the 4 proposed challenges. Of these, 9 ideas have been supported; 3 are in the project stage. It should also be noted that one of these ideas, in addition to being conceptualised and being put into operation, is already in the pilot stage being tested with certain users.

Innovation training with Xplora Academy and Xplora Inspira

Xplora Academy is the Group's innovation and digital transformation training programme. Through it, workshops are held for employees and advanced training is provided in Agile and innovation methodologies.

In addition, under Xplora Inspira, the Group continued to organise inspirational days attended by 830 employees in order to convey the latest trends in the market.

#### Xplora Stars for new product development

In 2020, Xplora Stars was created with the aim of developing new products and services, relying on the collaboration and ideas of employees and mediators for their development. In 2021, three new products were defined under this new initiative, and two of them are already in the pilot stage.

- 1) Xplora Stars Cyber-Security: cybersecurity insurance focused on families for the prevention, detection and resolution of incidents related to digital risks.
- 2) Xplora Stars Mobility: comprehensive mobility insurance that insures the person regardless of the means of transport used (except for cars and motorcycles owned).
- 3) Xplora Stars for the elderly and very elderly: personalised telephone service for seniors that offers them a differential treatment and the possibility of contracting multiple services of necessity.

#### Xplora Ingenia

In 2021, the new Xplora Ingenia programme was launched, through which Prepersa's Technical Repair Service (T.R.S.) contributes ideas to challenges launched by the organisation.

During the year, more than 98 ideas have been contributed to the 3 proposed challenges. Of these, 18 ideas have been supported. According to the satisfaction survey, the S.T.R. is satisfied with the programme and highly appreciates being able to contribute innovative ideas that can improve the Group's services.

## Atradius Business Transformation Programme

In 2019, the credit insurance business started the "Shaping Tomorrow Together" initiative with the goal of fostering a culture of employee growth and development, as well as adoption of new technologies, that would make them drivers of change and transformation. In a year as challenging as 2021, Atradius has continued to demonstrate its agile adaptation to a completely new situation and the rapid adoption of technologies that have enabled it to continue offering excellent customer service.

In addition, the Evolve+ programme has promoted the innovative culture at Atradius through the organisation of webinars in which a significant number of employees, including Atradius management, have participated, and meetings have been held in collaboration with other managers in the sector.

In parallel, Atradius Academy has been a fundamental support in employee development through digital media such as e-learning platforms, newsletters and social media. By addressing topics such as vitality, remote working and well-being in difficult times, we have encouraged the creation of an environment where learning and development are part of the normal working dynamics. In addition, wellness improvement programmes have been launched, with webinars and practical sessions where ways to manage stress in the new work dynamics have been analysed.

## Innovation for the customer

Despite being a year in which COVID-19 has continued to have an impact, in 2021 we have continued to develop innovation initiatives, among which the following stand out:

- Expansion of Arcade in different countries, Crédito y Caución's main application, to different countries, which has made it possible to perform administrative tasks more efficiently.
- At the beginning of the year, the replacement of the risk and underwriting platform at Atradius was implemented, creating a single underwriting solution with harmonised and efficient processes.
- Development and implementation of the Bonding application, which allows customers, brokers and insurance agents to have a state-of-the-art experience through online tools.
- Redesign of the Atrium service, through a new and complete system with additional functionalities and a new, more intuitive look and feel. All of this is supported by new technology that has increased performance and maintainability.
- Launch of CIBTWave2, a subscription platform serving all Atradius Crédito y Caución risk teams worldwide.
- Alliance with the Cuideo start-up to improve the quality of life of senior clients of traditional business companies, providing them with dependency counselling, continuous home care and an innovative personal telecare device.
- Launch of the new app for traditional business customers, which allows them to access the e-client area, consult policies and receipts, follow up on claims, declare motor claims, access the chat for resolving doubts at any time, manage savings and medical acts, and locate the nearest auto repair shop, among others.
- New whatsapp channel for traditional business customers, served by the contact centre.

## Technology and operations

The Group is making decisive progress in digitization.

In 2021, the efforts with regards to digital transformation were significantly increased.

- **Artificial Intelligence / Data Science**  
Artificial intelligence and, in particular, the application of Machine Learning self-learning techniques remain a key initiative of the Group to improve the operational efficiency of internal processes and enhance the quality of service to our customers. This year the Group has implemented customer segmentation systems that will enable it to carry out personalised actions and campaigns and develop loyalty policies.
- **Unification of platforms**  
A project that aims to provide a technological framework common to all companies of traditional business in the Group and to improve the efficiency of processes and promote technological synergies.
- **Video loss adjustment**  
In order to improve the customer experience in the context of the healthcare situation, the Group has adapted its loss adjustment processes by implementing a video loss adjustment system as the most appropriate means of carrying out this work when an on-site visit is not possible. In addition, this service minimises the impact on pollution caused by our employees' journeys.

## Creation of value

The vocation of Grupo Catalana Occidente is to create a solid business and generate sustainable value. In **2021, the Group distributed €3,905.5 million to society.**

**Sustainable value is the result of focusing the Group's activity** not only on obtaining good financial results but also on favouring the well-being of the people that form part of the stakeholders and society as a whole in the short and long term.

(figures in € million)

	2019	2020	2021
Direct economic value generated	4,145.5	4,330.8	3,905.5
Distributed economic value	4,035.1	3,933.5	3,883.3
Provisions provided to customers	2,461.5	2,385.9	2,183.8
Public Administrations	465.3	452.5	541.1
Intermediaries	505.6	512.2	542.0
Employees	499.7	496.6	504.7
Shareholders	100.5	81.5	107.7
Contributions to non-profit entities and foundations	2.5	4.8	4.0
Retained economic value	110.4	397.3	22.2

\*The direct economic value generated responds to the aggregation of the distributed value and the retained value. Contributions to foundations and non-profit entities include the contributions with UNESPA to the COVID-19 fund for healthcare and the contributions of the Group's entities to the Fundación Jesús Serra.

## Business units

### Traditional business

The traditional business offers families and SME a wide range of insurance products to cover any customer need, at any stage of life, through a network of professional brokers and more than 1,450 offices.

The business lines offered are:

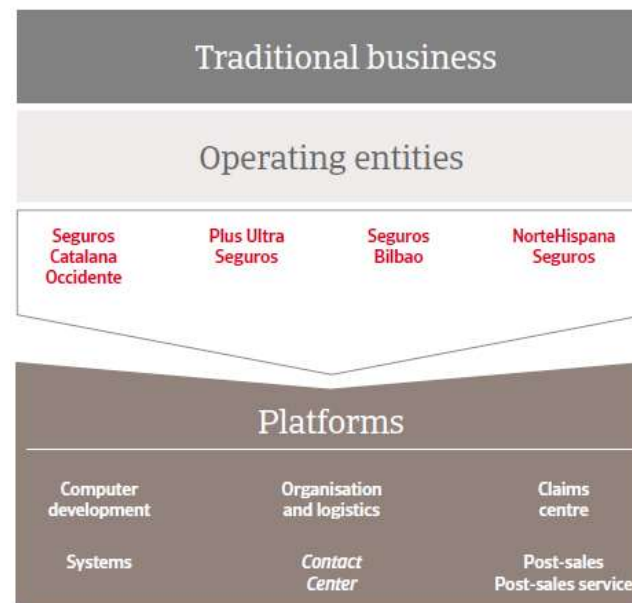


The brands of the Group in the traditional business are:



The Group's operating platforms in the traditional business:

The entities of the traditional business share different operating platforms in order to improve efficiency and offer quality service to customers.



Focus on the service:

- Personalisation.
- Immediate resolution.
- Self-service.

Credit insurance business

Through credit insurance, the Group provides products and services that contribute to the growth of companies throughout the world by protecting them from the default risk associated with selling products and services with payment in instalments. This is a business structurally linked to economic performance and, in particular, to the performance of corporate defaults worldwide and of the global trade volume.

The business lines offered are:



The brands of the Group for credit insurance are:



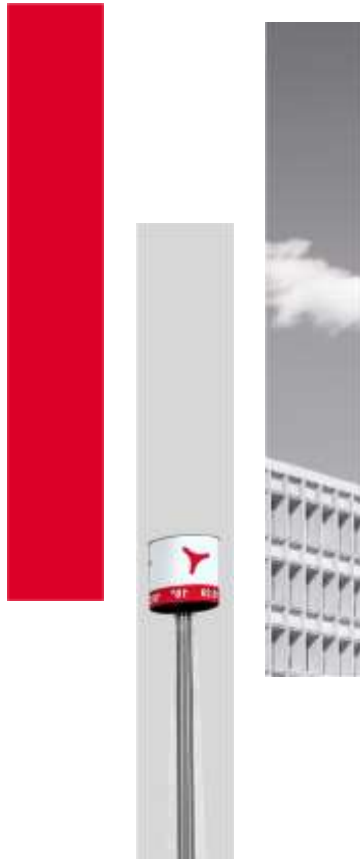
## Corporate structure

Grupo Catalana Occidente is made up of 50 companies, mostly involved in the insurance business. The parent company is Grupo Catalana Occidente S.A. (with corporate address at Paseo de la Castellana 4, 28046 Madrid), which directly and indirectly administers and manages the investments of all different entities that make up the Group.

The following table reflects the main entities included in the consolidation perimeter of the Group at the close of 2021. All of them have their own organisational structure and network. From an organisational point of view they have a structure with centralisation and decentralisation of operations, with the following service centres: two underwriting centres, six claims centres, an administrative accounting centre and a call centre.

GRUPO CATALANA OCCIDENTE		
Main entities		
Seguros Catalana Occidente	Tecniseguros	GCO Gestión de Activos
Seguros Bilbao	Bilbao Vida	GCO Gestora de Pensiones
NorteHispana Seguros	S. Órbita	Catoc SICAV
Plus Ultra Seguros	Previsora Bilbaina Agencia de Seguros	Bilbao Hipotecaria
GCO Re	Bilbao Telemark	Sogesco
	Inversions Catalana Occident	Hercasol SICAV
	CO Capital Ag. Valores	GCO Activos Inmobiliarios
	Cosalud Servicios	
	GCO Tecnología y Servicios	
	Prepersa	
	GCO Contact Centre	
	Grupo Asistea	
Atradius Crédito y Caución	Atradius Collections	Grupo Compañía Española Crédito y Caución
Atradius Re	Atradius Dutch State Business	Atradius NV
Atradius ATCI	Atradius Information Services	Atradius Participations Holding
Atradius Seguros de Crédito México	Iberinform International	Atradius Finance
Atradius Rus Credit Insurance	Graydon	
Crédito y Caución Seguradora de Crédito e Grantias Brazil		
INSURANCE COMPANIES	COMPLEMENTARY INSURANCE COMPANIES	INVESTMENT COMPANIES

Traditional business
Credit insurance business



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## 06 Non-financial information statement

The statement of non-financial information, as referred to in Articles 262 of the Capital Companies Law and 49 of the Code of Commerce, is presented in a separate report entitled "Sustainability Report - Non-Financial Information Statement". In the aforementioned consolidated report of Grupo Catalana Occidente, S.A. and its subsidiaries for the 2021 financial year, it is expressly stated that the information contained in this document forms part of this consolidated management report. This document is subject to verification by an independent verification service provider and is subject to the same criteria and requirements for approval, filing and publication as this Consolidated Management Report. The aforementioned report is available on the CNMV website as well as on the corporate website.

<https://www.grupocatalanaoccidente.com/informacion-no-financiera/informes>



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# 07 Annual corporate governance report

In accordance with the provisions of Article 538 of Royal Legislative Decree 1/2010, of 2 July, which approves the revised text of the Capital Companies Law, the Annual Corporate Governance Report is included in this Management Report in a separate section.

The content of this section of the Management Report coincides with that of the Annual Corporate Governance Report also submitted, as a separate document, to the National Securities Market Commission (CNMV) for publication on [www.cnmv.es](http://www.cnmv.es)

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**DATOS IDENTIFICATIVOS DEL EMISOR**

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Fecha fin del ejercicio de referencia: [ 31/12/2021 ]

CIF: [ A-08168064 ]

Denominación Social:

[ **GRUPO CATALANA OCCIDENTE, S.A.** ]

Domicilio social:

[ PASEO DE LA CASTELLANA, 4 MADRID ]

**A. ESTRUCTURA DE LA PROPIEDAD**

**A.1.** Complete el siguiente cuadro sobre el capital social y los derechos de voto atribuidos, incluidos, en su caso, los correspondientes a las acciones con voto por lealtad, a la fecha de cierre del ejercicio:

Indique si los estatutos de la sociedad contienen la previsión de voto doble por lealtad:

Sí  
 No

Fecha de última modificación	Capital social (€)	Número de acciones	Número de derechos de voto
25/05/2006	36.000.000,00	120.000.000	120.000.000

Indique si existen distintas clases de acciones con diferentes derechos asociados:

Sí  
 No

**A.2.** Detalle los titulares directos e indirectos de participaciones significativas a la fecha de cierre del ejercicio, incluidos los consejeros que tengan una participación significativa:

Nombre o denominación social del accionista	% derechos de voto atribuidos a las acciones		% derechos de voto a través de instrumentos financieros		% total de derechos de voto
	Directo	Indirecto	Directo	Indirecto	
CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	0,01	61,94	0,01	61,94	61,95

En fecha 28 de junio de 2021 fueron formalizadas las fusiones por absorción de (i) Corporación Catalana Occidente, S.A.U. por Inoc, S.A., y (ii) Depsa 96, S.A.U. por Co Sociedad de Gestión y Participación, S.A., asumiendo las segundas todos los derechos y obligaciones de las primeras, respectivamente, por sucesión universal, incluyendo su participación directa (29,40% y 0,01%, respectivamente) en Grupo Catalana Occidente, S.A.

Como consecuencia de la citada operación, un 0,01% de la participación total de Co Sociedad de Gestión y Participación, S.A. en la Entidad ha pasado de indirecta a directa.

Detalle de la participación indirecta:

Nombre o denominación social del titular indirecto	Nombre o denominación social del titular directo	% derechos de voto atribuidos a las acciones	% derechos de voto a través de instrumentos financieros	% total de derechos de voto
CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	LA PREVISIÓN 96, S.A.	25,00	0,00	25,00



Nombre o denominación social del titular indirecto	Nombre o denominación social del titular directo	% derechos de voto atribuidos a las acciones	% derechos de voto a través de instrumentos financieros	% total de derechos de voto
CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	INOC, S.A.	36,94	0,00	36,94

Como consecuencia de la citada operación, la participación directa de INOC, S.A. en la Entidad ha aumentado del 7,55% al 36,94%, si bien su participación total directa e indirecta no se ha visto modificada.

Indique los movimientos en la estructura accionarial más significativos acaecidos durante el ejercicio:

**Movimientos más significativos**

Como consecuencia de la fusión de Corporación Catalana Occidente, S.A.U. por parte de Inoc, S.A en fecha 28 de junio de 2021, la participación indirecta de Co Sociedad de Gestión y Participación, S.A. a través de Inoc, S.A. se ha visto incrementada respecto al ejercicio anterior del 7,55% al 36,94%, si bien su participación total directa e indirecta no se ha visto modificada.

**A.3.** Detalle, cualquiera que sea el porcentaje, la participación al cierre del ejercicio de los miembros del consejo de administración que sean titulares de derechos de voto atribuidos a acciones de la sociedad o a través de instrumentos financieros, excluidos los consejeros que se hayan identificado en el apartado A.2, anterior:

Nombre o denominación social del consejero	% derechos de voto atribuidos a las acciones		% derechos de voto a través de instrumentos financieros		% total de derechos de voto	% derechos de voto que pueden ser transmitidos a través de instrumentos financieros	
	Directo	Indirecto	Directo	Indirecto		Directo	Indirecto
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	0,00	0,00	0,00	0,00	0,00	0,00	0,00
DON FEDERICO HALPERN BLASCO	0,03	0,02	0,00	0,00	0,05	0,00	0,00
DON JOSÉ MARÍA SERRA FARRÉ	0,45	0,01	0,00	0,00	0,46	0,00	0,00
DON FRANCISCO JAVIER PÉREZ FARGUELL	0,00	0,01	0,00	0,00	0,01	0,00	0,00
DON JUAN IGNACIO GUERRERO GILABERT	0,00	0,00	0,00	0,00	0,00	0,00	0,00
DOÑA MARÍA ASSUMPTA SOLER SERRA	2,10	0,00	0,00	0,00	2,10	0,00	0,00
DON FRANCISCO JOSÉ ARREGUI LABORDA	0,05	0,03	0,00	0,00	0,08	0,00	0,00

Nombre o denominación social del consejero	% derechos de voto atribuidos a las acciones		% derechos de voto a través de instrumentos financieros		% total de derechos de voto	% derechos de voto que pueden ser transmitidos a través de instrumentos financieros	
	Directo	Indirecto	Directo	Indirecto		Directo	Indirecto
DON HUGO SERRA CALDERÓN	0,01	0,09	0,00	0,00	0,10	0,00	0,00
DON JORGE ENRICH IZARD	0,00	0,00	0,00	0,00	0,00	0,00	0,00
JUSAL, S.L.	0,00	0,00	0,00	0,00	0,00	0,00	0,00
DON ALBERTO THIEBAUT ESTRADA	0,02	0,01	0,00	0,00	0,03	0,00	0,00
DON FERNANDO VILLAVECCHIA OBREGÓN	0,08	0,06	0,00	0,00	0,14	0,00	0,00
DON ENRIQUE GIRÓ GODÓ	0,22	0,68	0,00	0,00	0,90	0,00	0,00
GESTIÓN DE ACTIVOS Y VALORES, S.L.	0,04	0,03	0,00	0,00	0,07	0,00	0,00
DON JORGE ENRICH SERRA	0,00	0,00	0,00	0,00	0,00	0,00	0,00
LACANUDA CONSELL, S.L.	0,00	0,00	0,00	0,00	0,00	0,00	0,00

% total de derechos de voto titularidad de miembros del consejo de administración	3,94
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Detalle de la participación indirecta:

Nombre o denominación social del consejero	Nombre o denominación social del titular directo	% derechos de voto atribuidos a las acciones	% derechos de voto a través de instrumentos financieros	% total de derechos de voto	% derechos de voto que pueden ser transmitidos a través de instrumentos financieros
Sin datos					

Detalle el porcentaje total de derechos de voto representados en el consejo:

% total de derechos de voto representados en el consejo de administración	0,00
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**A.4.** Indique, en su caso, las relaciones de índole familiar, comercial, contractual o societaria que existan entre los titulares de participaciones significativas, en la medida en que sean conocidas por la sociedad, salvo que sean escasamente relevantes o deriven del giro o tráfico comercial ordinario, excepto las que se informen en el apartado A.6:

Nombre o denominación social relacionados	Tipo de relación	Breve descripción
Sin datos		

**A.5.** Indique, en su caso, las relaciones de índole comercial, contractual o societaria que existan entre los titulares de participaciones significativas, y la sociedad y/o su grupo, salvo que sean escasamente relevantes o deriven del giro o tráfico comercial ordinario:

Nombre o denominación social relacionados	Tipo de relación	Breve descripción
Sin datos		

**A.6.** Describa las relaciones, salvo que sean escasamente relevantes para las dos partes, que existan entre los accionistas significativos o representados en el consejo y los consejeros, o sus representantes, en el caso de administradores persona jurídica.

Explique, en su caso, cómo están representados los accionistas significativos. En concreto, se indicarán aquellos consejeros que hubieran sido nombrados en representación de accionistas significativos, aquellos cuyo nombramiento hubiera sido promovido por accionistas significativos, o que estuvieran vinculados a accionistas significativos y/o entidades de su grupo, con especificación de la naturaleza de tales relaciones de vinculación. En particular, se mencionará, en su caso, la existencia, identidad y cargo de miembros del consejo, o representantes de consejeros, de la sociedad cotizada, que sean, a su vez, miembros del órgano de administración, o sus representantes, en sociedades que ostenten participaciones significativas de la sociedad cotizada o en entidades del grupo de dichos accionistas significativos:

Nombre o denominación social del consejero o representante, vinculado	Nombre o denominación social del accionista significativo vinculado	Denominación social de la sociedad del grupo del accionista significativo	Descripción relación/cargo
DON JOSÉ MARÍA SERRA FARRÉ	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Presidente
DON ALBERTO THIEBAUT ESTRADA	INOC, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Representante persona física del Consejero COTYP, S.L.
DON JORGE ENRICH IZARD	DEPSA 96, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Consejero
DON FEDERICO HALPERN BLASCO	DEPSA 96, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Consejero

Nombre o denominación social del consejero o representante, vinculado	Nombre o denominación social del accionista significativo vinculado	Denominación social de la sociedad del grupo del accionista significativo	Descripción relación/cargo
DON FERNANDO VILLAVECCHIA OBREGÓN	INOC, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Representante persona física del Consejero VILLASA, S.L.
DON FRANCISCO JOSÉ ARREGUI LABORDA	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Consejero Secretario
DON HUGO SERRA CALDERÓN	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Consejero Delegado Mancomunado
JUSAL, S.L.	LA PREVISIÓN 96, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Accionista minoritario
GESTIÓN DE ACTIVOS Y VALORES, S.L.	INOC, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Vicepresidente
DON JORGE ENRICH SERRA	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Consejero Delegado Mancomunado
LACANUDA CONSELL, S.L.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Consejero Delegado Mancomunado

Don Enrique Giró Godó y Doña Assumpta Soler Serra fueron nombrados consejeros dominicales a propuesta de INOC, S.A., si bien no tienen vinculación con este accionista.

Don Federico Halpern Blasco y Don Jorge Enrich Izard fueron nombrados consejeros dominicales a propuesta de Depsa 96, S.A.U. que, como se ha indicado en las observaciones del apartado A.2 anterior, fue absorbida en el ejercicio 2021 por Co Sociedad de Gestión y Participación, S.A.

En el caso de Lacanuda Consell, S.L. su representante persona física es consejero delegado mancomunado en Co Sociedad de Gestión y Participación, S.A.

**A.7.** Indique si han sido comunicados a la sociedad pactos parasociales que la afecten según lo establecido en los artículos 530 y 531 de la Ley de Sociedades de Capital. En su caso, descríbalos brevemente y relacione los accionistas vinculados por el pacto:

Sí  
 No

Indique si la sociedad conoce la existencia de acciones concertadas entre sus accionistas. En su caso, descríbalas brevemente:

Sí  
 No

En el caso de que durante el ejercicio se haya producido alguna modificación o ruptura de dichos pactos o acuerdos o acciones concertadas, indíquelo expresamente:

**A.8.** Indique si existe alguna persona física o jurídica que ejerza o pueda ejercer el control sobre la sociedad de acuerdo con el artículo 5 de la Ley del Mercado de Valores. En su caso, identifíquela:

[√] Sí  
[ ] No

Nombre o denominación social
CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.

**A.9.** Complete los siguientes cuadros sobre la autocartera de la sociedad:

A fecha de cierre del ejercicio:

Número de acciones directas	Número de acciones indirectas(*)	% total sobre capital social
	2.018.515	1,68

(\*) A través de:

Nombre o denominación social del titular directo de la participación	Número de acciones directas
SOCIEDAD GESTIÓN CATALANA OCCIDENTE, S.A.	2.018.515
Total	2.018.515

**A.10.** Detalle las condiciones y plazo del mandato vigente de la junta de accionistas al consejo de administración para emitir, recomprar o transmitir acciones propias:

El Consejo de Administración de Grupo Catalana Occidente, S.A. (la "Sociedad") está autorizado y facultado para la adquisición derivativa de acciones propias, bien sea directamente o a través de sociedades filiales, por cualquiera de las modalidades de adquisición que admite la Ley dentro de los límites y con sujeción a los requisitos establecidos en la Ley de Sociedades de Capital ("LSC"), y, en particular, a los siguientes:

- (i) El valor nominal de las acciones adquiridas, directa o indirectamente, sumándose al de las que ya posean la Sociedad y sus sociedades filiales, y, en su caso, la sociedad dominante y sus filiales, no podrá exceder del 10% del capital social de la Sociedad.
- (ii) La adquisición de acciones, comprendidas las que la Sociedad o persona que actuase en nombre propio pero por cuenta de aquélla hubiese adquirido con anterioridad y tuviese en cartera, no podrá producir el efecto de que el patrimonio neto, tal como se define en el artículo 146 LSC, resulte inferior al importe del capital social más las reservas legal o estatutariamente indisponibles.
- (iii) Las modalidades de adquisición podrán consistir tanto en compraventa como en permuta como en cualquier otra modalidad de negocio a título oneroso, según las circunstancias, de acciones íntegramente desembolsadas, libres de toda carga o gravamen y que no lleven aparejada la obligación de realizar prestaciones accesorias.
- (iv) El contravalor mínimo y máximo de adquisición serán el de su valor de cotización reducido o incrementado en un 10%, respectivamente, en la fecha en que se lleve a término la operación de que se trate.

La actual autorización se otorgó por un plazo de cinco años en la Junta General de Accionistas celebrada el pasado 29 de octubre de 2020.

En el marco de la citada autorización, el Consejo de Administración establecerá la política de actuación en materia de autocartera, pudiendo delegar en el Presidente y/o en el Consejero Delegado de la Sociedad, la ejecución de dicha política de actuación. Asimismo, el Consejo de Administración deberá controlar especialmente que, en el momento de cualquier adquisición autorizada, se respeten las condiciones establecidas en el acuerdo y en la Ley (especialmente en la normativa sobre abuso de mercado comunitaria y estatal).

Asimismo, las adquisiciones que se realicen con base en la indicada autorización podrán tener por objeto acciones que hayan de ser entregadas, en aplicación de programas retributivos de la Sociedad y su Grupo, a los trabajadores o administradores de la Sociedad y sus sociedades filiales, directamente o como consecuencia del ejercicio de opción de que aquéllos sean titulares, para lo cual podrá utilizarse la autocartera existente de la Sociedad, o llevar a término nuevas adquisiciones al amparo de la indicada autorización.

**A.11. Capital flotante estimado:**

	%
Capital flotante estimado	32,43

**A.12.** Indique si existe cualquier restricción (estatutaria, legislativa o de cualquier índole) a la transmisibilidad de valores y/o cualquier restricción al derecho de voto. En particular, se comunicará la existencia de cualquier tipo de restricciones que puedan dificultar la toma de control de la sociedad mediante la adquisición de sus acciones en el mercado, así como aquellos regímenes de autorización o comunicación previa que, sobre las adquisiciones o transmisiones de instrumentos financieros de la compañía, le sean aplicables por normativa sectorial.

Sí  
 No

**Descripción de las restricciones**

No existen restricciones al derecho de voto, ya que cada acción da derecho a un voto. No obstante, de conformidad con los Estatutos Sociales y el Reglamento de la Junta General, para asistir a la Junta General de Accionistas se exige un mínimo de 250 acciones inscritas en el Registro Contable correspondiente, con una antelación mínima de cinco días a la fecha de celebración de la Junta. Los accionistas titulares de un número inferior de acciones podrán agruparlas hasta completar al menos dicho número, designando entre ellos un representante.

Asimismo, aplican las restricciones propias de la normativa de seguros (Ley 20/2015, de 14 de julio, de ordenación, supervisión y solvencia de las entidades aseguradoras y reaseguradoras y su normativa de desarrollo) que somete a requisitos administrativos la adquisición directa o indirecta de acciones o compañías aseguradoras en función de unos determinados umbrales.

**A.13.** Indique si la junta general ha acordado adoptar medidas de neutralización frente a una oferta pública de adquisición en virtud de lo dispuesto en la Ley 6/2007.

Sí  
 No

En su caso, explique las medidas aprobadas y los términos en que se producirá la ineficiencia de las restricciones:

**A.14.** Indique si la sociedad ha emitido valores que no se negocian en un mercado regulado de la Unión Europea.

Sí  
 No

En su caso, indique las distintas clases de acciones y, para cada clase de acciones, los derechos y obligaciones que confiera:

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**B. JUNTA GENERAL**

**B.1.** Indique y, en su caso detalle, si existen diferencias con el régimen de mínimos previsto en la Ley de Sociedades de Capital (LSC) respecto al quórum de constitución de la junta general:

Sí  
 No

**B.2.** Indique y, en su caso, detalle si existen diferencias con el régimen previsto en la Ley de Sociedades de Capital (LSC) para la adopción de acuerdos sociales:

Sí  
 No

**B.3.** Indique las normas aplicables a la modificación de los estatutos de la sociedad. En particular, se comunicarán las mayorías previstas para la modificación de los estatutos, así como, en su caso, las normas previstas para la tutela de los derechos de los socios en la modificación de los estatutos.

Las normas existentes para la modificación de Estatutos Sociales son iguales a las establecidas en la LSC. Así, en el artículo 10 de los Estatutos Sociales se establece que para que la Junta pueda acordar válidamente el aumento o disminución de capital y, en general, cualquier modificación de los Estatutos Sociales, se exigirán los quórums de asistencia y, en su caso, mayorías dispuestos en los artículos 194 y 201 LSC.

Asimismo, conforme a lo dispuesto en los artículos 286 y 287 LSC, en caso de modificación de los estatutos, los administradores o, en su caso, los accionistas autores de la propuesta deberán redactar el texto íntegro de la modificación que proponen y un informe escrito justificativo de la modificación, que deberá ser puesto a disposición de los accionistas con ocasión de la convocatoria de la junta que debata sobre dicha modificación.

En virtud de los artículos 197.bis LSC y 4.8 del Reglamento de la Junta General, se votarán separadamente aquellos asuntos que sean sustancialmente independientes, como las modificaciones de los Estatutos, en cuyo caso, se votará separadamente cada artículo o grupo de artículos con contenido independiente. No obstante, se votarán conjuntamente las propuestas de aprobación de un texto completo de los Estatutos.

**B.4.** Indique los datos de asistencia en las juntas generales celebradas en el ejercicio al que se refiere el presente informe y los de los dos ejercicios anteriores:

Fecha junta general	Datos de asistencia					Total
	% de presencia física	% en representación	% voto a distancia			
			Voto electrónico	Otros		
25/04/2019	65,19	15,11	0,00	0,20	80,50	
De los que Capital flotante	0,53	15,08	0,00	0,20	15,81	
30/04/2020	62,01	11,48	0,00	2,23	75,72	
De los que Capital flotante	0,00	9,32	0,00	0,81	10,13	
29/10/2020	62,47	13,57	0,00	0,36	76,40	
De los que Capital flotante	0,03	10,73	0,00	0,36	11,12	
29/04/2021	62,66	16,90	0,06	0,42	80,04	
De los que Capital flotante	0,22	13,80	0,06	0,42	14,50	

**B.5.** Indique si en las juntas generales celebradas en el ejercicio ha habido algún punto del orden del día que, por cualquier motivo, no haya sido aprobado por los accionistas:

Sí  
 No

**B.6.** Indique si existe alguna restricción estatutaria que establezca un número mínimo de acciones necesarias para asistir a la junta general, o para votar a distancia:

Sí  
 No

Número de acciones necesarias para asistir a la junta general	250
Número de acciones necesarias para votar a distancia	1

No existen restricciones de voto ni número mínimo en el caso del voto a distancia.

**B.7.** Indique si se ha establecido que determinadas decisiones, distintas a las establecidas por Ley, que entrañan una adquisición, enajenación, la aportación a otra sociedad de activos esenciales u otras operaciones corporativas similares, deben ser sometidas a la aprobación de la junta general de accionistas:

Sí  
 No

**B.8.** Indique la dirección y modo de acceso a la página web de la sociedad a la información sobre gobierno corporativo y otra información sobre las juntas generales que deba ponerse a disposición de los accionistas a través de la página web de la Sociedad:

La dirección de la página web corporativa de la sociedad es: [www.grupocatalanaoccidente.com](http://www.grupocatalanaoccidente.com)



El modo de acceso al contenido de la información sobre gobierno corporativo y otra información sobre las juntas generales que deba ponerse a disposición de los accionistas a través de la indicada página web corporativa, se encuentra dentro del apartado "Junta General de Accionistas", claramente accesible a través de los enlaces "Accionistas e Inversores"- "Estructura de Gobierno".

**C. ESTRUCTURA DE LA ADMINISTRACION DE LA SOCIEDAD**

**C.1. Consejo de administración**

C.1.1 Número máximo y mínimo de consejeros previstos en los estatutos sociales y el número fijado por la junta general:

Número máximo de consejeros	18
Número mínimo de consejeros	9
Número de consejeros fijado por la junta	16

Si bien a fecha 31 de diciembre de 2021 el Consejo de Administración contaba con 16 miembros, con la renuncia del consejero delegado D. José Ignacio Álvarez Juste con efectos desde el final de dicha fecha, sin que se cubriera su vacante, el tamaño del Consejo se ha reducido a 15 miembros.

Asimismo, la propuesta presentada por el Consejo de Administración en fecha 24 de febrero de 2022 a la Junta General de Accionistas a celebrar el próximo 28 de abril de 2022, prevé (i) no cubrir dicha vacante, y (ii) reducir estatutariamente el número mínimo y máximo de miembros del Consejo, a los señalados en la Recomendación 13 del Código de Buen Gobierno de las Sociedades Cotizadas, esto es 5 y 15 miembros, respectivamente, y (iii) fijar el número de miembros en 10 consejeros.

C.1.2 Complete el siguiente cuadro con los miembros del consejo:

Nombre o denominación social del consejero	Representante	Categoría del consejero	Cargo en el consejo	Fecha primer nombramiento	Fecha último nombramiento	Procedimiento de elección
DON JOSÉ MARÍA SERRA FARRÉ		Ejecutivo	PRESIDENTE	15/04/1975	30/04/2020	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON ALBERTO THIEBAUT ESTRADA		Dominical	CONSEJERO	30/04/2020	30/04/2020	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON JORGE ENRICH IZARD		Dominical	CONSEJERO	29/04/1993	29/04/2021	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON FEDERICO HALPERN BLASCO		Dominical	CONSEJERO	25/11/1993	30/04/2020	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON JOSÉ IGNACIO ÁLVAREZ JUSTE		Ejecutivo	CONSEJERO DELEGADO	26/04/2012	25/04/2019	ACUERDO JUNTA GENERAL DE ACCIONISTAS

Nombre o denominación social del consejero	Representante	Categoría del consejero	Cargo en el consejo	Fecha primer nombramiento	Fecha último nombramiento	Procedimiento de elección
DON FERNANDO VILLAVECCHIA OBREGÓN		Dominical	CONSEJERO	30/04/2020	30/04/2020	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON FRANCISCO JAVIER PÉREZ FARGUELL		Independiente	CONSEJERO	25/02/2015	25/04/2019	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON JUAN IGNACIO GUERRERO GILABERT		Independiente	CONSEJERO	28/04/2011	29/04/2021	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DOÑA MARÍA ASSUMPTA SOLER SERRA		Dominical	CONSEJERO	24/09/2009	29/04/2021	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON ENRIQUE GIRÓ GODÓ		Dominical	CONSEJERO	28/02/2019	25/04/2019	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON FRANCISCO JOSÉ ARREGUI LABORDA		Ejecutivo	SECRETARIO CONSEJERO	29/01/1998	25/04/2019	ACUERDO JUNTA GENERAL DE ACCIONISTAS
DON HUGO SERRA CALDERÓN		Ejecutivo	VICEPRESIDENTE	27/06/2013	26/04/2018	ACUERDO JUNTA GENERAL DE ACCIONISTAS
JUSAL, S.L.	DON JOSÉ MARIA JUNCADELLA SALA	Dominical	CONSEJERO	29/04/2010	26/04/2018	ACUERDO JUNTA GENERAL DE ACCIONISTAS
GESTIÓN DE ACTIVOS Y VALORES, S.L.	DON ÁLVARO JUNCADELLA DE PALLEJÁ	Dominical	CONSEJERO	25/05/2017	26/04/2018	ACUERDO JUNTA GENERAL DE ACCIONISTAS
LACANUDA CONSELL, S.L.	DON CARLOS FEDERICO HALPERN SERRA	Dominical	CONSEJERO	29/04/2010	26/04/2018	ACUERDO JUNTA GENERAL DE ACCIONISTAS

Nombre o denominación social del consejero	Representante	Categoría del consejero	Cargo en el consejo	Fecha primer nombramiento	Fecha último nombramiento	Procedimiento de elección
DON JORGE ENRICH SERRA		Dominical	CONSEJERO	29/04/2021	29/04/2021	ACUERDO JUNTA GENERAL DE ACCIONISTAS

Número total de consejeros	16
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Indique los ceses que, ya sea por dimisión o por acuerdo de la junta general, se hayan producido en el consejo de administración durante el periodo sujeto a información:

Nombre o denominación social del consejero	Categoría del consejero en el momento del cese	Fecha del último nombramiento	Fecha de baja	Comisiones especializadas de las que era miembro	Indique si el cese se ha producido antes del fin del mandato
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	Ejecutivo	25/04/2019	31/12/2021	No aplicable	SI

Causa del cese, cuando se haya producido antes del término del mandato y otras observaciones; información sobre si el consejero ha remitido una carta al resto de miembros del consejo y, en el caso de ceses de consejeros no ejecutivos, explicación o parecer del consejero que ha sido cesado por la junta general

En fecha 14 de octubre de 2021, el consejero delegado D. José Ignacio Álvarez Juste remitió una carta al consejo de administración presentando su dimisión con efectos al final del día 31 de diciembre de 2021, invocando motivos personales, tanto a su cargo como miembro del consejo de administración y consejero delegado de Grupo Catalana Occidente, S.A., como al resto de cargos que ostentaba en las diferentes filiales del Grupo. El consejo de administración aceptó dicha dimisión en fecha 28 de octubre de 2021.

C.1.3 Complete los siguientes cuadros sobre los miembros del consejo y su distinta categoría:

CONSEJEROS EJECUTIVOS		
Nombre o denominación social del consejero	Cargo en el organigrama de la sociedad	Perfil
DON JOSÉ MARÍA SERRA FARRÉ	PRESIDENTE EJECUTIVO	Licenciado en Dirección de Empresas y Derecho (ICADE). Programa de Alta Dirección Empresarial - IESE. Ha sido Presidente del Consejo Rector del Instituto de Investigación Cooperativa entre Entidades Aseguradoras y Fondos de Pensiones y Presidente del Instituto de la Empresa Familiar. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	CONSEJERO DELEGADO	Licenciado en Ciencias Económicas y Empresariales por la Universidad Comercial de Deusto. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados C.1.10 y C.1.11.

CONSEJEROS EJECUTIVOS		
Nombre o denominación social del consejero	Cargo en el organigrama de la sociedad	Perfil
DON FRANCISCO JOSÉ ARREGUI LABORDA	CONSEJERO DIRECTOR GENERAL	Licenciado en Derecho por la Universidad de Barcelona. Abogado del Estado en excedencia. Programa de Alta Dirección Empresarial - IESE. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.
DON HUGO SERRA CALDERÓN	CONSEJERO Y DIRECTOR GENERAL ADJUNTO A LA PRESIDENCIA	Licenciado en Business Administration por UPC. BSBA por University of Wales y MBA por IESE Business School. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.

Número total de consejeros ejecutivos	4
% sobre el total del consejo	25,00

Con motivo de la renuncia de D. José Ignacio Álvarez Juste a su cargo como consejero delegado con efectos al final del día 31 de diciembre de 2021, el Consejo de Administración de fecha 28 de octubre de 2021 acordó nombrar a Don Hugo Serra Calderón como nuevo consejero delegado de la Sociedad con efectos desde el 1 de enero de 2022.

En virtud de lo anterior, y teniendo en cuenta tanto que la vacante de D. José Ignacio Álvarez Juste en el Consejo de Administración no quedó cubierta, como la propuesta presentada por el Consejo de Administración de 24 de febrero de 2022 a la próxima Junta General de Accionistas, el número de consejeros ejecutivos quedaría, en su caso, fijado en 3, lo que representaría un 30% sobre el nuevo total de miembros propuesto (ver apartado C.1.1. anterior).

CONSEJEROS EXTERNOS DOMINICALES		
Nombre o denominación social del consejero	Nombre o denominación del accionista significativo a quien representa o que ha propuesto su nombramiento	Perfil
DON ALBERTO THIEBAUT ESTRADA	INOC, S.A.	Licenciado en Ciencias Económicas y Empresariales por la Universidad Complutense de Madrid. MBA por Instituto de Empresa. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10, C.1.11. y C.2.1.
DON JORGE ENRICH IZARD	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Licenciado en Derecho por la Universidad de Madrid. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.
DON FEDERICO HALPERN BLASCO	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Licenciado en Ciencias Económicas por la Universidad de Barcelona. Diplomado en Seguros Industriales por la Escuela de Organización Industrial. Titulado en la Escuela Oficial de Periodismo de Madrid. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.
DON FERNANDO VILLAVECCHIA OBREGÓN	INOC, S.A.	Licenciado en Arquitectura por la Escuela Superior de Arquitectura de Barcelona, Universitat Politècnica de Catalunya. Para más información

CONSEJEROS EXTERNOS DOMINICALES		
Nombre o denominación social del consejero	Nombre o denominación del accionista significativo a quien representa o que ha propuesto su nombramiento	Perfil
		sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.
DOÑA MARÍA ASSUMPTA SOLER SERRA	INOC, S.A.	Licenciada en Geografía e Historia por la Universidad de Barcelona. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados C.1.10 y C.1.11.
DON ENRIQUE GIRÓ GODÓ	INOC, S.A.	Diplomado en Empresariales por la Universidad de Barcelona. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados C.1.10 y C.1.11.
JUSAL, S.L.	JUSAL, S.L.	Licenciado en Ciencias Económicas y Empresariales por la Universidad de Barcelona. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.
GESTIÓN DE ACTIVOS Y VALORES, S.L.	INOC, S.A.	Licenciado en Derecho por la Universidad Abat Oliba CEU. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.
LACANUDA CONSELL, S.L.	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Licenciado en Ciencias Físicas por la Universidad Complutense de Madrid. MBA de IESE. AMP en Harvard Business School. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10, C.1.11. y C.2.1.
DON JORGE ENRICH SERRA	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	BBA en International Business por Schiller International University. PDD de IESE. Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados A.6, C.1.10 y C.1.11.

Número total de consejeros dominicales	10
% sobre el total del consejo	62,50

Los perfiles que se incluyen respecto a las personas jurídicas se refieren a sus representantes personas físicas.

En fecha 23 de febrero de 2022 los consejeros Don Jorge Enrich Izard, Gestión de Activos y Valores, S.L. (representada por Don Álvaro Juncadella de Pallejá), Don Alberto Thiebaut Estrada, Don Enrique Giró Godó, Jusal, S.L. (representada por Don José M<sup>o</sup> Juncadella Sala), Lacanuda Consell, S.L. (representada por Don Carlos Halpern Serra) y Don Fernando Villavecchia Obregón, han presentado su dimisión con efectos desde las 16.00h del día 28 de abril de 2022.

A la vista de lo anterior, y teniendo en cuenta que la propuesta presentada por el Consejo de Administración de fecha 24 de febrero de 2022 a la próxima Junta General de Accionistas prevé como único nombramiento de consejero dominical el de D. Álvaro Juncadella de Pallejá, el número de consejeros dominicales quedaría, en su caso, fijado en 4, lo que representaría un 40% sobre el nuevo total de miembros propuesto (ver apartado C.1.1. anterior).

CONSEJEROS EXTERNOS INDEPENDIENTES

Nombre o denominación social del consejero	Perfil
DON FRANCISCO JAVIER PÉREZ FARGUELL	Licenciado en Derecho por la Universidad de Barcelona. Licenciado en Ciencias Empresariales y MBA por ESADE Business School. Executive Program en Stanford Business School. Diplomado por Harvard e Insead. Consejero de Mahou-San Miguel entre 2005 y 2015. Socio Director de Clearwater International hasta 2021. Miembro del Consejo Asesor de Foment del Treball Nacional.
DON JUAN IGNACIO GUERRERO GILABERT	Licenciado en Ciencias Económicas y Empresariales por la Universidad de Barcelona. Actuario de Seguros por la Universidad de Barcelona. Doctorado en Matemática Financiera y Actuarial por la Universidad de Barcelona. Consejero de "Domasa Inversiones, S.L.". Ha sido Consejero Delegado - Director General de "Aresa, Seguros Generales, S.A.". Para más información sobre los cargos que ocupa a la fecha del presente informe ver apartados C.1.10, C.1.11. y C.2.1.

Número total de consejeros independientes	2
% sobre el total del consejo	12,50

El Consejo de Administración de fecha 24 de febrero de 2022 ha presentado como propuesta a la Junta General de Accionistas a celebrar el próximo 28 de abril de 2022 el nombramiento de una nueva consejera independiente, con lo que el número total de independientes se situaría, en su caso, en 3, lo que representaría un 30% sobre el nuevo total de miembros propuesto (ver apartado C.1.1. anterior).

NO

Indique si algún consejero calificado como independiente percibe de la sociedad, o de su mismo grupo, cualquier cantidad o beneficio por un concepto distinto de la remuneración de consejero, o mantiene o ha mantenido, durante el último ejercicio, una relación de negocios con la sociedad o con cualquier sociedad de su grupo, ya sea en nombre propio o como accionista significativo, consejero o alto directivo de una entidad que mantenga o hubiera mantenido dicha relación.

En su caso, se incluirá una declaración motivada del consejo sobre las razones por las que considera que dicho consejero puede desempeñar sus funciones en calidad de consejero independiente.

Nombre o denominación social del consejero	Descripción de la relación	Declaración motivada
Sin datos		

OTROS CONSEJEROS EXTERNOS

Se identificará a los otros consejeros externos y se detallarán los motivos por los que no se puedan considerar dominicales o independientes y sus vínculos, ya sea con la sociedad, sus directivos, o sus accionistas:

Nombre o denominación social del consejero	Motivos	Sociedad, directivo o accionista con el que mantiene el vínculo	Perfil
Sin datos			

Número total de otros consejeros externos	N.A.
-------------------------------------------	------

% sobre el total del consejo	N.A.
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Indique las variaciones que, en su caso, se hayan producido durante el periodo en la categoría de cada consejero:

Nombre o denominación social del consejero	Fecha del cambio	Categoría anterior	Categoría actual
Sin datos			

C.1.4 Complete el siguiente cuadro con la información relativa al número de consejeras al cierre de los últimos 4 ejercicios, así como la categoría de tales consejeras:

	Número de consejeras				% sobre el total de consejeros de cada categoría			
	Ejercicio 2021	Ejercicio 2020	Ejercicio 2019	Ejercicio 2018	Ejercicio 2021	Ejercicio 2020	Ejercicio 2019	Ejercicio 2018
Ejecutivas					0,00	0,00	0,00	0,00
Dominicales	1	1	1	1	10,00	10,00	10,00	10,00
Independientes					0,00	0,00	0,00	0,00
Otras Externas					0,00	0,00	0,00	0,00
Total	1	1	1	1	6,25	6,25	6,25	6,25

El Consejo de Administración de fecha 24 de febrero de 2022 ha presentado como propuesta a la Junta General de Accionistas a celebrar el próximo 28 de abril de 2022 el nombramiento de una nueva consejera independiente que, en su caso, no solo reforzaría el número de independientes en el Consejo, sino que aumentaría el número de consejeras a 2, pasando a representar un 20% sobre el nuevo total de miembros propuesto (ver apartado C.1.1. anterior).

C.1.5 Indique si la sociedad cuenta con políticas de diversidad en relación con el consejo de administración de la empresa por lo que respecta a cuestiones como, por ejemplo, la edad, el género, la discapacidad, o la formación y experiencia profesionales. Las entidades pequeñas y medianas, de acuerdo con la definición contenida en la Ley de Auditoría de Cuentas, tendrán que informar, como mínimo, de la política que tengan establecida en relación con la diversidad de género.

- Sí  
 No  
 Políticas parciales



En caso afirmativo, describa estas políticas de diversidad, sus objetivos, las medidas y la forma en que se ha aplicado y sus resultados en el ejercicio. También se deberán indicar las medidas concretas adoptadas por el consejo de administración y la comisión de nombramientos y retribuciones para conseguir una presencia equilibrada y diversa de consejeros.

En caso de que la sociedad no aplique una política de diversidad, explique las razones por las cuales no lo hace.

#### Descripción de las políticas, objetivos, medidas y forma en que se han aplicado, así como los resultados obtenidos

De conformidad con el artículo 16 del Reglamento del Consejo de Administración (el "Reglamento del Consejo"), la Comisión de Nombramientos y Retribuciones tiene encomendada la función básica de formular y revisar los criterios que deben seguirse para la composición del Consejo de Administración y la selección de candidatos. En particular, dicha Comisión ha venido velando y velará porque los procesos de selección de candidatos no adolezcan de sesgos implícitos que obstaculicen la diversidad, elevando propuestas o informando al Consejo de Administración, según el caso, con total objetividad y respeto del principio de igualdad y diversidad, en atención a sus condiciones profesionales, experiencia y conocimientos. Este principio ha presidido siempre los criterios de actuación de la citada Comisión, por lo que no resulta necesario adoptar ninguna medida adicional, ya que no hay discriminaciones que eliminar. Siempre se ha buscado el candidato adecuado, con independencia de cuestiones como por ejemplo la edad, el género, o discapacidad. Adicionalmente, la Comisión de Nombramientos y Retribuciones tiene encomendada la función, de conformidad con dicho artículo 16, de establecer un objetivo de representación para el sexo menos representado en el Consejo de Administración y elaborar orientaciones sobre cómo alcanzar dicho objetivo, en caso de que se produzcan vacantes en el mismo.

En este sentido, debe ponerse de manifiesto que, al objeto de fomentar el nombramiento de consejeras, en línea con lo dispuesto en el citado artículo 16 del Reglamento del Consejo y la Recomendación 15 del Código de Buen Gobierno de las Sociedades Cotizadas, la Comisión de Nombramientos y Retribuciones ha propuesto a la Junta General de Accionistas, a celebrar el próximo 28 de abril de 2022, con el informe favorable del Consejo, el nombramiento de una nueva consejera independiente, que reforzaría tanto la presencia de consejeras en el Consejo como el número de consejeros independientes.

**C.1.6 Explique las medidas que, en su caso, hubiese convenido la comisión de nombramientos para que los procedimientos de selección no adolezcan de sesgos implícitos que obstaculicen la selección de consejeras, y que la compañía busque deliberadamente e incluya entre los potenciales candidatos, mujeres que reúnan el perfil profesional buscado y que permita alcanzar una presencia equilibrada de mujeres y hombres. Indique también si entre estas medidas está la de fomentar que la compañía cuente con un número significativo de altas directivas:**

#### Explicación de las medidas

La Comisión de Nombramientos y Retribuciones vela por que se respeten las medidas indicadas en el apartado anterior y se tome en consideración a personas de ambos sexos que reúnan las condiciones y capacidades necesarias para el cargo, tanto en lo que respecta al nombramiento de consejeros como al de altos directivos. Adicionalmente, de conformidad con el artículo 16.5.j) del Reglamento del Consejo, dicha Comisión tiene atribuida la función de establecer un objetivo de representación para el sexo menos representado en el Consejo de Administración y elaborar orientaciones sobre cómo alcanzar dicho objetivo en caso de que se produzcan vacantes en el mismo. Al respecto, y tal como se menciona en las observaciones al apartado C.1.5 anterior, la Comisión de Nombramientos y Retribuciones ha priorizado en la propuesta de nombramiento de nuevos miembros del Consejo, los principios y recomendaciones de buen gobierno corporativo, buscando, en especial, reforzar la presencia del sexo menos representado en el Consejo.

**Cuando a pesar de las medidas que, en su caso, se hayan adoptado, sea escaso o nulo el número de consejeras o altas directivas, explique los motivos que lo justifiquen:**

#### Explicación de los motivos

El nombramiento de nuevos Consejeros y Altos Directivos depende, en gran medida, de la aparición de vacantes en el seno del Consejo de Administración y del Comité de Dirección, respectivamente, lo que no sucede frecuentemente. En este sentido, y respecto al Consejo de Administración, en los últimos ejercicios, los únicos movimientos que se han producido han sido reelecciones, sustituciones de Consejero persona física por persona jurídica, persona jurídica por su representante persona física, así como cambios en la persona jurídica consejera pero con mantenimiento del representante persona física.

No obstante, como se ha indicado en el apartado C.1.5 anterior, el Consejo de Administración de 24 de febrero de 2022 ha propuesto a la próxima Junta General de Accionistas el nombramiento, en su caso, de una nueva consejera independiente, reforzando así la presencia de consejeras en el Consejo de Administración.

**C.1.7 Explique las conclusiones de la comisión de nombramientos sobre la verificación del cumplimiento de la política dirigida a favorecer una composición apropiada del consejo de administración.**

La ausencia de vacantes efectivas en el Consejo de Administración unido al hecho de que una gran parte de los consejeros son consejeros dominicales nombrados a propuesta de accionistas con una participación significativa, ha hecho innecesario hasta el momento aprobar una política de selección de consejeros, de manera que no ha sido necesario verificar la misma. Sin perjuicio de lo anterior, y por lo que respecta al objetivo sobre el porcentaje de consejeras en el Consejo de Administración, tal y como se ha señalado en los apartados precedentes, la Comisión de Nombramientos y Retribuciones tiene atribuida la función de establecer un objetivo de representación para el sexo menos representado en el Consejo de Administración y elaborar orientaciones sobre cómo alcanzar dicho objetivo, habiendo priorizado dichos objetivos en la reorganización del consejo de administración a la que se hace referencia en los apartados precedentes.

**C.1.8 Explique, en su caso, las razones por las cuales se han nombrado consejeros dominicales a instancia de accionistas cuya participación accionarial es inferior al 3% del capital:**

Nombre o denominación social del accionista	Justificación
CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Aunque el citado accionista no posee una participación accionarial superior al 3% directamente, tal y como se señala en el apartado A.7 anterior, ejerce el control indirecto sobre la Sociedad de acuerdo con el artículo 42 del Código de Comercio.
JUSAL, S.L.	Si bien Jusal, S.L. dejó de ostentar una participación accionarial directa superior al 3% en la Sociedad, actualmente, ostenta, indirectamente, una participación del 4,27% en la Sociedad.

Indique si no se han atendido peticiones formales de presencia en el consejo procedentes de accionistas cuya participación accionarial es igual o superior a la de otros a cuya instancia se hubieran designado consejeros dominicales. En su caso, explique las razones por las que no se hayan atendido:

Sí  
 No

**C.1.9 Indique, en el caso de que existan, los poderes y las facultades delegadas por el consejo de administración, incluyendo los relativos a la posibilidad de emitir o recomprar acciones, en consejeros o en comisiones del consejo:**

Nombre o denominación social del consejero o comisión	Breve descripción
JOSÉ MARÍA SERRA FARRÉ	El Presidente Ejecutivo tiene delegadas todas las facultades propias del Consejo de Administración legal y estatutariamente delegables, excepto las indelegables conforme a la Ley y al Reglamento del Consejo de Administración de la Sociedad.
JOSÉ IGNACIO ÁLVAREZ JUSTE	El Consejero Delegado tiene delegadas todas las facultades propias del Consejo de Administración legal y estatutariamente delegables, excepto las indelegables conforme a la Ley y al Reglamento del Consejo de Administración de la Sociedad, así como la facultad de vender, pignorar y en cualquier otra forma transmitir y/o gravar, las acciones, participaciones sociales o cuotas de toda clase de sociedades y entidades que formen parte del mismo grupo que la Sociedad, de conformidad con lo previsto en el artículo 42 del Código de Comercio.
FRANCISCO JOSÉ ARREGUI LABORDA	El Consejero Director General tiene atribuidos amplios poderes de representación de la Sociedad para su gestión ordinaria (con las exclusiones señaladas para

Nombre o denominación social del consejero o comisión	Breve descripción
	el Consejero Delegado), limitados a 10 millones de euros de forma solidaria, pudiendo ejercitarlos sin límite monetario de forma mancomunada con el Consejero Director General Adjunto a Presidencia.
HUGO SERRA CALDERÓN	El Vicepresidente y Director General Adjunto a Presidencia tiene atribuidos amplios poderes de representación de la Sociedad para su gestión ordinaria (con las exclusiones señaladas para el Consejero Delegado), limitados a 10 millones de euros de forma solidaria, pudiendo ejercitarlos sin límite monetario de forma mancomunada con el Consejero Director General.

C.1.10 Identifique, en su caso, a los miembros del consejo que asuman cargos de administradores, representantes de administradores o directivos en otras sociedades que formen parte del grupo de la sociedad cotizada:

Nombre o denominación social del consejero	Denominación social de la entidad del grupo	Cargo	¿Tiene funciones ejecutivas?
DON JOSÉ MARÍA SERRA FARRÉ	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	PRESIDENTE	SI
DON JOSÉ MARÍA SERRA FARRÉ	BILBAO, COMPAÑÍA ANÓNIMA DE SEGUROS Y REASEGUROS	PRESIDENTE	NO
DON JOSÉ MARÍA SERRA FARRÉ	GRUPO COMPAÑÍA ESPAÑOLA DE CRÉDITO Y CAUCIÓN, S.L.	CONSEJERO	NO
DON ALBERTO THIEBAUT ESTRADA	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON JORGE ENRICH IZARD	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON JORGE ENRICH IZARD	GRUPO COMPAÑÍA ESPAÑOLA DE CRÉDITO Y CAUCIÓN, S.L.	CONSEJERO	NO
DON FEDERICO HALPERN BLASCO	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	ATRADIUS CRÉDITO Y CAUCIÓN, S.A. DE SEGUROS Y REASEGUROS	PRESIDENTE	NO
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO

Nombre o denominación social del consejero	Denominación social de la entidad del grupo	Cargo	¿Tiene funciones ejecutivas?
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	BILBAO, COMPAÑÍA ANÓNIMA DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	BILBAO HIPOTECARIA, S.A. ESTABLECIMIENTO FINANCIERO DE CRÉDITO	CONSEJERO	NO
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	GRUPO COMPAÑÍA ESPAÑOLA DE CRÉDITO Y CAUCIÓN, S.L.	PRESIDENTE	NO
DON JOSÉ IGNACIO ÁLVAREZ JUSTE	ATRADIUS N.V.	CHAIRMAN SUPERVISORY BOARD	NO
DON FERNANDO VILLAVECCHIA OBREGÓN	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON FRANCISCO JAVIER PÉREZ FARGUELL	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON JUAN IGNACIO GUERRERO GILABERT	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DOÑA MARÍA ASSUMPTA SOLER SERRA	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON ENRIQUE GIRÓ GODÓ	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	SOCIEDAD GESTIÓN CATALANA OCCIDENTE, S.A.	REPRESENTANTE ADMINISTRADOR ÚNICO	SI
DON FRANCISCO JOSÉ ARREGUI LABORDA	ATRADIUS CRÉDITO Y CAUCIÓN, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	CATOC SICAV, S.A.	PRESIDENTE	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	GRUPO CATALANA OCCIDENTE GESTIÓN DE ACTIVOS, S.G.I.I.C., S.A.	CONSEJERO	NO

Nombre o denominación social del consejero	Denominación social de la entidad del grupo	Cargo	¿Tiene funciones ejecutivas?
DON FRANCISCO JOSÉ ARREGUI LABORDA	BILBAO, COMPAÑÍA ANÓNIMA DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	COSALUD SERVICIOS, S.A.	REPRESENTANTE ADMINISTRADOR ÚNICO	SI
DON FRANCISCO JOSÉ ARREGUI LABORDA	HERCASOL, SICAV, S.A.	PRESIDENTE	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	GRUPO COMPAÑÍA ESPAÑOLA DE CRÉDITO Y CAUCIÓN, S.L.	REPRESENTANTE CONSEJERO	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	ATRADIUS N.V.	VICECHAIRMAN SUPERVISORY BOARD	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	GRUPO CATALANA OCCIDENTE TECNOLOGÍA Y SERVICIOS, A.I.E.	CONSEJERO	NO
DON FRANCISCO JOSÉ ARREGUI LABORDA	GRUPO CATALANA OCCIDENTE CONTACT CENTER, A.I.E.	CONSEJERO	NO
DON HUGO SERRA CALDERÓN	ATRADIUS CRÉDITO Y CAUCIÓN, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON HUGO SERRA CALDERÓN	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	VICEPRESIDENTE	NO
DON HUGO SERRA CALDERÓN	CATOC SICAV, S.A.	CONSEJERO	NO
DON HUGO SERRA CALDERÓN	GRUPO CATALANA OCCIDENTE GESTIÓN DE ACTIVOS, S.G.I.I.C., S.A.	PRESIDENTE	NO
DON HUGO SERRA CALDERÓN	BILBAO, COMPAÑÍA ANÓNIMA DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON HUGO SERRA CALDERÓN	HERCASOL, SICAV, S.A.	CONSEJERO	NO
DON HUGO SERRA CALDERÓN	GCO GESTORA DE PENSIONES EGFP, S.A.	PRESIDENTE	SI
DON HUGO SERRA CALDERÓN	GRUPO CATALANA OCCIDENTE ACTIVOS INMOBILIARIOS, S.L.	PRESIDENTE	SI

Nombre o denominación social del consejero	Denominación social de la entidad del grupo	Cargo	¿Tiene funciones ejecutivas?
DON HUGO SERRA CALDERÓN	GRUPO COMPAÑÍA ESPAÑOLA DE CRÉDITO Y CAUCIÓN, S.L.	CONSEJERO	NO
DON HUGO SERRA CALDERÓN	ATRADIUS N.V.	MEMBER SUPERVISORY BOARD	NO
DON HUGO SERRA CALDERÓN	PREPERSA PERITACIÓN DE SEGUROS Y PREVENCIÓN, AIE	REPRESENTANTE DEL ADMINISTRADOR ÚNICO	SI
DON HUGO SERRA CALDERÓN	GRUPO CATALANA OCCIDENTE TECNOLOGÍA Y SERVICIOS, A.I.E.	CONSEJERO	SI
DON HUGO SERRA CALDERÓN	GRUPO CATALANA OCCIDENTE CONTACT CENTER, A.I.E.	CONSEJERO	SI
JUSAL, S.L.	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
GESTIÓN DE ACTIVOS Y VALORES, S.L.	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
LACANUDA CONSELL, S.L.	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO
DON JORGE ENRICH SERRA	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	CONSEJERO	NO

Además de los cargos indicados en dicho Apartado, el representante persona física de Lacanuda Consell, S.L., Don Carlos Halpern Serra, ejerce de consejero en Grupo Compañía Española de Crédito y Caucción, S.L., Atradius Crédito y Caucción, S.A. de Seguros y Reaseguros y Atradius NV.

Asimismo, con motivo de la renuncia efectuada por D. Jose Ignacio Álvarez Juste con efectos al final del día 31 de diciembre de 2021, a la fecha del presente Informe, el mismo ya no ostenta cargo alguno en el órgano de administración de la Sociedad ni en sus sociedades dependientes.

**C.1.11 Detalle los cargos de consejero, administrador o director, o representante de los mismos, que desempeñen los consejeros o representantes de consejeros miembros del consejo de administración de la sociedad en otras entidades, se traten o no de sociedades cotizadas:**

Identificación del consejero o representante	Denominación social de la entidad, cotizada o no	Cargo
DON JOSÉ MARÍA SERRA FARRÉ	NEWSERCAL, S.L.	CONSEJERO
DON JOSÉ MARÍA SERRA FARRÉ	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CONSEJERO
DON JOSÉ MARÍA SERRA FARRÉ	INOC, S.A.	CONSEJERO

Identificación del consejero o representante	Denominación social de la entidad, cotizada o no	Cargo
DON JOSÉ MARÍA SERRA FARRÉ	LA PREVISIÓN 96, S.A.	CONSEJERO
DON HUGO SERRA CALDERÓN	NEWSERCAL, S.L.	CONSEJERO DELEGADO
DON HUGO SERRA CALDERÓN	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CONSEJERO DELEGADO
DON HUGO SERRA CALDERÓN	INOC, S.A.	REPRESENTANTE DE CONSEJERO
DON HUGO SERRA CALDERÓN	LA PREVISIÓN 96, S.A.	REPRESENTANTE DE CONSEJERO
DON HUGO SERRA CALDERÓN	SERVEIS FUNERARIS DE BARCELONA, S.A.	CONSEJERO
DON ALBERTO THIEBAUT ESTRADA	INDUSTRIAS ASOCIADAS, S.L.	CONSEJERO DELEGADO
DON ALBERTO THIEBAUT ESTRADA	COTYP, S.L.	CONSEJERO DELEGADO
DON ALBERTO THIEBAUT ESTRADA	LA PREVISIÓN 96, S.A.	CONSEJERO
DON ALBERTO THIEBAUT ESTRADA	INOC, S.A.	CONSEJERO
DON FEDERICO HALPERN BLASCO	INOC, S.A.	CONSEJERO
DON FEDERICO HALPERN BLASCO	LA PREVISIÓN 96, S.A.	CONSEJERO
DON ENRIQUE GIRÓ GODÓ	INVERSIONES PATRIMONIALES ALMA, S.L.	CONSEJERO DELEGADO
DON ENRIQUE GIRÓ GODÓ	CONSTRUCCIONES INMOBILIARIAS PELAYO, S.A.	CONSEJERO
DON ENRIQUE GIRÓ GODÓ	INMUEBLES GODÓ, S.A.	CONSEJERO
DON JORGE ENRICH IZARD	BAQUEIRA BERET, S.A.	CONSEJERO
DON JORGE ENRICH IZARD	INOC, S.A.	CONSEJERO
DON JORGE ENRICH IZARD	LA PREVISIÓN 96, S.A.	CONSEJERO
DON JORGE ENRICH SERRA	ENSIVEST BROS 2014, S.L.	CONSEJERO DELEGADO
DON JORGE ENRICH SERRA	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CONSEJERO DELEGADO
DON JORGE ENRICH SERRA	INOC, S.A.	CONSEJERO
DON JORGE ENRICH SERRA	LA PREVISIÓN 96, S.A.	CONSEJERO
DON JORGE ENRICH SERRA	SATRI 2004, S.L.	ADMINISTRADOR UNICO
DON JORGE ENRICH SERRA	EKELE 2017, S.L.	ADMINISTRADOR UNICO
DON JORGE ENRICH SERRA	BUDGET HOTELS, S.L.	CONSEJERO
DON JUAN IGNACIO GUERRERO GILABERT	DOMASA INVERSIONES, S.L.	CONSEJERO
DON JUAN IGNACIO GUERRERO GILABERT	ASOCIACIÓN DE MÉDICOS ESTOMATÓLOGOS, S.L.	ADMINISTRADOR UNICO
DON JOSÉ MARIA JUNCADELLA SALA	JUSAL, S.L.	ADMINISTRADOR MANCOMUNADO
DON JOSÉ MARIA JUNCADELLA SALA	NEW PROJECTS, S.L.	ADMINISTRADOR UNICO

Identificación del consejero o representante	Denominación social de la entidad, cotizada o no	Cargo
DON JOSÉ MARIA JUNCADELLA SALA	ESQUILO, S.L.	ADMINISTRADOR MANCOMUNADO
DON JOSÉ MARIA JUNCADELLA SALA	SERVICIO DE ALQUILERES, S.L.	CONSEJERO DELEGADO
DON JOSÉ MARIA JUNCADELLA SALA	VILANOVA HOME, S.L.	CONSEJERO DELEGADO
DON JOSÉ MARIA JUNCADELLA SALA	B2AJM HOLDING, S.L.	CONSEJERO
DON CARLOS FEDERICO HALPERN SERRA	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CONSEJERO DELEGADO
DON CARLOS FEDERICO HALPERN SERRA	INOC, S.A.	CONSEJERO
DON CARLOS FEDERICO HALPERN SERRA	LA PREVISIÓN 96, S.A.	CONSEJERO
DON CARLOS FEDERICO HALPERN SERRA	TALPICA INVERSIONES, S.L.	ADMINISTRADOR UNICO
DON ÁLVARO JUNCADELLA DE PALLEJÁ	GESTIÓN DE ACTIVOS Y VALORES, S.A.	SECRETARIO CONSEJERO
DON ÁLVARO JUNCADELLA DE PALLEJÁ	MELCO CAPITAL, S.L.	ADMINISTRADOR UNICO
DON ÁLVARO JUNCADELLA DE PALLEJÁ	WAREHOUSE STOCK, S.L.	ADMINISTRADOR MANCOMUNADO
DON ÁLVARO JUNCADELLA DE PALLEJÁ	UNION DE TRASTEROS, S.L.	ADMINISTRADOR MANCOMUNADO
DOÑA MARÍA ASSUMPTA SOLER SERRA	MAS ROMANÍ, S.A.	CONSEJERO
DOÑA MARÍA ASSUMPTA SOLER SERRA	ARESTA DE VALORES, SICAV, S.A.	PRESIDENTE
DON FRANCISCO JAVIER PÉREZ FARGUELL	ARTISAN PARTNERS, S.L.	ADMINISTRADOR SOLIDARIO
DON FERNANDO VILLAVECCHIA OBREGÓN	BAQUEIRA BERET, S.A.	CONSEJERO
DON FERNANDO VILLAVECCHIA OBREGÓN	VILLASA, S.L.	CONSEJERO
DON FERNANDO VILLAVECCHIA OBREGÓN	INOC, S.A.	CONSEJERO
DON FERNANDO VILLAVECCHIA OBREGÓN	LA PREVISIÓN 96, S.A.	CONSEJERO
DON FRANCISCO JOSÉ ARREGUI LABORDA	BAQUEIRA BERET, S.A.	CONSEJERO
DON FRANCISCO JOSÉ ARREGUI LABORDA	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	CONSEJERO



Identificación del consejero o representante	Denominación social de la entidad, cotizada o no	Cargo
DON FRANCISCO JOSÉ ARREGUI LABORDA	INOC, S.A.	CONSEJERO
DON FRANCISCO JOSÉ ARREGUI LABORDA	LA PREVISIÓN 96, S.A.	CONSEJERO
DON FRANCISCO JOSÉ ARREGUI LABORDA	INPACEL INVERSIONES, S.L.	ADMINISTRADOR SOLIDARIO
DON HUGO SERRA CALDERÓN	APROA 3G REAL ESTATE, S.L.	ADMINISTRADOR UNICO
DON ÁLVARO JUNCADILLA DE PALLEJÁ	TRASTEROS BCN, S.L.	ADMINISTRADOR UNICO

De los anteriores cargos, se encuentran retribuidos los siguientes:

- (i) D. José Maria Serra Farré en CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A. y LA PREVISIÓN 96, S.A.;
- (ii) D. Hugo Serra Calderón en NEWSERCAL, S.L., CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A. y LA PREVISIÓN 96, S.A.;
- (iii) D. Alberto Thiebaut Estrada en LA PREVISIÓN 96, S.A. e INDUSTRIAS ASOCIADAS, S.L.;
- (iv) D. Federico Halpern Blasco en LA PREVISIÓN 96, S.A.;
- (v) D. Enrique Giró Godó en CONSTRUCCIONES INMOBILIARIAS PELAYO, S.A. e INMUEBLES GODÓ, S.A.;
- (vi) D. Jorge Enrich Izard en BAQUEIRA BERET, S.A. y LA PREVISIÓN 96, S.A.;
- (vii) D. Jorge Enrich Serra en CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A., LA PREVISIÓN 96, S.A. y ENSIVEST BROS 2014, S.L.;
- (viii) D. José Maria Juncadella Sala en JUSAL, S.L. y VILANOVA HOME, S.L.
- (ix) D. Carlos Halpern Serra en CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A. y LA PREVISIÓN 96, S.A.;
- (x) D. Álvaro Juncadella de Pallejá en GESTIÓN DE ACTIVOS Y VALORES, S.L. y MELCO CAPITAL S.L.;
- (xi) D. Fernando Villavecchia Obregón en BAQUEIRA BERET, S.A. y LA PREVISIÓN 96, S.A.;
- (xii) D. Francisco José Arregui Laborda en BAQUEIRA BERET, S.A., CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A. y LA PREVISIÓN 96, S.A.

Los cargos de D. Hugo Serra Calderón en APROA 3G REAL ESTATE, S.L.U. y D. Álvaro Juncadella de Pallejá en TRASTEROS BCN SL. son de representante persona física del Administrador Único.

Asimismo, significar que con fecha 17 de enero de 2022 Don Juan Ignacio Guerrero Gilabert dimitió de su cargo de Asociación de Médicos Estomatólogos, S.L.

Indique, en su caso, las demás actividades retribuidas de los consejeros o representantes de los consejeros, cualquiera que sea su naturaleza, distinta de las señaladas en el cuadro anterior.

Identificación del consejero o representante	Demás actividades retribuidas
DON CARLOS FEDERICO HALPERN SERRA	Profesor colaborador en la escuela de negocios IESE Business School y profesor part-time en la Universidad Pontificia de Comillas -ICADE.

C.1.12 Indique y, en su caso explique, si la sociedad ha establecido reglas sobre el número máximo de consejos de sociedades de los que puedan formar parte sus consejeros, identificando, en su caso, dónde se regula:

- Sí  
 No

#### Explicación de las reglas e identificación del documento donde se regula

De conformidad con lo establecido en el artículo 29 del Reglamento del Consejo, para que el Consejero pueda dedicar el tiempo y esfuerzo necesario para desempeñar su función con eficacia no podrá formar parte de un número de consejos superior a seis.

A los efectos del cómputo del número indicado, no se considerarán los consejos de sociedades del Grupo, de los que se forme parte como Consejero propuesto por la Sociedad o por cualquier sociedad del Grupo o aquellos Consejos de sociedades patrimoniales de los Consejeros o de

sus familiares directos o que constituyan vehículos o complementos para el ejercicio profesional del propio Consejero, de su cónyuge o persona con análoga relación de afectividad o de sus familiares cercanos. Tampoco se considerará la pertenencia a los consejos de sociedades que tengan por objeto actividades de ocio, asistencia o ayuda a terceros, u objeto análogo, complementario o accesorio de cualquiera de estas actividades.

**C.1.13 Indique los importes de los conceptos relativos a la remuneración global del consejo de administración siguientes:**

Remuneración devengada en el ejercicio a favor del consejo de administración (miles de euros)	6.819
Importe de los fondos acumulados por los consejeros actuales por sistemas de ahorro a largo plazo con derechos económicos consolidados(miles de euros)	3.531
Importe de los fondos acumulados por los consejeros actuales por sistemas de ahorro a largo plazo con derechos económicos no consolidados(miles de euros)	3.058
Importe de los fondos acumulados por los consejeros antiguos por sistemas de ahorro a largo plazo (miles de euros)	

Adicionalmente existe un importe de 89 miles de euros correspondiente a retribución variable a largo plazo que no ha sido efectivamente liquidada, sino que se encuentra diferida y su percepción está condicionada en los términos de la Política de Remuneraciones de la Sociedad, publicada en la página web corporativa.

Por otra parte, la remuneración total incluye las remuneraciones percibidas por ENSIVEST BROS 2014, S.L. hasta la expiración de su cargo el 29 de abril de 2021.

**C.1.14 Identifique a los miembros de la alta dirección que no sean a su vez consejeros ejecutivos, e indique la remuneración total devengada a su favor durante el ejercicio:**

Nombre o denominación social	Cargo/s
DON JULIÁN HERRERA GARCIA	DIRECTOR GENERAL DE PLUS ULTRA SEGUROS GENERALES Y VIDA, S.A.U. DE SEGUROS Y REASEGUROS
DON JAVIER MAIZTEGUI OÑATE	DIRECTOR GENERAL DE BILBAO, COMPAÑÍA ANÓNIMA DE SEGUROS Y REASEGUROS
DON AUGUSTO HUESCA CODINA	DIRECTOR GENERAL DE NORTEHISPANA DE SEGUROS Y REASEGUROS, S.A.
DON LUÍS ESTRELLA DE DELÁS	DIRECTOR GENERAL ADJUNTO COMERCIAL
DON JUAN CLOSA CAÑELLAS	DIRECTOR GENERAL NEGOCIO TRADICIONAL
DON JORDI COTS PALTOR	DIRECTOR AUDITORIA INTERNA CORPORATIVA
DON DAVID CAPDEVILA PONCE	DIRECTOR GENERAL DE ATRADIUS CRÉDITO Y CAUCIÓN, S.A. DE SEGUROS Y REASEGUROS

Número de mujeres en la alta dirección	
Porcentaje sobre el total de miembros de la alta dirección	0,00

Remuneración total alta dirección (en miles de euros)	3.720
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Existe un importe total de 437 miles de euros correspondiente a retribución variable a largo plazo de los miembros de la Alta Dirección que no ha sido efectivamente liquidada, sino que se encuentra diferida y su percepción está condicionada en los términos de la Política de Remuneraciones de la Sociedad.

C.1.15 Indique si se ha producido durante el ejercicio alguna modificación en el reglamento del consejo:

[  ] Sí  
[  ] No

**Descripción modificaciones**

El Consejo de Administración, en su sesión celebrada el 30 de septiembre de 2021, aprobó la modificación del Reglamento del Consejo de Administración en cuanto a sus artículos 1 ("Finalidad"), 2 ("Interpretación"), 3 ("Modificación"), 4 ("Difusión"), 5 ("Función General de Supervisión"), 6 ("Interés social y protección de otros intereses"), 7 ("Composición cualitativa"), 8 ("Composición cuantitativa"), 9 ("El Presidente del Consejo"), 10 ("Vicepresidente"), 11 ("El Secretario del Consejo"), 15 ("El Comité de Auditoría"), 16 ("La Comisión de Nombramientos y Retribuciones"), 17 ("Reuniones del Consejo de Administración"), 19 ("Nombramiento de Consejeros"), 22 ("Duración del Cargo"), 27 ("Retribución del Consejero"), 28 ("Obligaciones generales del Consejo"), 30 ("Deber de lealtad"), 31 ("Situaciones de conflicto de interés") y 37 ("Seguimiento y formulación de cuentas").

Dicha modificación se produjo con el fin de (i) adaptar su contenido a las novedades introducidas por la Ley 5/2021, de 12 de abril; (ii) recoger algunas recomendaciones del Código de Buen Gobierno de las Sociedades Cotizadas tras la revisión aprobada por la Comisión Nacional del Mercado de Valores el 26 de junio de 2020, que la Sociedad ya venía aplicando en la práctica, así como (iii) introducir ciertas mejoras técnicas en el redactado de algunos artículos.

C.1.16 Indique los procedimientos de selección, nombramiento, reelección y remoción de los consejeros. Detalle los órganos competentes, los trámites a seguir y los criterios a emplear en cada uno de los procedimientos.

Los Consejeros serán designados por la Junta General o por el Consejo de Administración, de conformidad con las normas contenidas en la LSC.

Las propuestas de nombramiento de Consejeros que someta el Consejo de Administración a la consideración de la Junta General y las decisiones de nombramiento que adopte dicho órgano en virtud de las facultades de cooptación que tiene legalmente atribuidas, deberán estar precedidas del correspondiente informe de la Comisión de Nombramientos y Retribuciones. Adicionalmente, por lo que respecta a los Consejeros independientes, corresponde a la Comisión de Nombramientos y Retribuciones elevar previamente al Consejo su propuesta de nombramiento. En todo caso, las propuestas de nombramiento de Consejeros deberán ir acompañadas de un informe justificativo del Consejo, que se unirá al acta de la Junta General o del propio Consejo.

En la designación de Consejeros externos, el Consejo de Administración y la Comisión de Nombramientos y Retribuciones, dentro del ámbito de sus competencias, procurarán que la elección de candidatos recaiga sobre personas de reconocida solvencia, competencia y experiencia.

Las propuestas de reelección de Consejeros que el Consejo de Administración decida someter a la Junta General, habrán de sujetarse a un proceso formal, del que necesariamente formará parte un informe emitido por la Comisión de Nombramientos y Retribuciones, excepto en el caso de reelección de Consejeros independientes, y un informe del propio Consejo. Adicionalmente, por lo que respecta a los Consejeros independientes, corresponde a la Comisión de Nombramientos y Retribuciones elevar previamente al Consejo su propuesta de reelección. Cuando el Consejo se aparte de las recomendaciones de la Comisión de Nombramientos y Retribuciones sobre nombramiento o reelección de Consejeros, habrá de motivar las razones de su proceder y dejar constancia en acta de sus razones.

Los Consejeros ejercerán su cargo por periodos de cuatro años renovándose el Consejo por quintas partes o el número que más se aproxime cada año. No obstante, podrán ser reelegidos indefinidamente salvo los Consejeros independientes que en ningún caso permanecerán en su cargo como tales por un periodo superior a doce años.

Los Consejeros designados por cooptación, ejercerán su cargo hasta que concluya la celebración de la Junta General inmediatamente siguiente al nombramiento, en la que podrán ser ratificados o no. No obstante, de producirse una vacante una vez convocada la Junta General y antes de su celebración, el designado por cooptación ejercerá su cargo hasta la celebración de la siguiente Junta General.

Los Consejeros cesarán en el cargo cuando haya transcurrido el periodo para el que fueron nombrados y cuando lo decida la Junta General. Las propuestas de cese de Consejeros que el Consejo de Administración someta a la consideración de la Junta General y las decisiones que a este respecto adopte dicho órgano, deberán estar precedidas del correspondiente informe de la Comisión de Nombramientos y Retribuciones. Adicionalmente, por lo que respecta a los Consejeros independientes, corresponde a la Comisión de Nombramientos y Retribuciones elevar previamente al Consejo su propuesta de cese. Cuando el Consejo se aparte de las recomendaciones a este respecto de la Comisión de Nombramientos y Retribuciones habrá de motivar las razones de su proceder y dejar constancia en acta de sus razones.

El Consejero que termine su mandato o por cualquier otra causa cese en el desempeño de su cargo, no podrá prestar servicios en otra entidad que tenga un objeto social análogo al de la Sociedad durante el plazo de dos años. El Consejo de Administración, si lo considera oportuno, podrá dispensar al Consejero saliente de esta obligación o acortar el periodo de su duración.

El Consejo no propondrá a la Junta General el cese de ningún Consejero independiente antes del cumplimiento del plazo para el que haya sido elegido, salvo que exista una causa que lo justifique, apreciada por el Consejo de Administración previo informe del Comité de Nombramientos y Retribuciones. En particular, se entenderá justificada la propuesta de cese, cuando: (i) el Consejero hubiera incumplido los deberes inherentes al

cargo o hubiera incurrido en algunas de las circunstancias descritas al efecto en el Código de Buen Gobierno de las Sociedades Cotizadas, o (ii) se produzcan cambios en la estructura accionarial de la Sociedad que impliquen una reducción del número de Consejeros independientes.

Cuando, ya sea por dimisión o por acuerdo de la Junta General, un consejero cese en su cargo antes del término de su mandato, deberá explicar de manera suficiente las razones de su dimisión o, en el caso de consejeros no ejecutivos, su parecer sobre los motivos del cese por la Junta General, en una carta que remitirá a todos los miembros del Consejo de Administración, debiendo la Sociedad, en la medida en que sea relevante para los inversores, publicar a la mayor brevedad posible el cese incluyendo referencia suficiente a los motivos o circunstancias aportados por el consejero.

En cuanto a la obligación de renovar anualmente el Consejo por quintas partes o el número que más se aproxime cada año, debe ponerse de manifiesto que el Consejo de Administración de fecha 24 de febrero de 2022 ha propuesto a la próxima Junta General de Accionistas modificar el artículo 13 de los estatutos sociales para, entre otras cuestiones, suprimir la mencionada obligación, por cuanto la misma tiene su origen en una norma derogada y ha ido perdiendo sentido su mantenimiento, especialmente, con la modificación de la LSC que limitó la vigencia de los cargos en sociedades cotizadas a un periodo de cuatro años (con posibilidad de reelección).

**C.1.17 Explique en qué medida la evaluación anual del consejo ha dado lugar a cambios importantes en su organización interna y sobre los procedimientos aplicables a sus actividades:**

**Descripción modificaciones**

El resultado de las medidas de autoevaluación en los últimos ejercicios, ya sea a través de informes de experto independiente o a través de los cuestionarios sobre el funcionamiento del Consejo de Administración, del desempeño del Presidente ejecutivo, el Consejero Delegado y el Secretario del Consejo, del funcionamiento del Comité de Auditoría y del de la Comisión de Nombramientos y Remuneraciones, ha arrojado un resultado positivo acerca de la percepción de la idoneidad de los procedimientos que actualmente se aplican. Por tanto, sin perjuicio de que se ha tomado conocimiento de las sugerencias y los aspectos que los Consejeros han considerado mejorables, no ha sido necesario implementar cambios de relevancia en dichos procedimientos.

**Describe el proceso de evaluación y las áreas evaluadas que ha realizado el consejo de administración auxiliado, en su caso, por un consultor externo, respecto del funcionamiento y la composición del consejo y de sus comisiones y cualquier otra área o aspecto que haya sido objeto de evaluación.**

**Descripción proceso de evaluación y áreas evaluadas**

Conforme a las Recomendación 36 del Código de Buen Gobierno de las Sociedades Cotizadas, el pasado julio de 2021 se encomendó a un consultor externo (KPMG Asesores, S.L.) la evaluación de la calidad y eficiencia del funcionamiento del Consejo, sus comisiones, así como el desempeño de las funciones del Presidente, el Consejero Delegado y el Secretario del Consejo. La independencia de dicho consultor fue verificada por la Comisión de Nombramientos y Retribuciones.

El proceso consistió en una elaboración y distribución de un cuestionario entre todos los consejeros, seguido de una entrevista personal con cada uno de ellos en las que el consultor ha contrastado las diferentes opiniones y resultados emanados del cuestionario, para emitir un informe de resultados y un plan de trabajo con potenciales puntos de mejora identificados que presentó en una reunión al Comité de Auditoría, al Presidente y al Consejero Delegado, siendo transmitido posteriormente al resto del Consejo.

El consultor externo analizó la estructura, tamaño y composición del Consejo de Administración y sus comisiones; así como sus dinámicas de funcionamiento, áreas de responsabilidad, tipo de informaciones remitidas al Consejo, sus relaciones con el equipo directivo, etc. Asimismo, analizó y cuestionó a los consejeros respecto al desempeño de las funciones del Presidente del Consejo, el Consejero Delegado y el Secretario del Consejo.

El informe de evaluación del funcionamiento del Consejo de Administración y sus comisiones emitido por el consultor externo fue evaluado por el Consejo de Administración de la Sociedad el pasado 28 de octubre de 2021, y sus recomendaciones tratarán de ser implementadas a lo largo del ejercicio 2022.

**C.1.18 Desglose, en aquellos ejercicios en los que la evaluación haya sido auxiliada por un consultor externo, las relaciones de negocio que el consultor o cualquier sociedad de su grupo mantengan con la sociedad o cualquier sociedad de su grupo.**

Sociedades pertenecientes al Grupo del consultor externo (KPMG Asesores, S.L.) han asesorado a la Sociedad y diversas de sus sociedades dependientes en materias como (i) ciberseguridad; (ii) protección de datos; (iii) información ESG; (iv) sostenibilidad - información no financiera; (iv) formación SFDR; (v) precios de transferencia; y (iv) otros asesoramientos fiscales y de negocio, por importe global de 867 miles de euros en el ejercicio 2021.

Sin perjuicio de lo anterior, la Comisión de Nombramientos y Retribuciones de la Sociedad, tal y como determina la Recomendación 36 del Código de Buen Gobierno, verificó la independencia de dicho consultor externo.

**C.1.19 Indique los supuestos en los que están obligados a dimitir los consejeros.**

De conformidad con lo establecido en el artículo 23.3 del Reglamento del Consejo de Administración, los Consejeros están obligados a informar y deben poner a disposición del Consejo de Administración y formalizar, si éste lo considera conveniente, previo informe de la Comisión de Nombramiento y Retribuciones, la correspondiente dimisión en determinados casos (detallados en el apartado C.1.36 posterior).

**C.1.20 ¿Se exigen mayorías reforzadas, distintas de las legales, en algún tipo de decisión?:**

- Sí  
 No

En su caso, describa las diferencias.

**C.1.21 Explique si existen requisitos específicos, distintos de los relativos a los consejeros, para ser nombrado presidente del consejo de administración:**

- Sí  
 No

**C.1.22 Indique si los estatutos o el reglamento del consejo establecen algún límite a la edad de los consejeros:**

- Sí  
 No

**C.1.23 Indique si los estatutos o el reglamento del consejo establecen un mandato limitado u otros requisitos más estrictos adicionales a los previstos legalmente para los consejeros independientes, distinto al establecido en la normativa:**

- Sí  
 No

**C.1.24 Indique si los estatutos o el reglamento del consejo de administración establecen normas específicas para la delegación del voto en el consejo de administración en favor de otros consejeros, la forma de hacerlo y, en particular, el número máximo de delegaciones que puede tener un consejero, así como si se ha establecido alguna limitación en cuanto a las categorías en que es posible delegar, más allá de las limitaciones impuestas por la legislación. En su caso, detalle dichas normas brevemente.**

Si bien no existen procesos formales para la delegación del voto en el Consejo de Administración; conforme establece el artículo 18.1 del Reglamento del Consejo de Administración, los Consejeros harán todo lo posible para acudir a las sesiones del Consejo y, cuando no puedan hacerlo personalmente procurarán que la representación que confieran a favor de otro miembro del Consejo incluya las oportunas instrucciones. En cualquier caso, los consejeros no ejecutivos únicamente pueden delegar su representación en otro consejero no ejecutivo.

**C.1.25 Indique el número de reuniones que ha mantenido el consejo de administración durante el ejercicio. Asimismo, señale, en su caso, las veces que se ha reunido el consejo sin la asistencia de su presidente. En el cómputo se considerarán asistencias las representaciones realizadas con instrucciones específicas.**

Número de reuniones del consejo	11
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Número de reuniones del consejo sin la asistencia del presidente	0
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Indíquese el número de reuniones mantenidas por el consejero coordinador con el resto de consejeros, sin asistencia ni representación de ningún consejero ejecutivo:

Número de reuniones	0
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Indique el número de reuniones que han mantenido en el ejercicio las distintas comisiones del consejo:

Número de reuniones de COMITÉ DE AUDITORÍA	9
Número de reuniones de COMISIÓN DE NOMBRAMIENTOS Y RETRIBUCIONES	4

C.1.26 Indique el número de reuniones que ha mantenido el consejo de administración durante el ejercicio y los datos sobre asistencia de sus miembros:

Número de reuniones con la asistencia presencial de al menos el 80% de los consejeros	11
% de asistencia presencial sobre el total de votos durante el ejercicio	100,00
Número de reuniones con la asistencia presencial, o representaciones realizadas con instrucciones específicas, de todos los consejeros	11
% de votos emitidos con asistencia presencial y representaciones realizadas con instrucciones específicas, sobre el total de votos durante el ejercicio	100,00

Ante las medidas y recomendaciones impuestas por las autoridades competentes en relación con la pandemia del COVID-19 el Consejo de Administración se ha venido reuniendo a lo largo de todo el ejercicio por audio videoconferencia, de conformidad con los artículos 13 de los estatutos sociales y 18 del Reglamento del Consejo de Administración.

C.1.27 Indique si están previamente certificadas las cuentas anuales individuales y consolidadas que se presentan al consejo para su formulación:

[  ] Sí  
[  ] No

Identifique, en su caso, a la/s persona/s que ha/han certificado las cuentas anuales individuales y consolidadas de la sociedad, para su formulación por el consejo:

Nombre	Cargo
DON CARLOS FELIPE GONZÁLEZ BAILAC	DIRECTOR FINANCIERO
DON FRANCISCO JOSÉ ARREGUI LABORDA	CONSEJERO - DIRECTOR GENERAL
DON HUGO SERRA CALDERÓN	CONSEJERO - DIRECTOR GENERAL ADJUNTO A PRESIDENCIA

Don Hugo Serra Calderón ha sido nombrado como consejero delegado de la Sociedad el pasado 28 de octubre de 2021 con efectos desde 1 de enero de 2022.

**C.1.28** Explique, si los hubiera, los mecanismos establecidos por el consejo de administración para que las cuentas anuales que el consejo de administración presente a la junta general de accionistas se elaboren de conformidad con la normativa contable.

De conformidad con lo establecido en los Estatutos Sociales y en el Reglamento del Consejo de Administración, el Comité de Auditoría, tiene entre sus funciones, el responsabilizarse de:

- (i) Velar porque las cuentas anuales que el Consejo presente a la Junta se elaboren de conformidad con la normativa contable.
- (ii) Supervisar tanto la eficacia del sistema de control interno de la Sociedad, velando en general por que las políticas y sistemas establecidos se apliquen de modo efectivo en la práctica, como la auditoría interna y los sistemas de gestión de riesgos, incluyendo el sistema de control interno de la información financiera, así como discutir con los auditores de cuentas las debilidades significativas del sistema de control interno y de riesgos detectadas en el desarrollo de la auditoría, todo ello sin quebrantar su independencia.
- (iii) Conocer, evaluar y supervisar el proceso de elaboración y la integridad y presentación de la información financiera y no financiera, así como los sistemas de control interno de gestión de riesgos financieros y no financieros.
- (iv) Revisar las cuentas de la Sociedad, vigilar el cumplimiento de los requerimientos legales, la adecuada delimitación del perímetro de consolidación y la correcta aplicación de los principios de contabilidad generalmente aceptados.
- (v) Supervisar la información que el Consejo de Administración ha de aprobar e incluir dentro de su documentación pública anual.
- (vi) Relacionarse con los auditores externos para recibir información sobre aquellas cuestiones que puedan poner en riesgo su independencia y cualesquiera otras relacionadas con el proceso de desarrollo de la auditoría de cuentas; y emitir anualmente, con carácter previo a la emisión del informe de auditoría de cuentas, un informe en el que expresarán su opinión sobre la independencia de aquellos.

En el ejercicio de dichas funciones, el Comité de Auditoría se reúne con el Auditor externo con carácter previo a la presentación de las cuentas individuales y consolidadas, dando cuenta de los trabajos realizados durante el ejercicio, para cerciorarse y dejar constancia de que hasta ese instante no se observan salvedades en el Informe de Auditoría.

Los informes de auditoría de las cuentas anuales formuladas por el Consejo de Administración, han sido emitidos históricamente sin salvedades, tal y como consta en la información sobre la Sociedad que puede encontrarse en la página web de la CNMV ([www.cnmv.es](http://www.cnmv.es)).

**C.1.29** ¿El secretario del consejo tiene la condición de consejero?

- Sí  
 No

Si el secretario no tiene la condición de consejero complete el siguiente cuadro:

**C.1.30** Indique los mecanismos concretos establecidos por la sociedad para preservar la independencia de los auditores externos, así como, si los hubiera, los mecanismos para preservar la independencia de los analistas financieros, de los bancos de inversión y de las agencias de calificación, incluyendo cómo se han implementado en la práctica las previsiones legales.

Conforme a lo establecido en el artículo 15 del Reglamento del Consejo de Administración, el Comité de Auditoría se responsabilizará de relacionarse con los auditores externos para recibir información sobre aquellas cuestiones que puedan poner en riesgo la independencia de éstos y cualesquiera otras relacionadas con el proceso de desarrollo de la auditoría de cuentas, así como aquellas otras comunicaciones previstas en la legislación de auditoría de cuentas y en las normas técnicas de auditoría. En todo caso, deberán recibir anualmente de los auditores de cuentas la confirmación escrita de su independencia frente a la entidad o entidades vinculadas a ésta directa o indirectamente, así como la información de los servicios adicionales de cualquier clase prestados a estas entidades por los citados auditores, o por las personas o entidades vinculadas a éstos de acuerdo con lo dispuesto en la Ley de Auditoría de Cuentas. Asimismo, dentro de las responsabilidades del Comité de Auditoría se encuentra la de emitir anualmente, con carácter previo a la emisión del informe de auditoría de cuentas, un informe en el que expresará una opinión sobre la independencia de los auditores de cuentas o sociedades de auditoría.

Respecto a los analistas financieros, bancos de inversión y agencias de calificación, no se han desarrollado mecanismos para preservar su independencia al no haberse producido ni prever que se produzca ninguna situación que requiera su implantación, quedando fijadas las vías de comunicación con estos a través de la Política de información económico-financiera, no financiera y corporativa y de contactos con accionistas, inversores institucionales y asesores de voto de la Sociedad, que puede ser consultada en la página web corporativa.

**C.1.31** Indique si durante el ejercicio la Sociedad ha cambiado de auditor externo. En su caso identifique al auditor entrante y saliente:

- Sí  
 No

En el caso de que hubieran existido desacuerdos con el auditor saliente, explique el contenido de los mismos:

- Sí  
 No

C.1.32 Indique si la firma de auditoría realiza otros trabajos para la sociedad y/o su grupo distintos de los de auditoría y en ese caso declare el importe de los honorarios recibidos por dichos trabajos y el porcentaje que el importe anterior supone sobre los honorarios facturados por trabajos de auditoría a la sociedad y/o su grupo:

- Sí  
 No

	Sociedad	Sociedades del grupo	Total
Importe de otros trabajos distintos de los de auditoría (miles de euros)	0	5	5
Importe trabajos distintos de los de auditoría / Importe trabajos de auditoría (en %)	0,00	0,11	0,10

C.1.33 Indique si el informe de auditoría de las cuentas anuales del ejercicio anterior presenta salvedades. En su caso, indique las razones dadas a los accionistas en la Junta General por el presidente de la comisión de auditoría para explicar el contenido y alcance de dichas salvedades.

- Sí  
 No

C.1.34 Indique el número de ejercicios que la firma actual de auditoría lleva de forma ininterrumpida realizando la auditoría de las cuentas anuales individuales y/o consolidadas de la sociedad. Asimismo, indique el porcentaje que representa el número de ejercicios auditados por la actual firma de auditoría sobre el número total de ejercicios en los que las cuentas anuales han sido auditadas:

	Individuales	Consolidadas
Número de ejercicios ininterrumpidos	4	4
Nº de ejercicios auditados por la firma actual de auditoría / Nº de ejercicios que la sociedad o su grupo han sido auditados (en %)	10,00	12,90

C.1.35 Indique y, en su caso detalle, si existe un procedimiento para que los consejeros puedan contar con la información necesaria para preparar las reuniones de los órganos de administración con tiempo suficiente:

- Sí  
 No



#### Detalle del procedimiento

De acuerdo con lo establecido en el artículo 25 del Reglamento del Consejo de Administración, el Consejero está investido de las más amplias facultades para informarse de cualquier aspecto de la Sociedad, para examinar sus libros, registros, documentos y demás antecedentes de las operaciones sociales y para inspeccionar todas sus instalaciones. El derecho de información se extiende a las sociedades filiales, sean nacionales o extranjeras.

Con el fin de no perturbar la gestión ordinaria de la Sociedad, el ejercicio de las facultades de información se canalizará a través del Presidente o del Secretario del Consejo de Administración, quienes atenderán las solicitudes del Consejero facilitándole directamente la información, ofreciéndole los interlocutores apropiados o arbitrando las medidas precisas para que pueda practicar el examen e inspección deseados.

Además, conforme a lo dispuesto en el artículo 17.2 del Reglamento del Consejo de Administración, la convocatoria del Consejo se efectuará por carta o correo electrónico, y estará autorizada con la firma del Presidente o la del Secretario o Vicesecretario por orden del Presidente. La convocatoria se cursará con una antelación mínima de cinco días, salvo que concurran circunstancias extraordinarias apreciadas por el Presidente.

**C.1.36 Indique y, en su caso detalle, si la sociedad ha establecido reglas que obliguen a los consejeros a informar y, en su caso, a dimitir cuando se den situaciones que les afecten, relacionadas o no con su actuación en la propia sociedad que puedan perjudicar al crédito y reputación de ésta:**

Sí  
 No

#### Explique las reglas

El artículo 23 del Reglamento del Consejo de Administración establece que los Consejeros estarán obligados a informar y deberán poner su cargo a disposición del Consejo de Administración y formalizarán, si éste lo considera conveniente, previo informe de la Comisión de Nombramientos y Retribuciones, la correspondiente dimisión en los siguientes casos:

- (i) Cuando cesen en los puestos ejecutivos a los que estuviere asociado su nombramiento como Consejero.
- (ii) Cuando se vean incursos en alguno de los supuestos de incompatibilidad o prohibición legalmente previstos.
- (iii) Cuando sean objeto de un expediente disciplinario por falta grave o muy grave instruido por las autoridades supervisoras.
- (iv) Cuando el propio Consejo así se lo solicite por haber infringido sus obligaciones como Consejero.
- (v) Cuando su permanencia en el Consejo pueda poner en riesgo los intereses de la Sociedad o cuando desaparezcan las razones por las que fueron nombrados.
- (vi) Cuando se den situaciones que les afecten, relacionados o no con su actuación en la propia Sociedad, que puedan perjudicar el crédito y reputación de ésta, estando obligados a informar al Consejo de y cualquier causa penal en la que aparezcan como investigados, así como de sus vicisitudes procesales.

En estos supuestos, habiendo sido informado o habiendo conocido el Consejo de otro modo alguna de las situaciones mencionadas, examinará el caso tan pronto como sea posible, decidiendo, previo informe de la Comisión de Nombramientos y Retribuciones, si se debe tomar o no alguna medida e informará al respecto en el Informe Anual de Gobierno Corporativo, salvo que concurran circunstancias especiales que lo justifiquen, de lo que deberá dejarse constancia en acta.

Además, el Consejo de Administración no propondrá a la Junta General el cese de ningún Consejero independiente antes del cumplimiento del plazo para el que haya sido elegido, salvo que exista una causa que lo justifique, apreciada por el Consejo de Administración previo informe de la Comisión de Nombramientos y Retribuciones.

En base a lo anterior, y haciendo constar que no se ha dado en los últimos años ninguna situación como las descritas, los Consejeros informarían sobre cualquier supuesto que pudiese perjudicar el crédito y reputación de la Sociedad y dimitirían a instancias del Consejo.

**C.1.37 Indique, salvo que hayan concurrido circunstancias especiales de las que se haya dejado constancia en acta, si el consejo ha sido informado o ha conocido de otro modo alguna situación que afecte a un consejero, relacionada o no con su actuación en la propia sociedad, que pueda perjudicar al crédito y reputación de ésta:**

Sí  
 No

**C.1.38** Detalle los acuerdos significativos que haya celebrado la sociedad y que entren en vigor, sean modificados o concluyan en caso de cambio de control de la sociedad a raíz de una oferta pública de adquisición, y sus efectos.

En el ejercicio 2019, en el marco de la adquisición de la sociedad Seguros de Vida y Pensiones Antares, S.A. ("Antares") a su antiguo propietario, Grupo Telefónica, se suscribió un compromiso de exclusividad por un periodo determinado con Antares respecto a determinadas pólizas colectivas cuyo tomador son sociedades del citado Grupo, actuando la Sociedad como garante. El citado compromiso de exclusividad podrá ser resuelto unilateralmente por Grupo Telefónica en caso de que se produzca un cambio de control en la Sociedad.

Asimismo, en el marco de la adquisición de un 15% de la sociedad Serveis Funeraris de Barcelona, S.A. ("SFB") por parte de la filial de la Sociedad Asistea Servicios Integrales, S.L. ("Asistea"), se suscribió un acuerdo de accionistas con Pompas Funebres Mediterraneas, S.L. ("PFM"), titular del restante 85% del capital social de SFB, en virtud del cual, entre otros acuerdos, se establece una opción de compra en favor de PFM en caso de que se produzca un cambio de control directo o indirecto en Asistea.

**C.1.39** Identifique de forma individualizada, cuando se refiera a consejeros, y de forma agregada en el resto de casos e indique, de forma detallada, los acuerdos entre la sociedad y sus cargos de administración y dirección o empleados que dispongan indemnizaciones, cláusulas de garantía o blindaje, cuando éstos dimitan o sean despedidos de forma improcedente o si la relación contractual llega a su fin con motivo de una oferta pública de adquisición u otro tipo de operaciones.

Numero de beneficiarios	1
Tipo de beneficiario	Descripción del acuerdo
Consejero-Director General	El Consejero-Director General tiene derecho a una indemnización en caso de extinción de su vínculo contractual salvo en caso de dimisión no fundada en justa causa o por incumplimiento grave y culpable de sus obligaciones contractuales, por una cuantía equivalente a la que le hubiera correspondido a un trabajador con una relación laboral ordinaria en el caso de un despido calificado improcedente.

Indique si, más allá de en los supuestos previstos por la normativa, estos contratos han de ser comunicados y/o aprobados por los órganos de la sociedad o de su grupo. En caso positivo, especifique los procedimientos, supuestos previstos y la naturaleza de los órganos responsables de su aprobación o de realizar la comunicación:

	Consejo de administración	Junta general
Órgano que autoriza las cláusulas	√	
	Si	No
¿Se informa a la junta general sobre las cláusulas?		√

Aunque el contrato mercantil de D. José Ignacio Álvarez Juste (el "Consejero Delegado Saliente") preveía una indemnización de 1,25 anualidades, el pasado 14 de octubre de 2021 el mismo presentó su renuncia con fecha de efectos 31 de diciembre de 2021 sin derecho a indemnización alguna por la extinción de su contrato mercantil.

No obstante, como consecuencia de la citada extinción y, de acuerdo con lo previsto en su contrato de alta dirección con la filial Bilbao Compañía Anónima de Seguros y Reaseguros ("Seguros Bilbao") de 22 de enero de 2002, se reactivó dicha relación laboral especial de manera automática desde el día 1 de enero de 2022.

Posteriormente, el 31 de enero de 2022, el Consejero Delegado Saliente y Seguros Bilbao en virtud de lo previsto en dicho contrato laboral de alta dirección han resuelto de mutuo acuerdo dicha relación. Adicionalmente a la liquidación de los haberes pendientes a dicha fecha, se ha pactado como compensación económica una indemnización de dos anualidades de todas sus retribuciones, haciéndose cargo asimismo Seguros Bilbao de la tramitación y el coste del convenio especial con la Seguridad Social durante dos años desde el 31 de enero de 2022, salvo que decidiera jubilarse con anterioridad a dicha fecha.

Para mayor detalle ver Apartado A.1 del Informe Anual de Remuneraciones correspondiente al ejercicio 2021.

## C.2. Comisiones del consejo de administración

C.2.1 Detalle todas las comisiones del consejo de administración, sus miembros y la proporción de consejeros ejecutivos, dominicales, independientes y otros externos que las integran:

COMISIÓN DE NOMBRAMIENTOS Y RETRIBUCIONES		
Nombre	Cargo	Categoría
DON ALBERTO THIEBAUT ESTRADA	VOCAL	Dominical
DON FRANCISCO JAVIER PÉREZ FARGUELL	PRESIDENTE	Independiente
DON JUAN IGNACIO GUERRERO GILABERT	VOCAL	Independiente

% de consejeros ejecutivos	0,00
% de consejeros dominicales	33,33
% de consejeros independientes	66,67
% de consejeros otros externos	0,00

Explique las funciones, incluyendo, en su caso, las adicionales a las previstas legalmente, que tiene atribuidas esta comisión, y describa los procedimientos y reglas de organización y funcionamiento de la misma. Para cada una de estas funciones, señale sus actuaciones más importantes durante el ejercicio y cómo ha ejercido en la práctica cada una de las funciones que tiene atribuidas, ya sea en la ley o en los estatutos o en otros acuerdos sociales.

### COMISIÓN DE NOMBRAMIENTOS Y RETRIBUCIONES (CNYR)

1) Según el redactado del artículo 16 del Reglamento del Consejo de Administración ("RCAdm") la CNYR estará formada por entre 3 y 5 miembros, todos Consejeros externos y siendo la mayoría consejeros independientes; no obstante, los Consejeros ejecutivos asistirán sin voto a las reuniones excepto que a juicio de su Presidente no resulte conveniente. Deberá asistir a las sesiones de la CNYR y prestarle su colaboración y acceso a la información de que disponga, cualquier miembro del equipo directivo o personal que fuese requerido.

2) La CNYR regulará su funcionamiento, nombrando de entre sus miembros independientes a su Presidente. Los miembros de la CNYR se designarán procurando que, en la medida de lo posible, tengan los conocimientos, aptitudes y experiencia adecuados a las funciones que estén llamados a desempeñar. La Secretaría la desempeñará el Secretario del Consejo de Administración ("CAAdm"), el Vicesecretario o uno de los miembros y en lo no previsto, se aplicarán las normas establecidas por el RCAdm en relación con el CAAdm, siempre y cuando sean compatibles con la naturaleza y función de la CNYR. La CNYR quedará constituida cuando concurren, al menos, la mitad de sus miembros, presentes o representados y sus acuerdos se adoptarán por mayoría absoluta de sus asistentes, siendo dirimente el voto del Presidente.

3) La CNYR garantizará que la Sociedad se cuente con un programa de orientación que proporcione a los nuevos Consejeros un conocimiento suficiente de la Sociedad y sus reglas de gobierno corporativo. Esta CNYR tendrá únicamente facultades de información, asesoramiento y propuesta en las materias determinadas por el RCAdm, sin que ello excluya que el CAAdm pueda decidir sobre estos asuntos, recabando siempre el informe de la CNYR. No podrá adoptarse una decisión contra el parecer de la CNYR más que con acuerdo del CAAdm. La CNYR podrá recabar el asesoramiento de profesionales externos.

4) La CNYR tiene, entre otras, las siguientes funciones (una enumeración completa puede leerse en el artículo 16 del RCAdm):

- (i) formular y revisar los criterios que deben seguirse para la composición del CAAdm y selección de candidatos y verificar que cumplen con los requisitos de calificación;
- (ii) elevar al CAAdm informe sobre el nombramiento de Consejeros para que éste proceda directamente a designarlos o someta el nombramiento a la decisión de la Junta General ("JG"). Informar sobre las propuestas de cese de los miembros del CAAdm. En el caso de los Consejeros independientes, proponer su nombramiento o cese;
- (iii) informar sobre el nombramiento y cese del Secretario y el Vicesecretario del CAAdm;
- (iv) proponer al CAAdm los miembros que deban formar parte de cada uno de los órganos delegados del CAAdm;
- (v) informar sobre el desempeño de las funciones del Presidente del CAAdm y/o del primer ejecutivo, sobre la calidad y eficiencia de la labor del CAAdm y sobre su propio funcionamiento;

- (vi) examinar u organizar, la sucesión del Presidente y/o del primer ejecutivo (bajo la coordinación del Consejo Coordinador) y, en su caso, hacer propuestas para se produzca de forma ordenada y planificada;
- (vii) proponer al CAdm la política de retribuciones de los Consejeros y de los directores generales o de quienes desarrollen sus funciones de alta dirección bajo la dependencia directa del CAdm, de Comisiones ejecutivas o de Consejeros Delegados, así como la retribución y las demás condiciones contractuales de los Consejeros ejecutivos, velando por su observancia;
- (viii) informar sobre los nombramientos y ceses de los altos directivos que el primer ejecutivo proponga al CAdm, así como de las condiciones básicas de sus contratos;
- (ix) revisar los programas de retribución, ponderando su adecuación y rendimientos; así como la política de remuneraciones aplicada a consejeros y directivos, verificando la información sobre sus remuneraciones;
- (x) establecer un objetivo de representación para el sexo menos representado en el CAdm y elaborar orientaciones sobre cómo alcanzar dicho objetivo.
- (xi) Asegurarse de que los consejeros no ejecutivos tienen suficiente disponibilidad de tiempo para el correcto desarrollo de sus funciones.

La CNYR ha ejercitado durante el ejercicio 2021 las funciones (i), (ii), (vi), (vii), (viii), (ix) y (xi).

COMITÉ DE AUDITORÍA		
Nombre	Cargo	Categoría
DON FRANCISCO JAVIER PÉREZ FARGUELL	VOCAL	Independiente
DON JUAN IGNACIO GUERRERO GILABERT	PRESIDENTE	Independiente
LACANUDA CONSELL, S.L.	VOCAL	Dominical

% de consejeros ejecutivos	0,00
% de consejeros dominicales	33,33
% de consejeros independientes	66,67
% de consejeros otros externos	0,00

El Secretario del Consejo de Administración de la Sociedad (consejero ejecutivo) realiza las funciones de secretario no miembro del Comité de Auditoría. En particular, dicho consejero no solo es licenciado en derecho sino abogado del estado en excedencia y, por tanto, cumple sobradamente con todos los requisitos necesarios para poder ejercer las funciones encomendadas y, en particular, aquellas previstas en el artículo 529 octies LSC para el secretario del consejo de administración y que pueden extrapolarse al secretario del Comité de Auditoría y entre las que destacamos "Velar por que las actuaciones del consejo de administración se ajusten a la normativa aplicable y sean conformes con los estatutos sociales y demás normativa interna".

En este sentido, el Consejo de Administración ha entendido que, ante el creciente aumento de las funciones y responsabilidades atribuidas al Comité de Auditoría por las reformas legislativas, dicho nombramiento garantizaría que el desarrollo del mismo se llevara de forma acorde con dicha normativa, permitiendo a los miembros del Comité centrarse en los aspectos de fondo de su cometido.

Asimismo, debe remarcar que el consejero ejecutivo que hace las funciones de secretario no miembro del Comité, como tal, no tiene voto en las decisiones que toma el mismo.

Explique las funciones, incluyendo, en su caso, las adicionales a las previstas legalmente, que tiene atribuidas esta comisión, y describa los procedimientos y reglas de organización y funcionamiento de la misma. Para cada una de estas funciones, señale sus actuaciones más importantes durante el ejercicio y cómo ha ejercido en la práctica cada una de las funciones que tiene atribuidas, ya sea en la ley o en los estatutos o en otros acuerdos sociales.

#### COMITÉ DE AUDITORÍA (CAU)

1) Según el redactado del artículo 15 del Reglamento del Consejo de Administración ("RCAdm"), el Consejo de Administración ("CAdm") constituirá un CAU que estará integrado por entre 3 y 5 miembros, todos ellos Consejeros no ejecutivos, nombrados por el CAdm, siendo la mayoría independientes y teniendo, en su conjunto, y de forma especial su Presidente, conocimientos y experiencia en materia de contabilidad, auditoría y gestión de riesgos, tanto financieros como no financieros. El CAdm elegirá, de entre los miembros independientes, al Presidente del CAU quien deberá ser sustituido cada 4 años, pudiendo ser reelegido una vez pasado un año desde su cese.

2) El CAU quedará constituido cuando concurran, al menos, la mitad de sus miembros, presentes o representados y sus acuerdos se adoptarán por mayoría absoluta de sus asistentes, siendo dirimente el voto del Presidente. Estará obligado a asistir y a prestarle su colaboración y acceso a la información de que disponga, cualquier miembro del equipo directivo o del personal que fuese requerido.

3) Los Consejeros ejecutivos que no sean miembros del CAU podrán asistir, con voz pero sin voto, a las sesiones, a solicitud del Presidente del mismo.

4) El CAU podrá recabar el asesoramiento de profesionales externos.

5) El CAU tendrá, entre otras, las siguientes funciones (una enumeración completa puede leerse en el artículo 15 del RCAdm), todas las cuales ha ejercitado durante el ejercicio objeto del presente Informe:

(i) velar porque las cuentas anuales que el CAAdm presente a la JG se elaboren de conformidad con la normativa contable. En este sentido, informará a la JG sobre las cuestiones que en ella planteen los accionistas en materia de su competencia y, en particular, (a) sobre el resultado de la auditoría; y (b) en caso de que la auditoría incluya alguna salvedad, explicará en la citada JG el parecer del CAU sobre su contenido y alcance.

(ii) proponer la selección, nombramiento, reelección y condiciones de contratación y mandato, así como revocación/ no renovación de los auditores de cuentas externos;

(iii) supervisar tanto la eficacia del sistema de control interno de la Sociedad, del sistema de control interno de la información financiera, velando en general por que las políticas y sistemas establecidos se apliquen de modo efectivo en la práctica, como la auditoría interna y los sistemas de control de riesgos, así como discutir con los auditores de cuentas las debilidades significativas detectadas;

(iv) supervisar las funciones relativas a la dirección de auditoría interna;

(v) relacionarse con los auditores externos e informarse sobre aquellas cuestiones que puedan poner en riesgo la independencia de éstos, y cualesquiera otras relacionadas con el proceso de auditoría. Recibir anualmente de los auditores la confirmación escrita de su independencia frente a la Sociedad o entidades vinculadas a ésta;

(vi) emitir anualmente un informe sobre la independencia de los auditores, pronunciándose sobre la prestación de servicios adicionales por éstos o sus personas vinculadas;

(vii) recabar información sobre las modificaciones estructurales y operaciones corporativas y sus condiciones económicas e impacto contable;

(viii) evaluar los resultados de cada auditoría;

(ix) supervisar y evaluar el proceso de elaboración, integridad y presentación de información financiera, y no financiera, así como los sistemas de gestión de riesgos financieros y no financieros, revisar las cuentas de la Sociedad, vigilar el cumplimiento de los requerimientos legales, la adecuada delimitación del perímetro de consolidación y la correcta aplicación de los principios de contabilidad generalmente aceptados;

(x) supervisar la información que el CAAdm ha de aprobar e incluir dentro de su documentación pública anual;

(xi) examinar el cumplimiento del Reglamento Interno de Conducta de la Sociedad y su Grupo, del RCAdm y, en general, de las reglas de gobierno corporativo de la Sociedad, velando asimismo para que la cultura corporativa esté alineada con sus propósitos y valores; así como hacer propuestas para su mejora y evaluar periódicamente el sistema de gobierno corporativo y de las políticas en materia medioambiental y social de la Sociedad;

y

(xii) supervisar que las prácticas de la Sociedad en materia medioambiental y social se ajustan a la estrategia y políticas fijadas, así como la aplicación de la política general relativa a la comunicación de información económico-financiera, no financiera y corporativa y contactos con accionistas e inversores, asesores de voto y otros grupos de interés.

6) El CAU informará al CAAdm con carácter previo a la adopción por éste de todas aquellas materias sobre las que sea requerido (y, en particular, la información financiera, la creación o adquisición de participaciones en entidades de propósito especial o domiciliadas en paraísos fiscales, las transacciones que impliquen o puedan implicar conflictos de intereses, las operaciones vinculadas, las materias contempladas en el capítulo IX del RCAdm y las decisiones sobre el IAGC).

7) El CAU valorará y en su caso deberá favorecer que el auditor del grupo asuma la responsabilidad de las auditorías de las empresas que lo integran.

Identifique a los consejeros miembros de la comisión de auditoría que hayan sido designados teniendo en cuenta sus conocimientos y experiencia en materia de contabilidad, auditoría o en ambas e informe sobre la fecha de nombramiento del Presidente de esta comisión en el cargo.

Nombres de los consejeros con experiencia	DON FRANCISCO JAVIER PÉREZ FARGUELL / DON JUAN IGNACIO GUERRERO GILABERT / LACANUDA CONSELL, S.L.
Fecha de nombramiento del presidente en el cargo	25/07/2019

C.2.2 Complete el siguiente cuadro con la información relativa al número de consejeras que integran las comisiones del consejo de administración al cierre de los últimos cuatro ejercicios:

	Número de consejeras							
	Ejercicio 2021		Ejercicio 2020		Ejercicio 2019		Ejercicio 2018	
	Número	%	Número	%	Número	%	Número	%
COMISIÓN DE NOMBRAMIENTOS Y RETRIBUCIONES	0	0,00	0	0,00	0	0,00	0	0,00
COMITÉ DE AUDITORÍA	0	0,00	0	0,00	0	0,00	0	0,00

C.2.3 Indique, en su caso, la existencia de regulación de las comisiones del consejo, el lugar en que están disponibles para su consulta, y las modificaciones que se hayan realizado durante el ejercicio. A su vez, se indicará si de forma voluntaria se ha elaborado algún informe anual sobre las actividades de cada comisión.

No existen reglamentos específicos que regulen la actividad de las Comisiones del Consejo, al ser objeto de regulación suficientemente detallada en el Reglamento del Consejo.

Anualmente se realiza de forma voluntaria un informe sobre las actividades del Comité de Auditoría que se pone a disposición de los accionistas en el momento de convocar la Junta General de Accionistas y que puede consultarse en la página web corporativa de la Sociedad.

## **D. OPERACIONES VINCULADAS Y OPERACIONES INTRAGRUPPO**

**D.1.** Explique, en su caso, el procedimiento y órganos competentes para la aprobación de operaciones con partes vinculadas e intragrupo, indicando los criterios y reglas generales internas de la entidad que regulen las obligaciones de abstención de los consejero o accionistas afectados y detallando los procedimientos internos de información y control periódico establecidos por la sociedad en relación con aquellas operaciones vinculadas cuya aprobación haya sido delegada por el consejo de administración.

Sin perjuicio de otras delegaciones que tiene conferidas, el Consejo de Administración conoce de los asuntos más relevantes para la Sociedad y, en particular, le corresponde, mediante la adopción de acuerdos que habrán de aprobarse según lo previsto en la Ley o los Estatutos, el tratamiento de entre otras materias, que tienen el carácter de reservado, el referente a las operaciones que la Sociedad realice con Consejeros, con accionistas significativos o representados en el Consejo de Administración, o con personas a ellos vinculados ("operaciones vinculadas").

Dichas operaciones vinculadas deben ser autorizadas por la junta general de accionistas en el caso de que (a) el importe de la operación vinculada en cuestión supere el 10% del activo total, o (b) el negocio o transacción en que consista, por su propia naturaleza, esté legal o estatutariamente reservada a la competencia de la junta general. En el resto de casos, las citadas operaciones deben ser aprobadas por el Consejo de Administración, previo informe favorable del Comité de Auditoría. Los Consejeros a los que afecten dichas operaciones, además de no ejercer ni delegar su derecho de voto, deben ausentarse de la sala de reuniones mientras el Consejo de Administración delibera y vota sobre ellas.

No obstante, conforme a lo dispuesto en el nuevo redactado del artículo 5.4) del Reglamento del Consejo de Administración (ver apartado C.1.15 anterior) la aprobación de las operaciones vinculadas podrá ser delegada por el Consejo en órganos delegados o en miembros de la alta dirección, sin necesidad de informe previo del Comité de Auditoría, si se trata de:

(i) operaciones entre sociedades que formen parte del mismo grupo que se realicen en el ámbito de la gestión ordinaria y en condiciones de mercado.

(ii) operaciones que se concierten en virtud de contratos cuyas condiciones estén estandarizadas y se apliquen en masa a un elevado número de clientes; se realicen a precios o tarifas establecidos con carácter general por quien actúe como suministrador del bien o servicio del que se trate, y cuya cuantía no supere el 0.5% del importe neto de la cifra de negocios anual (según los valores reflejados en las últimas cuentas anuales consolidadas).

Para ello, el Consejo de Administración tiene implementado un procedimiento interno de información y control periódico, en el que interviene el Comité de Auditoría y que se encarga de verificar la equidad y transparencia de dichas operaciones y, en su caso, el cumplimiento de los criterios legales aplicables a las anteriores excepciones.

Dicho procedimiento se recoge en el "Protocolo interno de conducta en el ámbito de la delegación de operaciones vinculadas intragrupo del Grupo Catalana Occidente", el cual fue aprobado por el Consejo de Administración el pasado 30 de septiembre de 2021.

Adicionalmente, el grupo al que pertenece la sociedad dominante de la Sociedad ha aprobado su propio Protocolo interno de conducta en el ámbito de la delegación de operaciones vinculadas intragrupo, a imagen del aprobado por la Sociedad, con el fin de supervisar las operaciones vinculadas intragrupo y prevenir los conflictos de interés que puedan presentarse entre sociedad dominante de la cotizada y las demás empresas del Grupo.

**D.2.** Detalle de manera individualizada aquellas operaciones significativas por su cuantía o relevantes por su materia realizadas entre la sociedad o sus entidades dependientes y los accionistas titulares de un 10 % o más de los derechos de voto o representados en el consejo de administración de la sociedad, indicando cuál ha sido el órgano competente para su aprobación y si se ha abstenido algún accionista o consejero afectado. En caso de que la competencia haya sido de la junta, indique si la propuesta de acuerdo ha sido aprobada por el consejo sin el voto en contra de la mayoría de los independientes:

	Nombre o denominación social del accionista o de cualquiera de sus sociedades dependientes	% Participación	Nombre o denominación social de la sociedad o entidad dependiente	Importe (miles de euros)	Órgano que la ha aprobado	Identificación del accionista significativo o consejero que se hubiera abstenido	La propuesta a la junta, en su caso, ha sido aprobada por el consejo sin el voto en contra de la mayoría de independientes
(1)	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	61,95	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	2	Consejo de Administración	No aplicable	NO
(2)	APROA 3G REAL ESTATE, S.L.	0,00	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	1	Consejo de Administración	No aplicable	NO
(3)	INOC, S.A.	61,94	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	4	Consejo de Administración	No aplica	NO
(4)	LA PREVISIÓN 96, S.A.	25,00	SEGUROS CATALANA OCCIDENTE, S.A. DE SEGUROS Y REASEGUROS	3	Consejo de Administración	No aplica	NO
(5)	INOC, S.A.	61,94	GRUPO CATALANA OCCIDENTE, S.A.	39.803	Junta de Accionistas	No aplicable	SI
(6)	LA PREVISIÓN 96, S.A.	25,00	GRUPO CATALANA OCCIDENTE, S.A.	26.940	Junta de Accionistas	No aplicable	SI



	Nombre o denominación social del accionista o de cualquiera de sus sociedades dependientes	Naturaleza de la relación	Tipo de la operación y otra información necesaria para su evaluación
(1)	CO SOCIEDAD DE GESTIÓN Y PARTICIPACIÓN, S.A.	Contractual	Contratos de arrendamiento operativo
(2)	APROA 3G REAL ESTATE, S.L.	Contractual	Contratos de arrendamiento operativo
(3)	INOC, S.A.	Contractual	Contratos de arrendamiento operativo
(4)	LA PREVISIÓN 96, S.A.	Contractual	Contratos de arrendamiento operativo
(5)	INOC, S.A.	Societaria	Distribución dividendos
(6)	LA PREVISIÓN 96, S.A.	Societaria	Distribución dividendos

**D.3.** Detalle de manera individualizada las operaciones significativas por su cuantía o relevantes por su materia realizadas por la sociedad o sus entidades dependientes con los administradores o directivos de la sociedad, incluyendo aquellas operaciones realizadas con entidades que el administrador o directivo controle o controle conjuntamente, e indicando cuál ha sido el órgano competente para su aprobación y si se ha abstenido algún accionista o consejero afectado. En caso de que la competencia haya sido de la junta, indique si la propuesta de acuerdo ha sido aprobada por el consejo sin el voto en contra de la mayoría de los independientes:

Nombre o denominación social de los administradores o directivos o de sus entidades controladas o bajo control conjunto	Nombre o denominación social de la sociedad o entidad dependiente	Vínculo	Importe (miles de euros)	Órgano que la ha aprobado	Identificación del accionista significativo o consejero que se hubiera abstenido	La propuesta a la junta, en su caso, ha sido aprobada por el consejo sin el voto en contra de la mayoría de independientes
Sin datos						

Nombre o denominación social de los administradores o directivos o de sus entidades controladas o bajo control conjunto	Naturaleza de la operación y otra información necesaria para su evaluación
Sin datos	

De conformidad con lo establecido en la Orden EHA/3050/2004, de 15 de septiembre, se hace constar que, al margen de las remuneraciones percibidas por los Consejeros reflejadas en el Apartado C.1.13 y los dividendos percibidos, en su caso, por los Consejeros (por importe total de 3.192,29 miles de euros) y miembros de la Alta Dirección (por importe total de 19,13 miles de euros) en su condición de accionistas, no se han producido en el ejercicio operaciones vinculadas intragrupo o efectuadas con administradores, directivos o asimilados a estos efectos, o con sus personas vinculadas, excepto aquellas que se encuentran dentro de los parámetros establecidos por el Protocolo interno de conducta en el ámbito de la delegación de operaciones vinculadas intragrupo del Grupo Catalana Occidente, y han sido supervisadas por el Comité de Auditoría y de las que el Consejo de Administración ha tomado razón.

**D.4.** Informe de manera individualizada de las operaciones intragrupo significativas por su cuantía o relevantes por su materia realizadas por la sociedad con su sociedad dominante o con otras entidades pertenecientes al grupo de la dominante, incluyendo las propias entidades dependientes de la sociedad cotizada, excepto que ninguna otra parte vinculada de la sociedad cotizada tenga intereses en dichas entidades dependientes o éstas se encuentren íntegramente participadas, directa o indirectamente, por la cotizada.

En todo caso, se informará de cualquier operación intragrupo realizada con entidades establecidas en países o territorios que tengan la consideración de paraíso fiscal:

Denominación social de la entidad de su grupo	Breve descripción de la operación y otra información necesaria para su evaluación	Importe (miles de euros)
Sin datos		

**D.5.** Detalle de manera individualizada las operaciones significativas por su cuantía o relevantes por su materia realizadas por la sociedad o sus entidades dependientes con otras partes vinculadas que lo sean de conformidad con las Normas Internacionales de Contabilidad adoptadas por la UE, que no hayan sido informadas en los epígrafes anteriores.

Denominación social de la parte vinculada	Breve descripción de la operación y otra información necesaria para su evaluación	Importe (miles de euros)
Sin datos		

**D.6.** Detalle los mecanismos establecidos para detectar, determinar y resolver los posibles conflictos de intereses entre la sociedad y/o su grupo, y sus consejeros, directivos, accionistas significativos u otras partes vinculadas.

El artículo 31 del Reglamento del Consejo de Administración, establece que los Consejeros deberán comunicar al Consejo de Administración cualquier situación de conflicto, directo o indirecto, que pudieran tener con el interés de la Sociedad.

En caso de conflicto, el Consejero afectado se abstendrá de intervenir en la operación a que el conflicto se refiera. En particular, los Consejeros deberán de abstenerse de asistir e intervenir en las deliberaciones que afecten a asuntos en los que puedan hallarse interesados personalmente.

El Consejero no podrá realizar, directa o indirectamente, transacciones profesionales o comerciales relevantes con la Sociedad, salvo que, de conformidad con lo previsto en el capítulo VII bis de la LSC, se comunique previamente de la situación de conflicto y la Junta General o el Consejo de Administración, según corresponda, apruebe la transacción, previo informe del Comité de Auditoría, tal y como se ha descrito en el apartado D.1 anterior o, alternativamente, se cumplan las condiciones previstas en el artículo 529 duodécimo apartado 4 de la LSC, y estas sean informadas y controladas periódicamente con la intervención del Comité de Auditoría.

En este sentido, los miembros del consejo de administración han reportado todas las operaciones que cumplen dichas características a 31 de diciembre de 2021, y las mismas han sido supervisadas por el Comité de Auditoría de fecha 27 de enero de 2022 y el Consejo de Administración de la misma fecha ha tomado razón de las mismas.

En cuanto a los mecanismos establecidos para detectar, determinar y resolver los posibles conflictos de intereses entre la sociedad y/o su grupo o con sus accionistas significativos, los mismos se han descrito en el apartado D.1 anterior. En este sentido, y en virtud del procedimiento de supervisión periódica establecido en el Protocolo interno de conducta en el ámbito de la delegación de operaciones vinculadas intragrupo del Grupo Catalana Occidente, los Comités de Auditoría de fecha 30 de septiembre de 2021 y 27 de enero de 2022 y los Consejos de Administración de las mismas fechas han tomado razón de las mismas.

**D.7.** Indique si la sociedad está controlada por otra entidad en el sentido del artículo 42 del Código de Comercio, cotizada o no, y tiene, directamente o a través de sus filiales, relaciones de negocio con dicha entidad o alguna de sus filiales (distintas de las de la sociedad cotizada) o desarrolla actividades relacionadas con las de cualquiera de ellas.

Sí  
 No

Indique si ha informado públicamente con precisión acerca de las respectivas áreas de actividad y eventuales relaciones de negocio entre por un lado, la sociedad cotizada o sus filiales y, por otro, la sociedad matriz o sus filiales:

Sí  
 No

Informe de las respectivas áreas de actividad y las eventuales relaciones de negocio entre, por un lado, la sociedad cotizada o sus filiales y, por otro, la sociedad matriz o sus filiales, e identifique dónde se ha informado públicamente sobre estos aspectos

La Sociedad informa a través del apartado D.2 del presente informe de las relaciones de negocio que existen entre la sociedad cotizada, o sus filiales, por un lado, y la sociedad matriz del grupo y sus filiales, por otro.

Identifique los mecanismos previstos para resolver los eventuales conflictos de intereses entre la otra sociedad dominante de la cotizada y las demás empresas del grupo:

#### Mecanismos para resolver los eventuales conflictos de intereses

Tal y como se ha señalado en el apartado D.1 anterior, se ha establecido el "Protocolo interno de conducta en el ámbito de la delegación de operaciones vinculadas intragrupo del Grupo Catalana Occidente", aprobado por el Consejo de Administración el pasado 30 de septiembre de 2021, con el fin de supervisar las operaciones vinculadas entre las sociedades del Grupo. Adicionalmente, el grupo al que pertenece la sociedad dominante de la Sociedad ha aprobado su propio Protocolo interno de conducta en el ámbito de la delegación de operaciones vinculadas intragrupo, a imagen del aprobado por la Sociedad, con el fin de supervisar las operaciones vinculadas intragrupo y prevenir los conflictos de interés que puedan presentarse entre sociedad dominante de la cotizada y las demás empresas del Grupo, incluyendo la Sociedad y sus entidades dependientes.

## **E. SISTEMAS DE CONTROL Y GESTIÓN DE RIESGOS**

### **E.1. Explique el alcance del Sistema de Control y Gestión de Riesgos financieros y no financieros de la sociedad, incluidos los de naturaleza fiscal.**

El Sistema de Control y Gestión de Riesgos de la Sociedad y de su Grupo funciona de forma integral, consolidando dicha gestión por negocio, actividad, filial y área de soporte a nivel corporativo.

La Sociedad define su estrategia en función del nivel de riesgo que está dispuesta a asumir y se asegura de que la integración de la misma con la estrategia de negocio permita cumplir con el apetito y la tolerancia al riesgo fijados por el Consejo de Administración. Para ello mediante el proceso de establecimiento del Sistema de Control y Gestión de Riesgos la Sociedad, identifica y determina, entre otros, (i) los distintos tipos de riesgos a los que se enfrenta (incluidos los de naturaleza fiscal), (ii) el nivel de riesgo que se considera aceptable, (iii) las medidas previstas para mitigar el impacto de los mismos, en caso de que llegaran a materializarse, y (iv) los sistemas de información y control interno utilizados en la gestión de los citados riesgos.

En el marco del cumplimiento de los requerimientos establecidos en el artículo 66 de la Ley 20/2015 de ordenación, supervisión y solvencia de las entidades aseguradoras y reaseguradoras ("LOSSEAR") y su desarrollo por el artículo 44 del Real Decreto 1060/2015, de 20 de noviembre, de ordenación, supervisión y solvencia de las entidades aseguradoras y reaseguradoras ("ROSSEAR"), la Sociedad ha desarrollado políticas escritas que, junto con las normas técnicas existentes, garantizan la administración idónea de los riesgos. Concretamente, dispone de una política de gestión de riesgos que establece las pautas generales para la gestión de los mismos y sirve de paraguas para, entre otras, las siguientes políticas: (i) política de riesgo de suscripción, riesgo de constitución de provisiones y gestión de siniestros, (ii) política de reaseguro, (iii) política de inversiones, (iv) política de riesgo operacional, (v) política del proceso de evaluación interna de riesgos y solvencia ("ORSA") y (vi) políticas relativas al Modelo Interno Parcial para el riesgo de Suscripción del ramo de Crédito y Caución.

Cada una de ellas, y en relación con su objeto, identifica los riesgos propios del área afectada, establece medidas de cuantificación del riesgo, determina las acciones a realizar para mitigar su impacto y define los sistemas de información tanto internos como externos.

Adicionalmente, se cuenta con una Política Fiscal Corporativa, aplicable a nivel de Grupo, en la que se describe la estrategia fiscal de Grupo Catalana Occidente y la incorporación a su sistema de gobierno corporativo de los procesos y principios que deben guiar su política fiscal de conformidad con lo previsto en el artículo 529 ter (i) de la Ley de Sociedades de Capital.

### **E.2. Identifique los órganos de la sociedad responsables de la elaboración y ejecución del Sistema de Control y Gestión de Riesgos financieros y no financieros, incluido el fiscal.**

El Consejo de Administración, como principal órgano de la Sociedad, es quien decide acerca de las políticas y estrategias generales del Grupo y, entre éstas, sobre las políticas generales de control y gestión de riesgos. En este sentido, el Consejo de Administración es quien aprueba, a propuesta del Comité de Dirección del Grupo, las líneas maestras de dicho sistema, siendo los órganos de administración de las entidades individuales del Grupo los responsables de la ejecución de la estrategia de riesgos. Adicionalmente, el Comité de Dirección de Grupo se ocupa de realizar un seguimiento periódico de la implantación y ejecución de los sistemas internos de información y control. Como apoyo a la acción del Consejo de Administración y del Comité de Dirección, el Sistema de Gestión de Riesgos se fundamenta en el principio de "Tres Líneas de Defensa". Dicho principio establece los niveles de actividad, roles y responsabilidades que rigen el Sistema de Control y Gestión de Riesgos con el siguiente desglose:

(i) Primera Línea de Defensa (Toma y se responsabiliza de los Riesgos): La conforman las unidades de negocio que son las responsables de los riesgos específicos que se asumen y de la gestión de los mismos.

(ii) Segunda Línea de Defensa (Control y Seguimiento): Está compuesta por las funciones de Control de Gestión de Riesgos, Verificación del Cumplimiento y Actuarial, que actúan como línea de control respecto a los riesgos gestionados por las unidades de negocio y aseguran el cumplimiento de las políticas de gestión de riesgos.

(iii) Tercera Línea de Defensa (Auditoría Interna): Está formada por la función de Auditoría Interna, que es la responsable de realizar una evaluación independiente sobre la efectividad del Sistema de Gobierno, del Sistema de Gestión de Riesgos y del Control Interno.

En particular, y por lo que hace referencia al riesgo fiscal, el Consejo de Administración impulsa el seguimiento de los principios y buenas prácticas tributarias que se contienen en la Política Fiscal Corporativa del Grupo Catalana Occidente, aprobada inicialmente el 26 de noviembre de 2015 y que es revisada anualmente, siendo informado tanto de los riesgos incurridos y/o asumidos como, en su caso, de las medidas correctoras oportunas que pudieran establecerse.

Bajo la coordinación de la Asesoría Fiscal de la Sociedad, las buenas prácticas incluidas en la citada política son ejecutadas por los distintos Departamentos de las entidades que integran el Grupo. Cada uno de estos departamentos, dentro de su ámbito de competencia, funciones de gestión y control de riesgos, debe establecer los mecanismos de control y las normas internas necesarias para asegurar el cumplimiento de la

normativa fiscal vigente, siendo responsable de aplicar las políticas y normas corporativas aprobadas a nivel de Grupo de manera consistente, adaptándolas, si fuera necesario, a los requerimientos locales.

Dicha labor comprende la totalidad de los países y territorios en los que el Grupo se encuentra presente y abarca la totalidad de áreas y negocios que sean desarrollados por el mismo, lo que permite obtener una gestión integrada de sus posiciones fiscales de manera coherente y conjunta al resto de riesgos.

Asimismo, en dicha política se establece la necesidad de adoptar los mecanismos de control para asegurar, dentro de una adecuada gestión empresarial, el cumplimiento de la normativa tributaria y de los principios anteriores por parte de todas las entidades del Grupo, implantándose, bajo la supervisión del Comité de Auditoría, un sistema de control y gestión de riesgos, incluidos los fiscales, al objeto de identificar los mismos y definir e incluir medidas de prevención y corrección, junto con los pertinentes procedimientos y controles internos.

**E.3. Señale los principales riesgos, financieros y no financieros, incluidos los fiscales y en la medida que sean significativos los derivados de la corrupción (entendidos estos últimos con el alcance del Real Decreto Ley 18/2017), que pueden afectar a la consecución de los objetivos de negocio.**

Los principales riesgos que pueden afectar a la consecución de los objetivos de negocio de la Sociedad son:

**1. Riesgos técnicos propios del negocio de seguros generales:**

Los riesgos propios de este negocio comprenden las pérdidas derivadas de una modificación adversa del valor de las responsabilidades de la Sociedad debida o bien (i) a fluctuaciones en relación con el momento de ocurrencia, la frecuencia y gravedad de los sucesos asegurados, y en el momento y el importe de la liquidación de siniestros (riesgos de primas y reservas) o (ii) a la ocurrencia de sucesos extremos o excepcionales (riesgo catastrófico).

**2. Riesgos técnicos propios del seguro de crédito:**

Los riesgos propios del seguro de crédito se concretan (i) en el empeoramiento en los impagos de la cartera de pólizas del seguro de crédito, y la insolvencia de los clientes de nuestros asegurados y (ii) en el incumplimiento de los clientes en los productos de caución. En el negocio de seguro de crédito, dada su especial idiosincrasia, existen sistemas y procesos de autorización de riesgos que le son propios. A medida que aumentan los límites a asegurar, la decisión acerca de si se asegura o no un riesgo precisa de la autorización de una o más personas y de jerarquía superior. Incluso las personas de niveles jerárquicos elevados tienen límites de autorización.

**3. Riesgos técnicos propios del negocio del seguro de Vida:**

En los productos de vida los riesgos técnicos se resumen en riesgos (i) biométricos (que incluyen los riesgos de mortalidad, longevidad, morbilidad/discapacidad); (ii) de caída de cartera; (iii) de gastos; y (iv) de catástrofe. La variabilidad de cada uno de dichos riesgos respecto de su valor medio estadístico es el origen de una pérdida potencial.

**4. Riesgos Financieros:**

Se entiende como riesgo financiero el que se genera como consecuencia de (i) los movimientos de los tipos de interés y diferenciales de crédito; (ii) la variación en el precio de la renta variable y los inmuebles; (iii) la concentración de las inversiones; (iv) la falta de liquidez; (v) la volatilidad de los tipos de cambio de divisa; y (vi) las modificaciones adversas en la situación financiera de los emisores de valores, las contrapartes y de cualquier deudor al que esté expuesto el Grupo. De todos estos riesgos se hace un seguimiento específico.

**5. Riesgos Operacionales:**

Se entiende como riesgo operacional aquel riesgo de pérdida derivado de la inadecuación o de la disfunción de procesos internos, del personal o de los sistemas, o de sucesos externos. La gestión del riesgo operacional comprende: (i) la identificación de los riesgos, (ii) la valoración de los mismos, (iii) la definición de controles en respuesta a dichos riesgos y (iv) el análisis y monitorización del riesgo residual. En particular, entre dichos riesgos, se incluye la falta de detección tanto del fraude interno como del fraude externo.

**6. Otros Riesgos (regulatorios, legales, fiscales, reputacionales, ASG (Ambientales, Sociales y de Gobernanza), entorno económico y geopolítico, estratégicos, emergentes):**

Las diferentes entidades del Grupo están expuestas a un entorno regulatorio y legal complejo y cambiante por parte de gobiernos y reguladores, que puede influir en su capacidad de crecimiento y en el desarrollo de determinados negocios, en mayores requerimientos de capital. La Sociedad, realiza una vigilancia constante de los cambios en el marco regulatorio que le permiten anticiparse y adaptarse a los mismos con suficiente antelación, adoptar las mejores prácticas y los criterios más eficientes y rigurosos en su implementación.

Por su parte, y como parte del sector financiero, la Sociedad está sometida a un intenso nivel de escrutinio por parte de reguladores, gobiernos y por la propia sociedad. Noticias negativas o comportamientos inadecuados pueden suponer importantes daños en la reputación y afectar a la capacidad de una entidad para desarrollar un negocio sostenible. Las actitudes y comportamientos del Grupo y de sus integrantes están regidas por los principios de integridad, honestidad, visión a largo plazo y mejores prácticas gracias a, por una parte, el Código Ético de Grupo Catalana Occidente, sus protocolos de desarrollo y el Reglamento Interno de Conducta (ver Apartado F siguiente), y, por otra, y en referencia al específico riesgo fiscal, a la Política Fiscal corporativa.

Asimismo, y para complementar la anterior normativa interna, la Sociedad dispone también de un protocolo de gestión del riesgo reputacional al que se encuentran adheridas las principales entidades del Grupo.

Como gestoras de riesgos, las entidades aseguradoras del Grupo desempeñan un papel relevante en la promoción de la sostenibilidad económica, social y ambiental, por lo que los riesgos ASC se están integrando de forma natural en sus procesos de control y gestión de riesgos. Adicionalmente, por la dependencia del negocio a la situación económica global y debido a la cobertura de riesgos de crédito comercial a nivel internacional, la Sociedad está sujeta a los riesgos derivados del entorno económico y político nacional e internacional, que causan un impacto en la volatilidad de variables financieras y en la economía real. Por todo lo anterior, el Grupo realiza una vigilancia tanto del entorno externo como del propio para identificar posibles riesgos emergentes derivados de la capacidad de adaptación a cambios en el marco sectorial, macroeconómico, demográfico, geopolítico y tecnológico.

#### **E.4. Identifique si la entidad cuenta con niveles de tolerancia al riesgo, incluido el fiscal.**

La Sociedad y sus entidades dependientes cuentan con niveles de tolerancia al riesgo conforme a la estrategia de riesgos definida por el Grupo. Partiendo de la estrategia de riesgos del Grupo, se define la estrategia de riesgos de cada una de las entidades individuales aseguradoras que pertenecen al Grupo.

La estrategia de riesgos que el Grupo está dispuesto a asumir para alcanzar sus objetivos de negocio es definida por el Consejo de Administración de la Sociedad. Al determinar la estrategia de riesgos, el Consejo considera, entre otros elementos, la política de gestión de capital del Grupo y el proceso ORSA, en el que se proyectan las necesidades de capital en función del plan de negocio, tanto en situaciones normales como en situaciones de estrés, considerando todos los riesgos cuantitativos y cualitativos a los que está expuesta tanto la Sociedad (incluidos los fiscales), como las entidades individuales aseguradoras que pertenecen al Grupo.

#### **E.5. Indique qué riesgos, financieros y no financieros, incluidos los fiscales, se han materializado durante el ejercicio.**

El sistema de control y gestión de riesgos contempla los principales riesgos cuantificables a través de la fórmula estándar y del modelo interno parcial para el seguro de crédito y aquellos riesgos significativos no incluidos en dicho cálculo evaluados en el proceso ORSA. Los riesgos cuantificables se desglosan en los Riesgos de Suscripción Vida y No Vida (riesgos técnicos), Riesgo de Mercado, Riesgo Contraparte y el Riesgo Operacional. Adicionalmente, a través del proceso ORSA, se incluyen otros riesgos como el reputacional, estratégico y regulatorio.

En este sentido, el ejercicio 2021, de igual modo que el pasado ejercicio, ha venido marcado por la pandemia del Covid-19, lo que ha supuesto un reto para la resiliencia del Grupo. Pese a la ocurrencia de tan excepcional evento, la fortaleza del sistema de control interno y la solvencia del Grupo han posibilitado que todas las entidades que lo componen hayan podido continuar con su actividad, respetando los niveles de tolerancia al riesgo establecidos en la estrategia de riesgos del Grupo, no habiéndose materializado riesgos significativos, incluidos los fiscales, para la Sociedad y las compañías que lo forman.

#### **E.6. Explique los planes de respuesta y supervisión para los principales riesgos de la entidad, incluidos los fiscales, así como los procedimientos seguidos por la compañía para asegurar que el consejo de administración da respuesta a los nuevos desafíos que se presentan.**

Los principales riesgos a los que se enfrenta el Grupo derivan de la suscripción de sus productos y de las inversiones afectas a las provisiones que generan los mismos.

Entre las acciones que se efectúan para su seguimiento y control destacan:

1. Riesgos técnicos o propios del negocio de seguros generales:

- (i) Seguimiento de la adecuación de la normativa técnica de suscripción
- (ii) Análisis de los productos para determinar la suficiencia de las primas, de la evolución de las provisiones técnicas y de sensibilidades de las carteras de productos
- (iii) Contratación de la adecuada estructura de reaseguro
- (iv) Acciones adecuadas relativas a la vigilancia de cartera
- (v) Cuantificación del valor de mercado del negocio ("Appraisal Value") a nivel individual y consolidado; y
- (vi) Cálculo de capital regulatorio

2. Riesgos técnicos o propios del negocio del seguro de Vida:

- (i) Seguimiento de la adecuación de la normativa técnica de suscripción
- (ii) Análisis de los productos para determinar la suficiencia de las primas, de la evolución de las provisiones técnicas y de las sensibilidades de las carteras de productos
- (iii) Contratación de la adecuada estructura de reaseguro
- (iv) Cuantificación del valor intrínseco del negocio de vida ("European Embedded Value") a nivel individual y consolidado; y
- (v) Cálculo del capital regulatorio

La Función Actuarial ha efectuado una consolidación del valor de algunas entidades del Grupo, que previamente ya tenían implantado un sistema de Appraisal Value (para el negocio de seguros generales) y de Embedded Value (para el negocio del seguro de vida), y ha asumido la coordinación de los cálculos de dichos indicadores a nivel de negocio tradicional del Grupo.

**3. Riesgo Financiero:**

- (i) Clasificación de activos gestionados en función de sus características (rentabilidad exigida, riesgo, liquidez, etc.)
- (ii) Análisis y monitorización del riesgo de crédito y seguimiento de los riesgos de concentración por sector, emisor, divisa y país de las carteras gestionadas
- (iii) Análisis del casamiento de activos y pasivos ("ALM") en relación con las obligaciones contraídas con los asegurados
- (iv) Análisis de la pérdida máxima ("VaR") que podría experimentar cada una de las carteras
- (v) Análisis de sensibilidad y escenarios futuros; y
- (vi) Monitorización de los requerimientos de capital, así como los criterios seguidos por las agencias de rating

Dicho análisis y control se realiza a nivel individual y consolidado. Asimismo, existe una Política de inversiones que determina los activos aptos para inversión, límites de diversificación y los principales sistemas de control establecidos.

La Unidad de Control Interno y la Dirección de Auditoría Interna velan por la adecuación, eficacia y cumplimiento de los citados controles.

**4. Riesgo Operacional:**

El Grupo dispone de 2 herramientas informáticas que permiten su seguimiento y cuantificación (en el seguro tradicional y de crédito). Los riesgos y controles asociados a procesos se han categorizado para que su clasificación sea homogénea, permitiendo obtener la información necesaria para mejorar la gestión del riesgo operacional tanto por entidad como de Grupo. Asimismo, se realiza una evaluación de la efectividad de los procedimientos internos implementados y se recogen las pérdidas operacionales reportadas (incluidas las fiscales) con el fin de perfeccionar el Sistema de Gestión de Riesgos y evitar que se repitan.

La anterior información es reportada semestralmente al Consejo.

**5. Riesgos Ambientales, Sociales y de Gobernanza (ASG):**

- (i) Establecimiento de un Comité de Sostenibilidad, que decide y supervisa la actuación del Grupo en materia de sostenibilidad, incluido el Plan Director de Sostenibilidad
- (ii) Desarrollo de una Política de Sostenibilidad, como marco de referencia para que el Grupo pueda desarrollar y potenciar un comportamiento socialmente responsable, incluyendo los principios generales de actuación en dicha materia
- (iii) Integración de los riesgos ASG en el mapa de riesgos del Grupo
- (iv) Cuantificación de escenarios de cambio climático en el marco del proceso ORSA

**6. Riesgos regulatorios, legales y fiscales:**

El Grupo garantiza el cumplimiento de las regulaciones tanto internas como externas que le afectan mediante controles que se efectúan desde diversas Direcciones, destacando:

- (i) Dirección de Servicio Jurídico: Mantiene un adecuado cumplimiento de las normativas legales
- (ii) Departamento de Control de Gestión y Planificación: Dispone e implementa un adecuado control de la información económico-financiera de la Sociedad y de sus presupuestos
- (iii) Dirección de control de riesgos: Es responsable del control de la gestión de riesgos del Grupo y, en particular, de garantizar la aplicación de la normativa de solvencia
- (iv) Dirección de Auditoría Interna: Supervisa que los anteriores órganos han implantado correctamente las medidas de control y autocontrol definidas por el Grupo

En cuanto al riesgo fiscal, la Asesoría Fiscal del Grupo se encarga de establecer las políticas y procesos de control para garantizar el cumplimiento de la normativa fiscal vigente en base a la Política Fiscal Corporativa.

Por último, en cuanto a los procedimientos para asegurar que el Consejo da respuesta a los desafíos que se presentan sobre los anteriores riesgos, cabe destacar que el mismo es regularmente informado tanto (i) de cualquier novedad material que se pretenda implantar en el Sistema de Gestión de Riesgos, como (ii) de cualquier pérdida derivada de dichos riesgos. En particular, y en relación con los riesgos fiscales, es informado anualmente por la Asesoría Fiscal del Grupo sobre las estrategias fiscales aplicadas durante el ejercicio y sobre el grado de cumplimiento de la citada Política. Asimismo, en el caso de operaciones relevantes o asuntos que deban someterse al Consejo, éste es informado de sus consecuencias fiscales cuando éstas constituyan un factor relevante.

## **F. SISTEMAS INTERNOS DE CONTROL Y GESTIÓN DE RIESGOS EN RELACIÓN CON EL PROCESO DE EMISIÓN DE LA INFORMACIÓN FINANCIERA (SCIIF)**

Describa los mecanismos que componen los sistemas de control y gestión de riesgos en relación con el proceso de emisión de información financiera (SCIIF) de su entidad.

### **F.1. Entorno de control de la entidad.**

Informe, señalando sus principales características de, al menos:

#### **F.1.1 Qué órganos y/o funciones son los responsables de: (i) la existencia y mantenimiento de un adecuado y efectivo SCIIF; (ii) su implantación; y (iii) su supervisión.**

Los órganos y funciones responsables dentro de Grupo Catalana Occidente S.A y Entidades Dependientes (en adelante, "Grupo Catalana Occidente" o "la Entidad") de mantener e implantar un adecuado y efectivo Sistema de Control Interno de la Información Financiera ("SCIIF"), así como de supervisar el mismo son los siguientes:

(i) Consejo de Administración: El Reglamento del Consejo de Administración, la Política de Gestión de Riesgos y la Política de Control Interno del Grupo, entre otros documentos, otorgan al Consejo de Administración el tratamiento de las políticas y estrategias generales de la Entidad y, en particular, la política de control y gestión de riesgos, así como el seguimiento periódico de los sistemas internos de información y control.

En virtud de esta delegación, el Consejo de Administración de la Entidad ha asumido formalmente la existencia, diseño, implantación, funcionamiento y mantenimiento del SCIIF.

(ii) Comité de Auditoría: El Comité de Auditoría está formado por tres miembros del Consejo de Administración, siendo dos de ellos consejeros independientes, de los cuales uno ostenta el cargo de presidente. Los miembros son designados teniendo en cuenta sus conocimientos y experiencia en materia de contabilidad y auditoría.

En el Reglamento del Consejo de Administración se especifica que entre las funciones básicas del Comité de Auditoría están, entre otras, las de:

- (a) Supervisar tanto la eficacia del sistema de control interno de la Entidad, incluyendo el SCIIF, velando en general porque las políticas y sistemas establecidos se apliquen de modo efectivo en la práctica, como la auditoría interna y los sistemas de gestión de riesgos; y
- (b) Supervisar y evaluar el proceso de elaboración y presentación de la información financiera, así como los sistemas de control de gestión de riesgos financieros, revisar las cuentas de la Entidad, vigilar el cumplimiento de los requerimientos legales y la correcta aplicación de los principios de contabilidad generalmente aceptados.

De acuerdo con estas funciones, el Comité de Auditoría está realizando la supervisión del SCIIF en el marco del control interno y de la elaboración y presentación de la información financiera.

(iii) Alta Dirección: La Política de Auditoría Interna de la Entidad establece que la Alta Dirección es la encargada de implementar las medidas que sean necesarias para asegurar que la organización mantiene un sistema apropiado de control interno y específicamente de control interno de la información financiera, incluyendo una función de auditoría interna al máximo nivel que vele por la supervisión del SCIIF.

(iv) La Dirección de Auditoría Interna: Tal y como señala la Política de Auditoría Interna, la tarea de la misma es establecer, poner en práctica y mantener un plan de auditoría plurianual, valorar el nivel de control aplicado y hacer recomendaciones si lo cree apropiado.

Como tal, la Dirección de Auditoría Interna de Grupo Catalana Occidente asiste a la Alta Dirección y al Consejo de Administración en la valoración y supervisión de la adecuación y eficacia del sistema de control interno y de otros elementos del sistema de gobernanza existentes en Grupo Catalana Occidente, incluido el SCIIF.

#### **F.1.2 Si existen, especialmente en lo relativo al proceso de elaboración de la información financiera, los siguientes elementos:**

- Departamentos y/o mecanismos encargados: (i) del diseño y revisión de la estructura organizativa; (ii) de definir claramente las líneas de responsabilidad y autoridad, con una adecuada distribución de tareas y funciones; y (iii) de que existan procedimientos suficientes para su correcta difusión en la entidad:



El Consejo de Administración de la Entidad tiene entre sus competencias la definición de la estructura del grupo de entidades del que forma parte la Entidad como sociedad dominante y su organización interna. Así, es quien diseña, actualiza y revisa la estructura organizativa a instancias de la Alta Dirección de la Entidad y, en particular, del Comité de Dirección del Grupo. La estructura organizativa del Grupo en su primer nivel se encuentra debidamente comunicada a través de su publicación en la página web corporativa.

La definición de las necesidades de recursos es realizada por el área correspondiente, junto con la Dirección de Recursos Humanos.

Grupo Catalana Occidente dispone de 80 puestos singulares en relación al personal involucrado en la preparación y revisión de la información financiera, de los cuales 61 disponen de descripción de perfiles de trabajo (DPT) documentada, estando pendiente la actualización de los restantes como consecuencia de la reestructuración de las áreas financieras del Grupo iniciada durante el ejercicio pasado. Dichas descripciones son realizadas por la persona que ocupa el puesto y supervisadas por su responsable y la Dirección de Recursos Humanos. Principalmente, las DPTs corresponden a posiciones con responsabilidad técnica o de supervisión. Existe un seguimiento de la cumplimentación y actualización de estas DPTs con carácter anual.

Desde que la información financiera se genera en cada una de las filiales, hasta que se aprueba en los órganos de administración de cada entidad, cada paso está definido en un calendario de actuación conocido por todos y cada uno de los agentes intervinientes. La responsabilidad del seguimiento y actualización del calendario es del Departamento de Control de Gestión y Planificación, dependiente de la Dirección Financiera del Grupo, implicando a los correspondientes departamentos en función de la materia que debe implementarse y difundirse. Una vez aprobado por el órgano de administración o el comité de dirección, según corresponda, se da la correspondiente difusión a la información mediante circulares internas cuya publicación se notifica por correo electrónico a los empleados quedando a disposición de los mismos en la intranet corporativa.

### · **Código de conducta, órgano de aprobación, grado de difusión e instrucción, principios y valores incluidos (indicando si hay menciones específicas al registro de operaciones y elaboración de información financiera), órgano encargado de analizar incumplimientos y de proponer acciones correctoras y sanciones:**

La Entidad dispone de un Código Ético, que recoge los principios y valores que deben regir las actuaciones de sus Consejeros, empleados, agentes y colaboradores, en el cumplimiento de sus funciones y en sus relaciones comerciales y profesionales, de tal forma que actúen de acuerdo con las leyes y respetando los principios éticos establecidos en el mismo.

Inicialmente aprobado en junio de 2013, el Código Ético es revisado anualmente, siendo la última versión del mismo verificada por el Comité de Verificación del Cumplimiento de 29 de septiembre de 2021 y aprobada el 25 de noviembre de 2021 por el Consejo de Administración de la Entidad, con el fin de introducir una serie de mejoras menores en su redactado respecto a la versión del pasado 28 de enero de 2021, cuya descripción se puede encontrar en este mismo apartado del Informe de Gobierno Corporativo de la Entidad correspondiente al ejercicio 2020.

El Código Ético es de aplicación a los consejeros y empleados, con independencia de su puesto y nivel, tanto de la Entidad como de sus sociedades filiales y agrupaciones de interés económico, así como a la red de agentes y colaboradores que se relacionen con las mismas y, además de estar disponible tanto en la página web corporativa como en su intranet, tiene una amplia difusión tanto a través de circulares internas como a través de la realización de cursos en materia de responsabilidad penal de las personas físicas.

El Código Ético tiene como principios y valores generales (i) la integridad y honestidad; (ii) la imparcialidad; (iii) la transparencia y confidencialidad; (iv) la profesionalidad; (v) la sostenibilidad; (vi) el compromiso social; (vii) el cumplimiento de la legalidad y del sistema de gobierno corporativo; (viii) el respeto y salvaguarda de los derechos humanos; (iv) el respeto al medioambiente; y (v) la marca, imagen y reputación corporativa.

En cuanto a la elaboración y difusión de la información financiera del Grupo el artículo 5 del Código Ético señala que la misma debe reflejar fielmente su realidad económica, financiera y patrimonial y debe ser acorde con los principios de contabilidad generalmente aceptados y las normas internacionales de información financiera que sean aplicables, debiendo ésta ser revelada al mercado de conformidad con la Política de comunicación de información económico-financiera, no financiera y corporativa y de contactos con accionistas, inversores institucionales, y asesores de voto, y la normativa del mercado de valores aplicable en cada momento.

Asimismo, incluye la obligación por parte de los sujetos obligados en virtud del citado Código de proteger, entre otras, la información financiera y desarrollar sus actividades siguiendo las normas y procedimientos establecidos, y evitar cualquier riesgo interno o externo de acceso no consentido, manipulación o destrucción, no utilizando la información de la que dispongan para fines distintos de los que, por razón de su actividad laboral o profesional, justifiquen su acceso a la misma.

En este sentido, no se debe ocultar ni manipular la información económica o financiera del Grupo, de tal forma que esta sea completa, precisa y veraz, así como no debe hacerse un uso indebido de la misma, todo ello de conformidad con el Reglamento Interno de Conducta del Grupo ("RIC").

Al respecto, el Consejo de Administración de la Entidad acordó modificar el 30 de julio de 2020 el RIC, para ajustar su redactado tras la adaptación de la normativa española al Reglamento Europeo sobre Abuso de Mercado, especialmente en materia de información privilegiada y de operativa discrecional de autocartera. Dicho reglamento aparece publicado en la web corporativa de la Entidad.

El RIC es de aplicación obligatoria, entre otros, a los administradores y miembros de la Alta Dirección, así como a aquel personal descrito en dicho RIC que ya sea por razón de su cargo o empleo, tengan acceso a información privilegiada, debiendo ser suscrito formalmente por cada una de ellas ("Personas Sujetas").

El RIC asigna al Secretario del Consejo de la Entidad y/o la Unidad de Verificación del Cumplimiento de la Entidad, según corresponda, las siguientes funciones:

- (i) Mantener en todo momento actualizado un registro de las Personas Sujetas y que se encuentra a disposición de las autoridades correspondientes;
- (ii) Recibir las comunicaciones de las operaciones de suscripción, compra o venta, de valores o instrumentos financieros realizadas por las Personas Sujetas o por personas vinculadas a estas;
- (iii) Recibir la información acerca de los posibles conflictos de interés de las Personas Sujetas, por causa de sus relaciones familiares, económicas o de cualquier naturaleza con alguna entidad del Grupo, y resolver las dudas sobre la posible existencia de dicho conflicto de interés;
- (iv) Vigilar, con el apoyo de la Unidad de Relaciones con Analistas, Inversores, Agencias de Rating y Sostenibilidad, la cotización de los valores e instrumentos financieros emitidos por el Grupo, así como las noticias que los difusores profesionales de información económica y los medios de divulgación emitan y les puedan afectar; y
- (v) Difundir la Información Privilegiada u Otra Información Relevante, previa consulta con el Presidente del Consejo de Administración, cuando sea necesario.

El Comité de Auditoría de la Entidad tiene encomendada la función de dar conocimiento del RIC a las Personas Sujetas, examinar el cumplimiento del RIC y el Código Ético y hacer las propuestas necesarias para su mejora y actualización. En este sentido, durante el ejercicio 2021 se ha lanzado un curso de realización obligatoria por parte de las Personas Sujetas en relación con el contenido del RIC.

Asimismo, el Comité de Auditoría está encargado de conocer los eventuales incumplimientos de las disposiciones del RIC y del Código Ético y, en su caso, adoptar las medidas oportunas al respecto.

- **Canal de denuncias, que permita la comunicación a la comisión de auditoría de irregularidades de naturaleza financiera y contable, en adición a eventuales incumplimientos del código de conducta y actividades irregulares en la organización, informando, en su caso, si éste es de naturaleza confidencial y si permite realizar comunicaciones anónimas respetando los derechos del denunciante y del denunciado.**

El Reglamento del Consejo de Administración de la Entidad recoge en su articulado que el Comité de Auditoría establecerá y supervisará un mecanismo que permita a los consejeros, empleados y accionistas del Grupo, así como a la red de agentes y colaboradores, comunicar, las irregularidades de potencial trascendencia, incluyendo las financieras y contables, que adviertan en el seno de la Entidad o su Grupo. Dicho mecanismo deberá garantizar la confidencialidad, y en todo caso, prever supuestos en los que las comunicaciones pueden realizarse de forma anónima, respetando los derechos de denunciante y denunciado.

En aplicación de lo establecido en dicho Reglamento, la Entidad cuenta, tal y como se ha comentado anteriormente, como normativa de desarrollo de su Código Ético, con un "Protocolo de Actuación en caso de Irregularidades y Fraudes (Canal de Denuncias)". El citado Protocolo se revisa con una periodicidad anual, habiendo sido revisado por última vez por el Comité de Verificación del Cumplimiento el pasado 15 de diciembre de 2021, sin haber requerido modificaciones en su redactado.

Se consideran hechos denunciabiles aquellas prácticas o conductas consideradas como no apropiadas o no acordes con el marco legal vigente, el Código Ético, sus protocolos de desarrollo, así como cualquier otra normativa o política interna del Grupo y/o sus Entidades individualmente consideradas y que se describen en mayor profundidad en el citado Protocolo.

El correo electrónico y el correo postal al que deben dirigirse dichas denuncias están incluidos en el citado Protocolo, disponible en la intranet de la Entidad y sus entidades dependientes, así como en la Política de comunicación de información económico-financiera, no financiera y corporativa y de contactos con accionistas, inversores institucionales y asesores de voto, accesible a través de la página web de la Entidad, por lo que todos los sujetos obligados pueden tener un fácil acceso al mismo. Sin perjuicio de lo anterior, el hecho de que no se usen los canales previstos no será impedimento para que la Dirección de Auditoría Interna analice las denuncias recibidas.

En este sentido, se garantiza la confidencialidad total y absoluta del denunciante, denunciado y de otras personas que pudieran estar relacionadas, así como del contenido de la denuncia. Asimismo, se prevé la posibilidad de recibir denuncias anónimas, siendo aceptadas para su tramitación aquellas denuncias en las que no consten los datos de identificación del denunciante, investigándose la misma con la mayor prudencia y proporcionalidad.

Con el fin de garantizar dicha confidencialidad y anonimato, el Director de Auditoría Interna Corporativa es la única persona que tiene acceso al correo electrónico al que deben dirigirse dichas denuncias. En estos casos, el mismo se encarga de que, en los correspondientes informes de auditoría sobre irregularidades, no figure la identidad del denunciante.

Una vez que la Dirección de Auditoría Interna recibe la comunicación de que se ha producido una irregularidad, debe proceder a analizar la misma y realizar las correspondientes actuaciones de conformidad con el Procedimiento y Metodología de Auditoría Interna Corporativa.

Por otra parte, el Protocolo también contempla tanto la priorización de las denuncias recibidas en función de su importe para la realización, en su caso, de los correspondientes informes de control interno, como su periodicidad de comunicación a la Alta Dirección y al Comité de Auditoría.

- Programas de formación y actualización periódica para el personal involucrado en la preparación y revisión de la información financiera, así como en la evaluación del SCIIF, que cubran al menos, normas contables, auditoría, control interno y gestión de riesgos:

La Entidad proporciona al personal del área financiera de las distintas entidades del Grupo, involucrado en la preparación y revisión de la información financiera, la posibilidad de recibir formación continuada, ya sea proporcionada de forma interna como mediante la asistencia a cursos y seminarios externos.

En particular, y en lo referente a la formación interna, los responsables del área financiera, junto con la Dirección de Recursos Humanos, realizan un análisis periódico de las necesidades de formación y actualización del personal de dicha área, como consecuencia de las novedades en materia legal, fiscal o contable que puedan surgir. En este sentido, durante el ejercicio 2021, el personal de estas áreas ha realizado formación tanto interna como externa por un total de 3.840 horas y 512 asistencias a acciones formativas. De entre estas actividades, destaca la formación relacionada con normas contables, auditoría, control interno y gestión de riesgos, el riesgo de crédito y la Directiva Solvencia II. Lo anterior se complementa con formación en idiomas y desarrollo de habilidades directivas.

## **F.2. Evaluación de riesgos de la información financiera.**

Informe, al menos, de:

### **F.2.1 Cuáles son las principales características del proceso de identificación de riesgos, incluyendo los de error o fraude, en cuanto a:**

- Si el proceso existe y está documentado:

La Entidad tiene identificados riesgos, tanto de negocio (Departamento de Control Interno) como financieros (Departamento de Control de Gestión y Planificación). En relación a estos últimos, la Entidad ha definido dos tipologías de riesgo:

- (i) Riesgo de que la información se genere erróneamente.
- (ii) Riesgo de que la información se genere a destiempo.

Tanto el riesgo de fraude como el riesgo de error se consideran integrados en la primera tipología.

Dichos riesgos han sido identificados como consecuencia de la implantación de un proceso de identificación de los mismos, en el que han intervenido colegiadamente el Departamento de Control de Gestión y Planificación, el Departamento de Control Interno, así como consultores externos.

Los riesgos relacionados con la generación errónea o a destiempo de la información financiera están identificados en todos y cada uno de los procesos relativos a la información financiera formalizados por la Entidad y las entidades que pertenecen al Grupo. La supervisión de este proceso de identificación de riesgos es continua, en especial, en aquellos procesos que por su materialidad son más relevantes (facturación, provisiones, siniestralidad...) y está documentado formalmente, siendo la unidad responsable de su revisión y actualización la Unidad de Control Interno de la Información Financiera, que forma parte del Departamento de Control de Gestión y Planificación.

Dichos procesos detallan procedimientos, incorporando flujogramas y narrativas relacionados con el proceso de obtención y preparación de la información financiera y describen los controles identificados para mitigar los principales riesgos a los que se ha hecho referencia anteriormente, indicando especialmente (i) la actividad de control, (ii) el personal responsable, (iii) la periodicidad y (iv) la documentación para la ejecución del citado control. La unidad responsable de revisarlos y actualizarlos es la señalada Unidad de Control Interno de la Información Financiera. Estos procedimientos están dentro del SCIIF y siguen el protocolo planificado para que la información esté controlada desde que se genera en la Entidad y las entidades pertenecientes al Grupo hasta que llega al Consejo de Administración de la Entidad, pasando por la Dirección Financiera y por la Dirección General de la misma, entre otros filtros.

- Si el proceso cubre la totalidad de objetivos de la información financiera, (existencia y ocurrencia; integridad; valoración; presentación, desglose y comparabilidad; y derechos y obligaciones), si se actualiza y con qué frecuencia:

El proceso de identificación de riesgos se concentra en el riesgo de que la información financiera se genere erróneamente y el riesgo de que la información se genere con retrasos (no se han identificado de forma separada las aserciones financieras). Los procesos en los que se genera la información financiera se analizan, como mínimo, con periodicidad anual en aras a identificar los posibles riesgos de error.

- La existencia de un proceso de identificación del perímetro de consolidación, teniendo en cuenta, entre otros aspectos, la posible existencia de estructuras societarias complejas, entidades instrumentales o de propósito especial:

Los perímetros de consolidación contable, de gestión y fiscal están definidos e identificados, de acuerdo con la normativa vigente y se revisan y actualizan cuando existen cambios en la participación accionarial de la Entidad, directa o indirectamente, en cualquier entidad del Grupo, y cada vez que cualquiera de las entidades del Grupo constituye o adquiere una entidad fuera de dicho perímetro, se ve afectada por un proceso de reestructuración societaria (fusión, escisión) o es disuelta o liquidada.

El proceso de definición e identificación del perímetro es efectuado por el Departamento de Contabilidad Corporativa de la Entidad, que comunica cualquier cambio que se produce y las diferencias y ajustes de consolidación al Departamento de Control de Gestión y Planificación.

- Si el proceso tiene en cuenta los efectos de otras tipologías de riesgos (operativos, tecnológicos, financieros, legales, fiscales, reputacionales, medioambientales, etc.) en la medida que afecten a los estados financieros:

Dentro del entorno de la información financiera tienen especial relevancia, además de los riesgos operativos, financieros y legales propios del sector económico en el que desarrolla su actividad la Entidad y las entidades que pertenecen a su Grupo, el riesgo tecnológico. Todos los anteriores riesgos se monitorizan, a través de la Unidad de Control Interno del Grupo (tal y como se ha explicado en el apartado E anterior), reportándose con carácter semestral al Consejo de Administración de la Entidad, cualquier pérdida operacional superior a 10.000 euros derivada de cualquiera de los anteriores riesgos, iniciándose un plan de acción para mitigar la misma y evitar que se repita en el futuro.

Para mitigar dichos riesgos hay establecidos para cada proceso una serie de controles específicos que han sido descritos en el Apartado E.3 anterior.

- Qué órgano de gobierno de la entidad supervisa el proceso:

De conformidad con el Reglamento del Consejo de Administración, el Consejo de Administración ha delegado en el Comité de Auditoría de la Entidad la función de supervisar periódicamente el SCIIF, de tal forma que dichos sistemas permitan que los principales riesgos se identifiquen, gestionen y den a conocer adecuadamente.

### **F.3. Actividades de control.**

Informe, señalando sus principales características, si dispone al menos de:

- F.3.1 Procedimientos de revisión y autorización de la información financiera y la descripción del SCIIF, a publicar en los mercados de valores, indicando sus responsables, así como de documentación descriptiva de los flujos de actividades y controles (incluyendo los relativos a riesgo de fraude) de los distintos tipos de transacciones que puedan afectar de modo material a los estados financieros, incluyendo el procedimiento de cierre contable y la revisión específica de los juicios, estimaciones, valoraciones y proyecciones relevantes

El Comité de Auditoría informa al Consejo de Administración con carácter previo a la adopción de decisiones sobre todas aquellas materias sobre las que sea requerido y, en particular, la información financiera que la Entidad deba hacer pública periódicamente asegurándose que la información intermedia se formula con los criterios contables de las cuentas anuales.

Los flujos de actividades y controles se explican en el punto F.2.1 anterior.

El procedimiento de revisión de la información financiera es el siguiente:

(i) Los diferentes departamentos (Áreas de IT, Técnicas de Seguros Generales y Vida, Contabilidad, Inversiones, etc) preparan la información financiera que es revisada por el correspondiente responsable.

(ii) El Departamento de Control de Gestión y Planificación valida que la información financiera es correcta antes de su publicación y comunicación a la autoridad pública correspondiente.

(iii) Periódicamente se realizan informes sobre la actividad semestral y anual en los que se incluye un resumen y principales conclusiones de las auditorías.

El procedimiento de Cierre Contable está documentado en detalle y está integrado en el conjunto de documentos descriptivos de los Procesos de Información Financiera que incluyen los flujos de actividades y controles. La revisión específica de los juicios, estimaciones, valoraciones y proyecciones, que principalmente se concretan en provisiones técnicas, inversiones financieras, deterioros de valor de activos, cálculo del impuesto sobre sociedades, provisiones no técnicas y gastos periodificados, está debidamente documentada por las Áreas responsables.

Todos los criterios de cálculo de las distintas magnitudes que intervienen en la información financiera están definidos y documentados en los procedimientos descritos en el punto F.2.1, y son por tanto conocidos por todos los agentes intervinientes y han seguido el mismo protocolo de autorizaciones que está establecido y planificado en el SCIIF de la Entidad.

### **F.3.2 Políticas y procedimientos de control interno sobre los sistemas de información (entre otras, sobre seguridad de acceso, control de cambios, operación de los mismos, continuidad operativa y segregación de funciones) que soporten los procesos relevantes de la entidad en relación a la elaboración y publicación de la información financiera.**

La Entidad cuenta con políticas, normativas y procedimientos para garantizar la seguridad y fiabilidad de la información. Entre los documentos de que dispone en relación al control interno de los sistemas de información, se encuentran los que se citan a continuación:

(i) Sistema de confidencialidad de acceso a las aplicaciones del ordenador central, que contiene la descripción del mismo abarcando todos los entornos posibles;

(ii) Normas de Desarrollo y Mantenimiento de Sistemas, en las que se detallan los requisitos de seguridad, la validación de datos y el mantenimiento y gestión de cambios;

(iii) Política de Seguridad de la Información Corporativa Grupo Catalana Occidente - ISPO1, que se alinea con las directrices de seguridad de los sistemas de información definidas según los estándares ISO/IEC 27001 y NIST que establece un marco de referencia de seguridad respaldado y reconocido internacionalmente;

(iv) Norma de Continuidad del Negocio, en el que se detallan los planes de contingencia para (a) garantizar dicha continuidad, (b) permitir la recuperación de datos en caso de su pérdida; y (c) registrar las transacciones en caso de que se produzca una interrupción de los sistemas operados habitualmente;

(v) Procedimiento de Gestión y Control de Cambios, en el que se detallan:

a. Los sistemas de supervisión y validación de los cambios dentro del ciclo de vida de los sistemas de información; y

b. La Segregación de Funciones, como medida de control interno de forma que se garantice la fiabilidad e integridad de la información, el cumplimiento de normas, políticas y legislación, y la salvaguarda de los activos y su adecuado uso.

(vi) En caso de compra de una nueva aplicación informática, se efectúan los procedimientos de testeo, validación externa e interna (con especial atención en los nuevos proyectos de tecnología que deben aprobarse previamente por el Comité de Nuevos Proyectos Tecnológicos) y validación de usuarios definidos por la Dirección de Operaciones de la Entidad, de acuerdo con la política definida a tal efecto; y

(vii) Política de Calidad del Dato: Tiene como objetivo definir el proceso de actuación para asegurar la calidad de los datos utilizados en los procesos de cálculo de provisiones técnicas y en el proceso del modelo interno del negocio de crédito.

### **F.3.3 Políticas y procedimientos de control interno destinados a supervisar la gestión de las actividades subcontratadas a terceros, así como de aquellos aspectos de evaluación, cálculo o valoración encomendados a expertos independientes, que puedan afectar de modo material a los estados financieros.**

En el marco del cumplimiento de los requerimientos establecidos en el artículo 67 de la Ley 20/2015 de ordenación, supervisión y solvencia de las entidades aseguradoras y reaseguradoras, el Consejo de Administración de la Entidad aprobó en su sesión del Consejo de Administración de 29 de octubre de 2015 la política de externalización de las funciones fundamentales y actividades críticas que deben realizar las entidades aseguradoras y reaseguradoras que conforman el Grupo, considerando las mismas como aquellas esenciales para el funcionamiento de las entidades aseguradoras sin las cuales sería incapaz de prestar sus servicios incluyendo:

(a) el diseño y establecimiento de precios de los productos de seguro

(b) la gestión de carteras o de inversiones en activos

- (c) la tramitación de siniestros (siempre que no se realicen por intermediarios o agentes)
- (d) la provisión de servicios que den un soporte regular o constante en materia de verificación del cumplimiento, auditoría interna, contabilidad, gestión del riesgo o funciones actuariales
- (e) la provisión de almacenamiento de datos
- (f) la prestación de servicios de mantenimiento o soporte de sistemas informáticos con carácter ordinario y cotidiano
- (g) el proceso de autoevaluación de riesgos y solvencia.

La selección de los proveedores de las funciones fundamentales y actividades críticas requiere de un examen detallado para comprobar que los mismos pueden desarrollar las funciones o actividades satisfactoriamente, debiéndose verificar que el proveedor es idóneo para (i) prestar el servicio; (ii) desarrollar las funciones o actividades requeridas de modo satisfactorio, así como; (iii) poseer la capacidad técnica y financiera y cualquier autorización exigida por la normativa para prestar el servicio, así como que se hayan adoptado las medidas necesarias para garantizar que ningún conflicto de interés explícito o potencial ponga en peligro las necesidades de la Entidad.

Asimismo, la citada política, que es revisada con carácter anual por el Consejo de Administración (la última revisión es de 27 de mayo de 2021), establece el contenido mínimo de los contratos con dichos proveedores, la revisión periódica de sus actuaciones y la notificación de los mismos, cuando corresponda, a la DGSFP.

No hay aspectos de evaluación, cálculo o valoración encomendados a expertos independientes, que puedan afectar de modo material a los estados financieros.

Para el resto de actividades no fundamentales, existe un manual de procedimientos para la selección de proveedores, que forma parte de la normativa de desarrollo del Código Ético, a disposición de todos los individuos objeto del mismo. En él se describen los procedimientos de contratación de dichos proveedores externos en los distintos supuestos, según sean las necesidades a cubrir, y se establecen las comprobaciones oportunas a efectuar para determinar la idoneidad o no de su contratación: aptitud, capacidad, precio, continuidad de negocio, solvencia, entre otros criterios.

#### **F.4. Información y comunicación.**

Informe, señalando sus principales características, si dispone al menos de:

- F.4.1** Una función específica encargada de definir, mantener actualizadas las políticas contables (área o departamento de políticas contables) y resolver dudas o conflictos derivados de su interpretación, manteniendo una comunicación fluida con los responsables de las operaciones en la organización, así como un manual de políticas contables actualizado y comunicado a las unidades a través de las que opera la entidad.

La Unidad de Contabilidad Corporativa, dependiente de Dirección Financiera, es la responsable de definir y coordinar las políticas contables de la Entidad y de las entidades que pertenecen a su Grupo. En particular, dicha unidad tiene, entre otras funciones, la de analizar los cambios normativos que puedan afectar a las políticas de contabilidad de la Entidad y de las entidades que pertenecen a su Grupo, supervisar la aplicación de dichas políticas y, en su caso, coordinar la implementación de los cambios internos que afecten al flujo de información financiera en lo relativo a las políticas contables.

Con periodicidad mensual, se realizan Subcomités de Coordinación Contable con Atradius NV, entidad holandesa que forma parte del Grupo Catalana Occidente. En dichos comités intervienen el Director Financiero del Grupo, el Director de Contabilidad, el Director de Contabilidad Corporativa, el Director Financiero de Atradius NV, el Director de Control de gestión y planificación y los responsables dentro del Grupo de los departamentos de Consolidación y de Control del negocio del seguro de crédito y los temas tratados son, entre otros, las incidencias y dudas acerca de interpretaciones y criterios contables así como el seguimiento de aquellos otros aspectos relevantes que pudieran afectar a la contabilidad de dichas entidades. De estas reuniones se levantan actas internas.

La Entidad, como sociedad matriz del grupo consolidado, dispone de políticas contables escritas que se van actualizando con las normas contables que entran en vigor y con los cambios internos que se implementan para establecer mejoras en los procesos.

En este sentido, cabe destacar que la aprobación de la norma contable IFRS 17, cuya entrada en vigor está prevista para 1 de enero de 2023, obligará a readaptar muchas de estas políticas contables. Durante el ejercicio 2021 se han seguido organizando sesiones de trabajo para analizar los impactos de la aplicación de esta norma en el Grupo con objeto de establecer, de forma preliminar, el conjunto de políticas y principios de implantación de la norma, así como la adaptación de la infraestructura informática para dar respuesta a los nuevos requerimientos normativos. El objetivo principal es la realización de los trabajos preparatorios necesarios para la implementación de la IFRS 17, de forma que se garantice su cumplimiento en la fecha de primera aplicación, y evaluar los potenciales impactos cuantitativos y cualitativos, con la anticipación suficiente a efectos de adaptar su gestión.

Tras el avance de las áreas de trabajo indicadas, las actividades que se planifican para el ejercicio 2022, entre otras, son: el refinamiento de la información técnica y financiera simulada en el entorno de NIIF 17, la construcción y validación del balance de transición al 1 de enero de 2022, la ejecución del paralelo bajo NIIF 17 durante el ejercicio 2022 de cara a presentar la información comparativa de los Informes externos del ejercicio 2023, avanzar con la formalización de los procesos operacionales impactados por NIIF 17 e iniciar la definición del sistema de gobierno

de los mismos. Estas actividades garantizan la aplicación de NIIF 17 en tiempo y forma de cara a su entrada en vigor y transición a la misma, encontrándose su calendario alineado con el plan de implementación definido.

#### **F.4.2 Mecanismos de captura y preparación de la información financiera con formatos homogéneos, de aplicación y utilización por todas las unidades de la entidad o del grupo, que soporten los estados financieros principales y las notas, así como la información que se detalle sobre el SCIIF.**

Grupo Catalana Occidente elabora su información financiera consolidada y reporting sobre la plataforma HFM.

Por su parte, las entidades que forman parte del Grupo Catalana Occidente, utilizan diversos aplicativos para su gestión contable y realizan el proceso de carga de información en la plataforma HFM con carácter mensual utilizando el aplicativo Financial Data Quality Management (FDM) y plantillas de Excel Smart View, según los requerimientos de contenido y formato diseñados.

Una vez completados los señalados procesos de carga de información y consolidación, tanto la Entidad como sus entidades dependientes disponen de información de gestión mínima según un reporting y criterios homogéneos.

En el proceso de consolidación se han establecido una serie de controles preventivos o detectivos para garantizar la fiabilidad de los datos contables que, asimismo, se contrastan con la Información de Gestión que se publica.

#### **F.5. Supervisión del funcionamiento del sistema.**

Informe, señalando sus principales características, al menos de:

##### **F.5.1 Las actividades de supervisión del SCIIF realizadas por la comisión de auditoría así como si la entidad cuenta con una función de auditoría interna que tenga entre sus competencias la de apoyo a la comisión en su labor de supervisión del sistema de control interno, incluyendo el SCIIF. Asimismo se informará del alcance de la evaluación del SCIIF realizada en el ejercicio y del procedimiento por el cual el encargado de ejecutar la evaluación comunica sus resultados, si la entidad cuenta con un plan de acción que detalle las eventuales medidas correctoras, y si se ha considerado su impacto en la información financiera.**

Las actividades de supervisión del Comité de Auditoría están desarrolladas en el apartado F.1.1. (ii) anterior.

Asimismo, tal y como se señala en el citado apartado F.1.1, existe la Dirección de Auditoría Interna, que depende jerárquicamente del Comité de Auditoría, apoyando a dicho comité en su labor de supervisión del SCIIF.

En particular, la Política de Auditoría Interna especifica que el Director de Auditoría Interna, informará a los miembros del Comité de Auditoría de las auditorías que se prevé realizar en cada ejercicio y les reportará las auditorías realizadas.

Asimismo, la Dirección de Auditoría Interna asiste a la Alta Dirección y al Consejo de Administración de una manera eficiente y efectiva en la valoración y supervisión del control interno existente en la Entidad, incluyendo el SCIIF.

En cuanto a los recursos disponibles de la Dirección de Auditoría Interna, el equipo de la misma está integrado por 22 personas incluido su director. Los integrantes del equipo de auditoría interna realizan esta función de forma exclusiva, destinando a ello la totalidad de su tiempo de trabajo.

La Dirección de Auditoría Interna realiza las auditorías a partir de un plan plurianual de auditorías, que es aprobado por el Comité de Auditoría.

La Entidad dispone de un documento interno denominado "Procedimiento y Metodología de Auditoría Interna" en el que se describen los pasos que deben darse en la realización de una misión de auditoría, así como marcar unos principios que sirvan para uniformar y estandarizar dentro de lo posible la realización de las mismas. Esta metodología distingue las tres fases naturales y cronológicas que debe tener una auditoría:

- (i) su planificación,
- (ii) el trabajo de campo y su realización y
- (iii) el informe de auditoría.

Como consecuencia de la aplicación de la valoración del nivel de control interno observado en la auditoría, contemplado en el documento "Procedimiento y Metodología de Auditoría Interna" comentado, la Dirección de Auditoría Interna efectúa las recomendaciones que estima oportunas en caso de detectar la necesidad de llevar a cabo acciones correctoras. Dichas recomendaciones son comunicadas a los auditados y, si estos están de acuerdo, pasan a ser de obligado cumplimiento. En aquellos casos en que los auditados discrepen, las discrepancias son elevadas al Comité de Auditoría, que decide si se deben implementar las recomendaciones o no.

Desde la Dirección de Auditoría Interna se lleva un registro de todas las recomendaciones que deben implementarse, así como de los plazos en los que los auditados deben hacerlo. Una vez finalizado el plazo establecido para su implementación se solicita información sobre su grado de implantación siempre que los auditados no hayan informado previamente de que ya han cumplido con las mismas. Una vez verificado este extremo, el Director de Auditoría Interna informa al Comité de Auditoría y al Comité de Auditoría Interna Corporativa de la evolución y el estado de las recomendaciones formuladas.

Durante el ejercicio 2021, la Unidad de Control de Gestión y Planificación, con dependencia de la Dirección Financiera de Grupo, ha coordinado los proyectos relacionados con el SCIIF para la Entidad, en concreto la descripción de los procesos identificados relacionados con la información financiera, elaborándose un documento por parte de los responsables en el que de una forma pautada para garantizar una cierta homogeneidad, se incluye toda la información relevante del proceso, incluyéndose ejemplos de evidencias de los controles efectuados. Este documento está aprobado por los representantes de las unidades implicadas, y se adjunta a un acta de aprobación con acceso para todas las partes interesadas. El documento se rubrica de nuevo cada vez que hay modificaciones significativas y, como mínimo, una vez al año.

La Dirección de Auditoría Interna audita todos los procesos del SCIIF en ciclos quinquenales con los objetivos de identificar los riesgos inherentes al SCIIF y validar los controles descritos, evaluar el grado de integridad y consistencia de la información financiera, evaluando si los controles establecidos son o no suficientes para garantizar la fiabilidad de la información financiera que se pretende obtener y efectuar un diagnóstico sobre el entorno de Control interno existente en las áreas implicadas. En los casos en los que se observen debilidades de control se formulan recomendaciones con planes de acción que se acuerdan con los auditados, así como el plazo para su implementación, con el objetivo de fortalecer las debilidades detectadas. Las recomendaciones y los planes de acción acordados se registran en una base de datos con el responsable de su implementación y el plazo acordado para hacerlo. Una vez que se ha cumplido el plazo, se comprueba con sus responsables la implementación de dichas recomendaciones.

En 2021 igual que en 2020, todas las auditorías del SCIIF se realizaron con los propios recursos de la Dirección de Auditoría Interna.

En particular, durante el ejercicio 2021, la Dirección de Auditoría Interna ha realizado la auditoría de los siguientes procesos del SCIIF unificado de las entidades aseguradoras:

- Proceso de Facturación (Seguros Catalana Occidente, S.A. de Seguros y Reaseguros, Plus Ultra Seguros Generales y Vida, S.A. de Seguros y Reaseguros, Bilbao Compañía Anónima de Seguros y Reaseguros, y Northehispana de Seguros y Reaseguros, S.A.).
- Proceso de Planes de Pensiones y Fondos de Inversión ( Seguros Catalana Occidente, S.A. de Seguros y Reaseguros, Plus Ultra Seguros Generales y Vida, S.A. de Seguros y Reaseguros, y Bilbao Compañía Anónima de Seguros y Reaseguros)

Paralelamente, y durante este ejercicio, se ha seguido avanzando en la incorporación de todos los controles de información financiera acordados en la herramienta de control interno que permite a los responsables de la elaboración de la información financiera manifestar su conformidad a la correcta ejecución de los controles, e incluso adjuntar una evidencia en los de mayor relevancia con la periodicidad establecida para cada control, habiéndose incluido, en relación a las Entidades Aseguradoras del Negocio Tradicional, la totalidad de los controles de la información financiera de Seguros Catalana Occidente, S.A. de Seguros y Reaseguros, Plus Ultra, Seguros Generales y Vida, S.A. de Seguros y Reaseguros y Bilbao, Compañía Anónima de Seguros y Reaseguros, y la casi totalidad de los de Northehispana de Seguros y Reaseguros, S.A.

Por lo que respecta al negocio de Seguro de Crédito, durante el ejercicio 2021, la Dirección de Auditoría Interna ha verificado en Atradius Crédito y Caución S.A. de Seguros y Reaseguros, un total de 316 controles relacionados con controles de reporte financiero.

**F.5.2 Si cuenta con un procedimiento de discusión mediante el cual, el auditor de cuentas (de acuerdo con lo establecido en las NTA), la función de auditoría interna y otros expertos puedan comunicar a la alta dirección y a la comisión de auditoría o administradores de la entidad las debilidades significativas de control interno identificadas durante los procesos de revisión de las cuentas anuales o aquellos otros que les hayan sido encomendados. Asimismo, informará de si dispone de un plan de acción que trate de corregir o mitigar las debilidades observadas.**

En la Política de Auditoría Interna se establece que, la Dirección de Auditoría Interna puede formular recomendaciones en cada una de las auditorías que realiza si lo considera necesario con el objetivo de corregir debilidades de control interno.

Adicionalmente, tal y como se ha señalado en el apartado F.5.1 anterior, la Dirección de Auditoría Interna informa al Comité de Auditoría tanto sobre las recomendaciones formuladas como sobre aquellas con las que no están de acuerdo los auditados para que éste decida sobre la conveniencia de su implementación. También informa al citado Comité de Auditoría sobre el seguimiento y la implementación de las recomendaciones y/o debilidades detectadas.

En este sentido, los informes provisionales de auditoría, o cualquier información relacionada con la misma, es enviada al director o responsable de la unidad auditada quien deberá manifestar por escrito su conformidad o disconformidad con las conclusiones y/o recomendaciones antes de que el informe sea enviado al Comité de Dirección de Grupo y al Comité de Auditoría.

Adicionalmente, con periodicidad semestral, la Dirección de Auditoría Interna emite un informe de actividad que se eleva al Comité de Auditoría Interna Corporativa y al Comité de Auditoría, en el que se recoge un detalle de (i) las auditorías realizadas durante el primer semestre y el año natural respectivamente, indicando si se han detectado incidencias / recomendaciones; (ii) un mapa de riesgos de las actividades auditadas; así como (iii) una relación de irregularidades y fraudes significativos detectados y el seguimiento sobre la implementación de las recomendaciones



formuladas. Asimismo, en cada auditoría se propone un plan de acción y se realiza un seguimiento de las recomendaciones / debilidades detectadas.

Por su parte, aquellas auditorías que son realizadas por auditores externos, cuentan con la colaboración de la Dirección de Auditoría Interna, con la que coordinan y revisan sus recomendaciones antes de comunicar las conclusiones de sus auditorías junto con las debilidades detectadas al Presidente y al Secretario del Comité de Auditoría.

En la Política de Auditoría Interna, se recoge un apartado específico denominado "Cooperación con los auditores externos y los supervisores" en el que se indica que el auditor(es) externo(s), que emite(n) el informe sobre las cuentas anuales de la Entidad y sus filiales, y el Director de Auditoría Interna deberán tener una apropiada sintonía respecto a las actividades de auditoría realizadas por ambas partes. En este sentido, se reunirán cuando lo estimen oportuno para hablar de materias de interés común, y en su caso, de los resultados de sus trabajos. En dichas comunicaciones, se asegurarán ambas partes que las técnicas de trabajos, métodos y terminología de los trabajos a realizar son apropiadamente comprendidas por ambas partes.

#### **F.6. Otra información relevante.**

No existe otra información relevante que señalar.

#### **F.7. Informe del auditor externo.**

Informe de:

F.7.1 Si la información del SCIIF remitida a los mercados ha sido sometida a revisión por el auditor externo, en cuyo caso la entidad debería incluir el informe correspondiente como anexo. En caso contrario, debería informar de sus motivos.

La información sobre SCIIF contenida en el presente Informe Anual de Gobierno Corporativo será sometida a revisión por parte del auditor externo de la sociedad, PricewaterhouseCoopers Auditores, S.L. En lo menester, la Entidad incluirá el correspondiente informe emitido por el auditor externo junto con la información que se remita al respecto al mercado.

**G. GRADO DE SEGUIMIENTO DE LAS RECOMENDACIONES DE GOBIERNO CORPORATIVO**

Indique el grado de seguimiento de la sociedad respecto de las recomendaciones del Código de buen gobierno de las sociedades cotizadas.

En el caso de que alguna recomendación no se siga o se siga parcialmente, se deberá incluir una explicación detallada de sus motivos de manera que los accionistas, los inversores y el mercado en general, cuenten con información suficiente para valorar el proceder de la sociedad. No serán aceptables explicaciones de carácter general.

1. Que los estatutos de las sociedades cotizadas no limiten el número máximo de votos que pueda emitir un mismo accionista, ni contengan otras restricciones que dificulten la toma de control de la sociedad mediante la adquisición de sus acciones en el mercado.

Cumple  Explique

2. Que, cuando la sociedad cotizada esté controlada, en el sentido del artículo 42 del Código de Comercio, por otra entidad, cotizada o no, y tenga, directamente o a través de sus filiales, relaciones de negocio con dicha entidad o alguna de sus filiales (distintas de las de la sociedad cotizada) o desarrolle actividades relacionadas con las de cualquiera de ellas informe públicamente con precisión acerca de:

- a) Las respectivas áreas de actividad y eventuales relaciones de negocio entre, por un lado, la sociedad cotizada o sus filiales y, por otro, la sociedad matriz o sus filiales.
- b) Los mecanismos previstos para resolver los eventuales conflictos de intereses que puedan presentarse.

Cumple  Cumple parcialmente  Explique  No aplicable

3. Que durante la celebración de la junta general ordinaria, como complemento de la difusión por escrito del informe anual de gobierno corporativo, el presidente del consejo de administración informe verbalmente a los accionistas, con suficiente detalle, de los aspectos más relevantes del gobierno corporativo de la sociedad y, en particular:

- a) De los cambios acaecidos desde la anterior junta general ordinaria.
- b) De los motivos concretos por los que la compañía no sigue alguna de las recomendaciones del Código de Gobierno Corporativo y, si existieran, de las reglas alternativas que aplique en esa materia.

Cumple  Cumple parcialmente  Explique

Respecto al apartado a), en la Junta General Ordinaria de Accionistas se dan las explicaciones de los aspectos más relevantes del gobierno corporativo de la Sociedad y de los cambios acaecidos desde la anterior Junta General. Dichas explicaciones las realiza, en lugar del Presidente, el Secretario, alcanzándose así en igual medida los objetivos de la Recomendación. En cuanto al apartado b), y respecto a la información verbal sobre los motivos concretos por los que la Sociedad no sigue alguna de las recomendaciones del Código de Gobierno Corporativo, la Sociedad entiende que dichos motivos ya están suficientemente explicitados en el presente Informe.

4. Que la sociedad defina y promueva una política relativa a la comunicación y contactos con accionistas e inversores institucionales en el marco de su implicación en la sociedad, así como con los asesores de voto que sea plenamente respetuosa con las normas contra el abuso de mercado y dé un trato semejante a los accionistas que se encuentren en la misma posición. Y que la sociedad haga pública dicha política a través de su página web, incluyendo información relativa a la forma en que la misma se ha puesto en práctica e identificando a los interlocutores o responsables de llevarla a cabo.

Y que, sin perjuicio de las obligaciones legales de difusión de información privilegiada y otro tipo de información regulada, la sociedad cuente también con una política general relativa a la comunicación de información económico-financiera, no financiera y corporativa a través de los canales que considere adecuados (medios de comunicación, redes sociales u otras vías) que contribuya a maximizar la difusión y la calidad de la información a disposición del mercado, de los inversores y demás grupos de interés.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

5. Que el consejo de administración no eleve a la junta general una propuesta de delegación de facultades, para emitir acciones o valores convertibles con exclusión del derecho de suscripción preferente, por un importe superior al 20% del capital en el momento de la delegación.

Y que cuando el consejo de administración apruebe cualquier emisión de acciones o de valores convertibles con exclusión del derecho de suscripción preferente, la sociedad publique inmediatamente en su página web los informes sobre dicha exclusión a los que hace referencia la legislación mercantil.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

6. Que las sociedades cotizadas que elaboren los informes que se citan a continuación, ya sea de forma preceptiva o voluntaria, los publiquen en su página web con antelación suficiente a la celebración de la junta general ordinaria, aunque su difusión no sea obligatoria:

- a) Informe sobre la independencia del auditor.
- b) Informes de funcionamiento de las comisiones de auditoría y de nombramientos y retribuciones.
- c) Informe de la comisión de auditoría sobre operaciones vinculadas.

Cumple [ ]      Cumple parcialmente [ ]      Explique [ X ]

El Comité de Auditoría y la Comisión de Nombramientos y Retribuciones, según corresponda, analizan las cuestiones objeto de los apartados a) a c) anteriores e informan al Consejo de Administración sobre los mismos, respecto a los apartados a) a c) mediante los correspondientes informes. Sin embargo, la Sociedad únicamente publica en la página web corporativa los informes que deben estar a disposición de los accionistas de acuerdo con la normativa vigente. Respecto a los informes no obligatorios, la Sociedad no los publica por cuanto entiende que las materias objeto de los mismos se hallan suficientemente reflejadas en la documentación que se pone a disposición de los accionistas de acuerdo con la normativa vigente.

7. Que la sociedad transmita en directo, a través de su página web, la celebración de las juntas generales de accionistas.

Y que la sociedad cuente con mecanismos que permitan la delegación y el ejercicio del voto por medios telemáticos e incluso, tratándose de sociedades de elevada capitalización y en la medida en que resulte proporcionado, la asistencia y participación activa en la Junta General.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

8. Que la comisión de auditoría vele por que las cuentas anuales que el consejo de administración presente a la junta general de accionistas se elaboren de conformidad con la normativa contable. Y que en aquellos supuestos en que el auditor de cuentas haya incluido en su informe de auditoría alguna salvedad, el presidente de la comisión de auditoría explique con claridad en la junta general el parecer de la comisión de auditoría sobre su contenido y alcance, poniéndose a disposición de los accionistas en el momento de la publicación de la convocatoria de la junta, junto con el resto de propuestas e informes del consejo, un resumen de dicho parecer.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

9. Que la sociedad haga públicos en su página web, de manera permanente, los requisitos y procedimientos que aceptará para acreditar la titularidad de acciones, el derecho de asistencia a la junta general de accionistas y el ejercicio o delegación del derecho de voto.

Y que tales requisitos y procedimientos favorezcan la asistencia y el ejercicio de sus derechos a los accionistas y se apliquen de forma no discriminatoria.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

10. Que cuando algún accionista legitimado haya ejercitado, con anterioridad a la celebración de la junta general de accionistas, el derecho a completar el orden del día o a presentar nuevas propuestas de acuerdo, la sociedad:

- a) Difunda de inmediato tales puntos complementarios y nuevas propuestas de acuerdo.
- b) Haga público el modelo de tarjeta de asistencia o formulario de delegación de voto o voto a distancia con las modificaciones precisas para que puedan votarse los nuevos puntos del orden del día y propuestas alternativas de acuerdo en los mismos términos que los propuestos por el consejo de administración.
- c) Someta todos esos puntos o propuestas alternativas a votación y les aplique las mismas reglas de voto que a las formuladas por el consejo de administración, incluidas, en particular, las presunciones o deducciones sobre el sentido del voto.
- d) Con posterioridad a la junta general de accionistas, comunique el desglose del voto sobre tales puntos complementarios o propuestas alternativas.

Cumple [ ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ X ]

11. Que, en el caso de que la sociedad tenga previsto pagar primas de asistencia a la junta general de accionistas, establezca, con anterioridad, una política general sobre tales primas y que dicha política sea estable.

Cumple [ ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ X ]

12. Que el consejo de administración desempeñe sus funciones con unidad de propósito e independencia de criterio, dispense el mismo trato a todos los accionistas que se hallen en la misma posición y se guíe por el interés social, entendido como la consecución de un negocio rentable y sostenible a largo plazo, que promueva su continuidad y la maximización del valor económico de la empresa.

Y que en la búsqueda del interés social, además del respeto de las leyes y reglamentos y de un comportamiento basado en la buena fe, la ética y el respeto a los usos y a las buenas prácticas comúnmente aceptadas, procure conciliar el propio interés social con, según corresponda, los legítimos intereses de sus empleados, sus proveedores, sus clientes y los de los restantes grupos de interés que puedan verse afectados, así como el impacto de las actividades de la compañía en la comunidad en su conjunto y en el medio ambiente.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

13. Que el consejo de administración posea la dimensión precisa para lograr un funcionamiento eficaz y participativo, lo que hace aconsejable que tenga entre cinco y quince miembros.

Cumple [ X ]      Explique [ ]

14. Que el consejo de administración apruebe una política dirigida a favorecer una composición apropiada del consejo de administración y que:

- a) Sea concreta y verificable.
- b) asegure que las propuestas de nombramiento o reelección se fundamenten en un análisis previo de las competencias requeridas por el consejo de administración; y
- c) favorezca la diversidad de conocimientos, experiencias, edad y género. A estos efectos, se considera que favorecen la diversidad de género las medidas que fomenten que la compañía cuente con un número significativo de altas directivas.

Que el resultado del análisis previo de las competencias requeridas por el consejo de administración se recoja en el informe justificativo de la comisión de nombramientos que se publique al convocar la junta general de accionistas a la que se someta la ratificación, el nombramiento o la reelección de cada consejero.

La comisión de nombramientos verificará anualmente el cumplimiento de esta política y se informará de ello en el informe anual de gobierno corporativo.

Cumple [ ]      Cumple parcialmente [ ]      Explique [ X ]

El Consejo de Administración no ha aprobado en la fecha de este Informe una política de selección de consejeros con el contenido señalado en la recomendación. No obstante, la Sociedad tiene una política de aptitud y honorabilidad aplicable a los miembros del Consejo de Administración que establece las directrices generales para que, de conformidad con la legislación en materia aseguradora, los consejeros, en su conjunto,

posean los conocimientos suficientes en todas las áreas necesarias para desarrollar la actividad de la Sociedad. Asimismo, cuenta con la Comisión de Nombramientos y Retribuciones que analiza al candidato antes de proponer su nombramiento ante el Consejo o a la Junta de Accionistas de acuerdo con el Reglamento del Consejo, y con la evaluación que, como miembros del Consejo de una entidad que controla entidades aseguradoras, deben pasar frente a la Dirección General de Seguros y Fondos de Pensiones. Por tanto, se alcanza en igual medida el objetivo perseguido por esta Recomendación.

15. Que los consejeros dominicales e independientes constituyan una amplia mayoría del consejo de administración y que el número de consejeros ejecutivos sea el mínimo necesario, teniendo en cuenta la complejidad del grupo societario y el porcentaje de participación de los consejeros ejecutivos en el capital de la sociedad.

Y que el número de consejeras suponga, al menos, el 40% de los miembros del consejo de administración antes de que finalice 2022 y en adelante, no siendo con anterioridad inferior al 30%.

Cumple [ ]      Cumple parcialmente [ X ]      Explique [ ]

La Sociedad cumple la primera parte de la recomendación en cuanto a que los consejeros dominicales e independientes constituyan una amplia mayoría del consejo de administración y que el número de consejeros ejecutivos sea el mínimo necesario, pero no cumple la segunda parte de la misma en cuanto al número de consejeras, si bien, el consejo de administración de fecha 24 de febrero de 2022 ha presentado como propuesta a la Junta General de Accionistas a celebrar el próximo 28 de abril de 2022 el nombramiento de una nueva consejera independiente que, junto con la propuesta de reducción del tamaño del consejo, no solo reforzaría la mayoría de independientes en el consejo, sino que aumentaría el porcentaje de consejeras del 6,25% actual al 20%.

16. Que el porcentaje de consejeros dominicales sobre el total de consejeros no ejecutivos no sea mayor que la proporción existente entre el capital de la sociedad representado por dichos consejeros y el resto del capital.

Este criterio podrá atenuarse:

- a) En sociedades de elevada capitalización en las que sean escasas las participaciones accionariales que tengan legalmente la consideración de significativas.
- b) Cuando se trate de sociedades en las que exista una pluralidad de accionistas representados en el consejo de administración y no tengan vínculos entre sí.

Cumple [ X ]      Explique [ ]

17. Que el número de consejeros independientes represente, al menos, la mitad del total de consejeros.

Que, sin embargo, cuando la sociedad no sea de elevada capitalización o cuando, aun siéndolo, cuente con un accionista o varios actuando concertadamente, que controlen más del 30% del capital social, el número de consejeros independientes represente, al menos, un tercio del total de consejeros.

Cumple [ ]      Explique [ X ]

Los consejeros independientes representaban, a la fecha de cierre del ejercicio social objeto de este Informe, el 12,5% del total de consejeros sobre el 33% recomendado. No obstante, el consejo de administración de fecha 24 de febrero de 2022 ha presentado como propuesta a la Junta General de Accionistas a celebrar el próximo 28 de abril de 2022 el nombramiento de una nueva consejera independiente con lo que, atendiendo a la propuesta de reducción del tamaño del consejo, dicho porcentaje se situaría, en su caso, en un 30%.

18. Que las sociedades hagan pública a través de su página web, y mantengan actualizada, la siguiente información sobre sus consejeros:

- a) Perfil profesional y biográfico.
- b) Otros consejos de administración a los que pertenezcan, se trate o no de sociedades cotizadas, así como sobre las demás actividades retribuidas que realice cualquiera que sea su naturaleza.
- c) Indicación de la categoría de consejero a la que pertenezcan, señalándose, en el caso de consejeros dominicales, el accionista al que representen o con quien tengan vínculos.
- d) Fecha de su primer nombramiento como consejero en la sociedad, así como de las posteriores reelecciones.
- e) Acciones de la compañía, y opciones sobre ellas, de las que sean titulares.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

19. Que en el informe anual de gobierno corporativo, previa verificación por la comisión de nombramientos, se expliquen las razones por las cuales se hayan nombrado consejeros dominicales a instancia de accionistas cuya participación accionarial sea inferior al 3% del capital; y se expongan las razones por las que no se hubieran atendido, en su caso, peticiones formales de presencia en el consejo procedentes de accionistas cuya participación accionarial sea igual o superior a la de otros a cuya instancia se hubieran designado consejeros dominicales.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

20. Que los consejeros dominicales presenten su dimisión cuando el accionista a quien representen transmita íntegramente su participación accionarial. Y que también lo hagan, en el número que corresponda, cuando dicho accionista rebaje su participación accionarial hasta un nivel que exija la reducción del número de sus consejeros dominicales.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

21. Que el consejo de administración no proponga la separación de ningún consejero independiente antes del cumplimiento del periodo estatutario para el que hubiera sido nombrado, salvo cuando concurra justa causa, apreciada por el consejo de administración previo informe de la comisión de nombramientos. En particular, se entenderá que existe justa causa cuando el consejero pase a ocupar nuevos cargos o contraiga nuevas obligaciones que le impidan dedicar el tiempo necesario al desempeño de las funciones propias del cargo de consejero, incumpla los deberes inherentes a su cargo o incurra en algunas de las circunstancias que le hagan perder su condición de independiente, de acuerdo con lo establecido en la legislación aplicable.

También podrá proponerse la separación de consejeros independientes como consecuencia de ofertas públicas de adquisición, fusiones u otras operaciones corporativas similares que supongan un cambio en la estructura de capital de la sociedad, cuando tales cambios en la estructura del consejo de administración vengán propiciados por el criterio de proporcionalidad señalado en la recomendación 16.

Cumple [ X ]      Explique [ ]

22. Que las sociedades establezcan reglas que obliguen a los consejeros a informar y, en su caso, a dimitir cuando se den situaciones que les afecten, relacionadas o no con su actuación en la propia sociedad, que puedan perjudicar al crédito y reputación de esta y, en particular, que les obliguen a informar al consejo de administración de cualquier causa penal en la que aparezcan como investigados, así como de sus vicisitudes procesales.

Y que, habiendo sido informado o habiendo conocido el consejo de otro modo alguna de las situaciones mencionadas en el párrafo anterior, examine el caso tan pronto como sea posible y, atendiendo a las circunstancias concretas, decida, previo informe de la comisión de nombramientos y retribuciones, si debe o no adoptar alguna medida, como la apertura de una investigación interna, solicitar la dimisión del consejero o proponer su cese. Y que se informe al respecto en el informe anual de gobierno corporativo, salvo que concurran circunstancias especiales que lo justifiquen, de lo que deberá dejarse constancia en acta. Ello sin perjuicio de la información que la sociedad deba difundir, de resultar procedente, en el momento de la adopción de las medidas correspondientes.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

23. Que todos los consejeros expresen claramente su oposición cuando consideren que alguna propuesta de decisión sometida al consejo de administración puede ser contraria al interés social. Y que otro tanto hagan, de forma especial, los independientes y demás consejeros a quienes no afecte el potencial conflicto de intereses, cuando se trate de decisiones que puedan perjudicar a los accionistas no representados en el consejo de administración.

Y que cuando el consejo de administración adopte decisiones significativas o reiteradas sobre las que el consejero hubiera formulado serias reservas, este saque las conclusiones que procedan y, si optara por dimitir, explique las razones en la carta a que se refiere la recomendación siguiente.

Esta recomendación alcanza también al secretario del consejo de administración, aunque no tenga la condición de consejero.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]



24. Que cuando, ya sea por dimisión o por acuerdo de la junta general, un consejero cese en su cargo antes del término de su mandato, explique de manera suficiente las razones de su dimisión o, en el caso de consejeros no ejecutivos, su parecer sobre los motivos del cese por la junta, en una carta que remitirá a todos los miembros del consejo de administración.

Y que, sin perjuicio de que se dé cuenta de todo ello en el informe anual de gobierno corporativo, en la medida en que sea relevante para los inversores, la sociedad publique a la mayor brevedad posible el cese incluyendo referencia suficiente a los motivos o circunstancias aportados por el consejero.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

25. Que la comisión de nombramientos se asegure de que los consejeros no ejecutivos tienen suficiente disponibilidad de tiempo para el correcto desarrollo de sus funciones.

Y que el reglamento del consejo establezca el número máximo de consejos de sociedades de los que pueden formar parte sus consejeros.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

26. Que el consejo de administración se reúna con la frecuencia precisa para desempeñar con eficacia sus funciones y, al menos, ocho veces al año, siguiendo el programa de fechas y asuntos que establezca al inicio del ejercicio, pudiendo cada consejero individualmente proponer otros puntos del orden del día inicialmente no previstos.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

27. Que las inasistencias de los consejeros se reduzcan a los casos indispensables y se cuantifiquen en el informe anual de gobierno corporativo. Y que, cuando deban producirse, se otorgue representación con instrucciones.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

28. Que cuando los consejeros o el secretario manifiesten preocupación sobre alguna propuesta o, en el caso de los consejeros, sobre la marcha de la sociedad y tales preocupaciones no queden resueltas en el consejo de administración, a petición de quien las hubiera manifestado, se deje constancia de ellas en el acta.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

29. Que la sociedad establezca los cauces adecuados para que los consejeros puedan obtener el asesoramiento preciso para el cumplimiento de sus funciones incluyendo, si así lo exigieran las circunstancias, asesoramiento externo con cargo a la empresa.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

30. Que, con independencia de los conocimientos que se exijan a los consejeros para el ejercicio de sus funciones, las sociedades ofrezcan también a los consejeros programas de actualización de conocimientos cuando las circunstancias lo aconsejen.

Cumple       Explique       No aplicable

31. Que el orden del día de las sesiones indique con claridad aquellos puntos sobre los que el consejo de administración deberá adoptar una decisión o acuerdo para que los consejeros puedan estudiar o recabar, con carácter previo, la información precisa para su adopción.

Cuando, excepcionalmente, por razones de urgencia, el presidente quiera someter a la aprobación del consejo de administración decisiones o acuerdos que no figuraran en el orden del día, será preciso el consentimiento previo y expreso de la mayoría de los consejeros presentes, del que se dejará debida constancia en el acta.

Cumple       Cumple parcialmente       Explique

32. Que los consejeros sean periódicamente informados de los movimientos en el accionariado y de la opinión que los accionistas significativos, los inversores y las agencias de calificación tengan sobre la sociedad y su grupo.

Cumple       Cumple parcialmente       Explique

33. Que el presidente, como responsable del eficaz funcionamiento del consejo de administración, además de ejercer las funciones que tiene legal y estatutariamente atribuidas, prepare y someta al consejo de administración un programa de fechas y asuntos a tratar; organice y coordine la evaluación periódica del consejo, así como, en su caso, la del primer ejecutivo de la sociedad; sea responsable de la dirección del consejo y de la efectividad de su funcionamiento; se asegure de que se dedica suficiente tiempo de discusión a las cuestiones estratégicas, y acuerde y revise los programas de actualización de conocimientos para cada consejero, cuando las circunstancias lo aconsejen.

Cumple       Cumple parcialmente       Explique

34. Que cuando exista un consejero coordinador, los estatutos o el reglamento del consejo de administración, además de las facultades que le corresponden legalmente, le atribuya las siguientes: presidir el consejo de administración en ausencia del presidente y de los vicepresidentes, en caso de existir; hacerse eco de las preocupaciones de los consejeros no ejecutivos; mantener contactos con inversores y accionistas para conocer sus puntos de vista a efectos de formarse una opinión sobre sus preocupaciones, en particular, en relación con el gobierno corporativo de la sociedad; y coordinar el plan de sucesión del presidente.

Cumple       Cumple parcialmente       Explique       No aplicable

35. Que el secretario del consejo de administración vele de forma especial para que en sus actuaciones y decisiones el consejo de administración tenga presentes las recomendaciones sobre buen gobierno contenidas en este Código de buen gobierno que fueran aplicables a la sociedad.

Cumple       Explique

36. Que el consejo de administración en pleno evalúe una vez al año y adopte, en su caso, un plan de acción que corrija las deficiencias detectadas respecto de:

- a) La calidad y eficiencia del funcionamiento del consejo de administración.
- b) El funcionamiento y la composición de sus comisiones.
- c) La diversidad en la composición y competencias del consejo de administración.
- d) El desempeño del presidente del consejo de administración y del primer ejecutivo de la sociedad.
- e) El desempeño y la aportación de cada consejero, prestando especial atención a los responsables de las distintas comisiones del consejo.

Para la realización de la evaluación de las distintas comisiones se partirá del informe que estas eleven al consejo de administración, y para la de este último, del que le eleve la comisión de nombramientos.

Cada tres años, el consejo de administración será auxiliado para la realización de la evaluación por un consultor externo, cuya independencia será verificada por la comisión de nombramientos.

Las relaciones de negocio que el consultor o cualquier sociedad de su grupo mantengan con la sociedad o cualquier sociedad de su grupo deberán ser desglosadas en el informe anual de gobierno corporativo.

El proceso y las áreas evaluadas serán objeto de descripción en el informe anual de gobierno corporativo.

Cumple  Cumple parcialmente  Explique

37. Que cuando exista una comisión ejecutiva en ella haya presencia de al menos dos consejeros no ejecutivos, siendo al menos uno de ellos independiente; y que su secretario sea el del consejo de administración.

Cumple  Cumple parcialmente  Explique  No aplicable

38. Que el consejo de administración tenga siempre conocimiento de los asuntos tratados y de las decisiones adoptadas por la comisión ejecutiva y que todos los miembros del consejo de administración reciban copia de las actas de las sesiones de la comisión ejecutiva.

Cumple  Cumple parcialmente  Explique  No aplicable

39. Que los miembros de la comisión de auditoría en su conjunto, y de forma especial su presidente, se designen teniendo en cuenta sus conocimientos y experiencia en materia de contabilidad, auditoría y gestión de riesgos, tanto financieros como no financieros.

Cumple  Cumple parcialmente  Explique

40. Que bajo la supervisión de la comisión de auditoría, se disponga de una unidad que asuma la función de auditoría interna que vele por el buen funcionamiento de los sistemas de información y control interno y que funcionalmente dependa del presidente no ejecutivo del consejo o del de la comisión de auditoría.

Cumple  Cumple parcialmente  Explique

41. Que el responsable de la unidad que asuma la función de auditoría interna presente a la comisión de auditoría, para su aprobación por esta o por el consejo, su plan anual de trabajo, le informe directamente de su ejecución, incluidas las posibles incidencias y limitaciones al alcance que se presenten en su desarrollo, los resultados y el seguimiento de sus recomendaciones y le someta al final de cada ejercicio un informe de actividades.

Cumple  Cumple parcialmente  Explique  No aplicable

42. Que, además de las previstas en la ley, correspondan a la comisión de auditoría las siguientes funciones:

1. En relación con los sistemas de información y control interno:
  - a) Supervisar y evaluar el proceso de elaboración y la integridad de la información financiera y no financiera, así como los sistemas de control y gestión de riesgos financieros y no financieros relativos a la sociedad y, en su caso, al grupo —incluyendo los operativos, tecnológicos, legales, sociales, medioambientales, políticos y reputacionales o relacionados con la corrupción— revisando el cumplimiento de los requisitos normativos, la adecuada delimitación del perímetro de consolidación y la correcta aplicación de los criterios contables.
  - b) Velar por la independencia de la unidad que asume la función de auditoría interna; proponer la selección, nombramiento y cese del responsable del servicio de auditoría interna; proponer el presupuesto de ese servicio; aprobar o proponer la aprobación al consejo de la orientación y el plan de trabajo anual de la auditoría interna, asegurándose de que su actividad esté enfocada principalmente en los riesgos relevantes (incluidos los reputacionales); recibir información periódica sobre sus actividades; y verificar que la alta dirección tenga en cuenta las conclusiones y recomendaciones de sus informes.
  - c) Establecer y supervisar un mecanismo que permita a los empleados y a otras personas relacionadas con la sociedad, tales como consejeros, accionistas, proveedores, contratistas o subcontratistas, comunicar las irregularidades de potencial trascendencia, incluyendo las financieras y contables, o de cualquier otra índole, relacionadas con la compañía que adviertan en el seno de la empresa o su grupo. Dicho mecanismo deberá garantizar la confidencialidad y, en todo caso, prever supuestos en los que las comunicaciones puedan realizarse de forma anónima, respetando los derechos del denunciante y denunciado.
  - d) Velar en general por que las políticas y sistemas establecidos en materia de control interno se apliquen de modo efectivo en la práctica.
2. En relación con el auditor externo:
  - a) En caso de renuncia del auditor externo, examinar las circunstancias que la hubieran motivado.
  - b) Velar que la retribución del auditor externo por su trabajo no comprometa su calidad ni su independencia.
  - c) Supervisar que la sociedad comunique a través de la CNMV el cambio de auditor y lo acompañe de una declaración sobre la eventual existencia de desacuerdos con el auditor saliente y, si hubieran existido, de su contenido.
  - d) Asegurar que el auditor externo mantenga anualmente una reunión con el pleno del consejo de administración para informarle sobre el trabajo realizado y sobre la evolución de la situación contable y de riesgos de la sociedad.
  - e) Asegurar que la sociedad y el auditor externo respetan las normas vigentes sobre prestación de servicios distintos a los de auditoría, los límites a la concentración del negocio del auditor y, en general, las demás normas sobre independencia de los auditores.

Cumple [ X ]

Cumple parcialmente [ ]

Explicar [ ]

43. Que la comisión de auditoría pueda convocar a cualquier empleado o directivo de la sociedad, e incluso disponer que comparezcan sin presencia de ningún otro directivo.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

44. Que la comisión de auditoría sea informada sobre las operaciones de modificaciones estructurales y corporativas que proyecte realizar la sociedad para su análisis e informe previo al consejo de administración sobre sus condiciones económicas y su impacto contable y, en especial, en su caso, sobre la ecuación de canje propuesta.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

45. Que la política de control y gestión de riesgos identifique o determine al menos:

- a) Los distintos tipos de riesgo, financieros y no financieros (entre otros los operativos, tecnológicos, legales, sociales, medio ambientales, políticos y reputacionales, incluidos los relacionados con la corrupción) a los que se enfrenta la sociedad, incluyendo entre los financieros o económicos, los pasivos contingentes y otros riesgos fuera de balance.
- b) Un modelo de control y gestión de riesgos basado en diferentes niveles, del que formará parte una comisión especializada en riesgos cuando las normas sectoriales lo prevean o la sociedad lo estime apropiado.
- c) El nivel de riesgo que la sociedad considere aceptable.
- d) Las medidas previstas para mitigar el impacto de los riesgos identificados, en caso de que llegaran a materializarse.
- e) Los sistemas de información y control interno que se utilizarán para controlar y gestionar los citados riesgos, incluidos los pasivos contingentes o riesgos fuera de balance.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

46. Que bajo la supervisión directa de la comisión de auditoría o, en su caso, de una comisión especializada del consejo de administración, exista una función interna de control y gestión de riesgos ejercida por una unidad o departamento interno de la sociedad que tenga atribuidas expresamente las siguientes funciones:

- a) Asegurar el buen funcionamiento de los sistemas de control y gestión de riesgos y, en particular, que se identifiquen, gestionen, y cuantifiquen adecuadamente todos los riesgos importantes que afecten a la sociedad.
- b) Participar activamente en la elaboración de la estrategia de riesgos y en las decisiones importantes sobre su gestión.
- c) Velar por que los sistemas de control y gestión de riesgos mitiguen los riesgos adecuadamente en el marco de la política definida por el consejo de administración.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

47. Que los miembros de la comisión de nombramientos y de retribuciones –o de la comisión de nombramientos y la comisión de retribuciones, si estuvieren separadas– se designen procurando que tengan los conocimientos, aptitudes y experiencia adecuados a las funciones que estén llamados a desempeñar y que la mayoría de dichos miembros sean consejeros independientes.

Cumple  Cumple parcialmente  Explique

48. Que las sociedades de elevada capitalización cuenten con una comisión de nombramientos y con una comisión de remuneraciones separadas.

Cumple  Explique  No aplicable

49. Que la comisión de nombramientos consulte al presidente del consejo de administración y al primer ejecutivo de la sociedad, especialmente cuando se trate de materias relativas a los consejeros ejecutivos.

Y que cualquier consejero pueda solicitar de la comisión de nombramientos que tome en consideración, por si los encuentra idóneos a su juicio, potenciales candidatos para cubrir vacantes de consejero.

Cumple  Cumple parcialmente  Explique

50. Que la comisión de retribuciones ejerza sus funciones con independencia y que, además de las funciones que le atribuya la ley, le correspondan las siguientes:

- a) Proponer al consejo de administración las condiciones básicas de los contratos de los altos directivos.
- b) Comprobar la observancia de la política retributiva establecida por la sociedad.
- c) Revisar periódicamente la política de remuneraciones aplicada a los consejeros y altos directivos, incluidos los sistemas retributivos con acciones y su aplicación, así como garantizar que su remuneración individual sea proporcionada a la que se pague a los demás consejeros y altos directivos de la sociedad.
- d) Velar por que los eventuales conflictos de intereses no perjudiquen la independencia del asesoramiento externo prestado a la comisión.
- e) Verificar la información sobre remuneraciones de los consejeros y altos directivos contenida en los distintos documentos corporativos, incluido el informe anual sobre remuneraciones de los consejeros.

Cumple  Cumple parcialmente  Explique

51. Que la comisión de retribuciones consulte al presidente y al primer ejecutivo de la sociedad, especialmente cuando se trate de materias relativas a los consejeros ejecutivos y altos directivos.

Cumple  Cumple parcialmente  Explique

52. Que las reglas de composición y funcionamiento de las comisiones de supervisión y control figuren en el reglamento del consejo de administración y que sean consistentes con las aplicables a las comisiones legalmente obligatorias conforme a las recomendaciones anteriores, incluyendo:
- a) Que estén compuestas exclusivamente por consejeros no ejecutivos, con mayoría de consejeros independientes.
  - b) Que sus presidentes sean consejeros independientes.
  - c) Que el consejo de administración designe a los miembros de estas comisiones teniendo presentes los conocimientos, aptitudes y experiencia de los consejeros y los cometidos de cada comisión, delibere sobre sus propuestas e informes; y que rindan cuentas, en el primer pleno del consejo de administración posterior a sus reuniones, de su actividad y que respondan del trabajo realizado.
  - d) Que las comisiones puedan recabar asesoramiento externo, cuando lo consideren necesario para el desempeño de sus funciones.
  - e) Que de sus reuniones se levante acta, que se pondrá a disposición de todos los consejeros.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

53. Que la supervisión del cumplimiento de las políticas y reglas de la sociedad en materia medioambiental, social y de gobierno corporativo, así como de los códigos internos de conducta, se atribuya a una o se reparta entre varias comisiones del consejo de administración que podrán ser la comisión de auditoría, la de nombramientos, una comisión especializada en sostenibilidad o responsabilidad social corporativa u otra comisión especializada que el consejo de administración, en ejercicio de sus facultades de auto-organización, haya decidido crear. Y que tal comisión esté integrada únicamente por consejeros no ejecutivos, siendo la mayoría independientes y se le atribuyan específicamente las funciones mínimas que se indican en la recomendación siguiente.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]



54. Las funciones mínimas a las que se refiere la recomendación anterior son las siguientes:

- a) La supervisión del cumplimiento de las reglas de gobierno corporativo y de los códigos internos de conducta de la empresa, velando asimismo por que la cultura corporativa esté alineada con su propósito y valores.
- b) La supervisión de la aplicación de la política general relativa a la comunicación de información económico-financiera, no financiera y corporativa así como a la comunicación con accionistas e inversores, asesores de voto y otros grupos de interés. Asimismo se hará seguimiento del modo en que la entidad se comunica y relaciona con los pequeños y medianos accionistas.
- c) La evaluación y revisión periódica del sistema de gobierno corporativo y de la política en materia medioambiental y social de la sociedad, con el fin de que cumplan su misión de promover el interés social y tengan en cuenta, según corresponda, los legítimos intereses de los restantes grupos de interés.
- d) La supervisión de que las prácticas de la sociedad en materia medioambiental y social se ajustan a la estrategia y política fijadas.
- e) La supervisión y evaluación de los procesos de relación con los distintos grupos de interés.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

55. Que las políticas de sostenibilidad en materias medioambientales y sociales identifiquen e incluyan al menos:

- a) Los principios, compromisos, objetivos y estrategia en lo relativo a accionistas, empleados, clientes, proveedores, cuestiones sociales, medio ambiente, diversidad, responsabilidad fiscal, respeto de los derechos humanos y prevención de la corrupción y otras conductas ilegales
- b) Los métodos o sistemas para el seguimiento del cumplimiento de las políticas, de los riesgos asociados y su gestión.
- c) Los mecanismos de supervisión del riesgo no financiero, incluido el relacionado con aspectos éticos y de conducta empresarial.
- d) Los canales de comunicación, participación y diálogo con los grupos de interés.
- e) Las prácticas de comunicación responsable que eviten la manipulación informativa y protejan la integridad y el honor.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

56. Que la remuneración de los consejeros sea la necesaria para atraer y retener a los consejeros del perfil deseado y para retribuir la dedicación, cualificación y responsabilidad que el cargo exija, pero no tan elevada como para comprometer la independencia de criterio de los consejeros no ejecutivos.

Cumple [ X ]      Explique [ ]

57. Que se circunscriban a los consejeros ejecutivos las remuneraciones variables ligadas al rendimiento de la sociedad y al desempeño personal, así como la remuneración mediante entrega de acciones, opciones o derechos sobre acciones o instrumentos referenciados al valor de la acción y los sistemas de ahorro a largo plazo tales como planes de pensiones, sistemas de jubilación u otros sistemas de previsión social.

Se podrá contemplar la entrega de acciones como remuneración a los consejeros no ejecutivos cuando se condicione a que las mantengan hasta su cese como consejeros. Lo anterior no será de aplicación a las acciones que el consejero necesite enajenar, en su caso, para satisfacer los costes relacionados con su adquisición.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]

58. Que en caso de remuneraciones variables, las políticas retributivas incorporen los límites y las cautelas técnicas precisas para asegurar que tales remuneraciones guardan relación con el rendimiento profesional de sus beneficiarios y no derivan solamente de la evolución general de los mercados o del sector de actividad de la compañía o de otras circunstancias similares.

Y, en particular, que los componentes variables de las remuneraciones:

- a) Estén vinculados a criterios de rendimiento que sean predeterminados y medibles y que dichos criterios consideren el riesgo asumido para la obtención de un resultado.
- b) Promuevan la sostenibilidad de la empresa e incluyan criterios no financieros que sean adecuados para la creación de valor a largo plazo, como el cumplimiento de las reglas y los procedimientos internos de la sociedad y de sus políticas para el control y gestión de riesgos.
- c) Se configuren sobre la base de un equilibrio entre el cumplimiento de objetivos a corto, medio y largo plazo, que permitan remunerar el rendimiento por un desempeño continuado durante un período de tiempo suficiente para apreciar su contribución a la creación sostenible de valor, de forma que los elementos de medida de ese rendimiento no giren únicamente en torno a hechos puntuales, ocasionales o extraordinarios.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

59. Que el pago de los componentes variables de la remuneración quede sujeto a una comprobación suficiente de que se han cumplido de modo efectivo las condiciones de rendimiento o de otro tipo previamente establecidas. Las entidades incluirán en el informe anual de remuneraciones de los consejeros los criterios en cuanto al tiempo requerido y métodos para tal comprobación en función de la naturaleza y características de cada componente variable.

Que, adicionalmente, las entidades valoren el establecimiento de una cláusula de reducción ('malus') basada en el diferimiento por un período suficiente del pago de una parte de los componentes variables que implique su pérdida total o parcial en el caso de que con anterioridad al momento del pago se produzca algún evento que lo haga aconsejable.

Cumple [ X ]      Cumple parcialmente [ ]      Explique [ ]      No aplicable [ ]

60. Que las remuneraciones relacionadas con los resultados de la sociedad tomen en cuenta las eventuales salvedades que consten en el informe del auditor externo y minoren dichos resultados.

Cumple  Cumple parcialmente  Explique  No aplicable

61. Que un porcentaje relevante de la remuneración variable de los consejeros ejecutivos esté vinculado a la entrega de acciones o de instrumentos financieros referenciados a su valor.

Cumple  Cumple parcialmente  Explique  No aplicable

En lo referente a los consejeros ejecutivos, existe un equilibrio adecuado entre los componentes fijos y variables de la remuneración, si bien la Sociedad no ha considerado necesario introducir en el sistema de remuneración planes de entrega de acciones o de instrumentos financieros referenciados a su valor, por cuanto (i) la probada estabilidad de los actuales consejeros ejecutivos en la Sociedad y el Consejo de Administración, por una parte; y (ii) el establecimiento de parámetros para el devengo de la remuneración variable que no incentivan objetivos cortoplacistas han sido considerados elementos suficientes.

En este sentido, debe destacarse que los parámetros que sirven para fijar dicha retribución variable están fundamentalmente vinculados a los resultados ordinarios de la Sociedad, sus filiales y su Grupo consolidado, excluyendo, por tanto, aquellos parámetros que incentivan otro tipo de estrategias que difieran de un crecimiento sostenido, como pueden ser los resultados extraordinarios de la Sociedad y su Grupo consolidado u otros factores exógenos, como puede ser la cotización de la Sociedad en bolsa.

62. Que una vez atribuidas las acciones, las opciones o instrumentos financieros correspondientes a los sistemas retributivos, los consejeros ejecutivos no puedan transferir su titularidad o ejercerlos hasta transcurrido un plazo de al menos tres años.

Se exceptúa el caso en el que el consejero mantenga, en el momento de la transmisión o ejercicio, una exposición económica neta a la variación del precio de las acciones por un valor de mercado equivalente a un importe de al menos dos veces su remuneración fija anual mediante la titularidad de acciones, opciones u otros instrumentos financieros.

Lo anterior no será de aplicación a las acciones que el consejero necesite enajenar para satisfacer los costes relacionados con su adquisición o, previa apreciación favorable de la comisión de nombramientos y retribuciones, para hacer frente a situaciones extraordinarias sobrevenidas que lo requieran.

Cumple  Cumple parcialmente  Explique  No aplicable

63. Que los acuerdos contractuales incluyan una cláusula que permita a la sociedad reclamar el reembolso de los componentes variables de la remuneración cuando el pago no haya estado ajustado a las condiciones de rendimiento o cuando se hayan abonado atendiendo a datos cuya inexactitud quede acreditada con posterioridad.

Cumple  Cumple parcialmente  Explique  No aplicable

64. Que los pagos por resolución o extinción del contrato no superen un importe equivalente a dos años de la retribución total anual y que no se abonen hasta que la sociedad haya podido comprobar que el consejero ha cumplido con los criterios o condiciones establecidos para su percepción.

A efectos de esta recomendación, entre los pagos por resolución o extinción contractual se considerarán cualesquiera abonos cuyo devengo u obligación de pago surja como consecuencia o con ocasión de la extinción de la relación contractual que vinculaba al consejero con la sociedad, incluidos los importes no previamente consolidados de sistemas de ahorro a largo plazo y las cantidades que se abonen en virtud de pactos de no competencia post-contractual.

Cumple [  ]

Cumple parcialmente [  ]

Explique [  ]

No aplicable [  ]

La recomendación se cumple para todos los consejeros de la Sociedad con excepción del Consejero Director General, en cuyo caso los pagos por resolución o extinción del Contrato podrían superar el importe equivalente a dos años de la retribución total anual, ya que, tal y como se describe en el Informe Anual de Remuneraciones, desde hace varios ejercicios ha destinado un porcentaje sustancial de su remuneración variable (que habría tenido derecho a consolidar) a aportaciones al sistema de previsión social de manera no consolidada, de tal forma que el acumulado de dichos ejercicios puede acabar contribuyendo a superar el citado umbral.

## H. OTRAS INFORMACIONES DE INTERÉS

1. Si existe algún aspecto relevante en materia de gobierno corporativo en la sociedad o en las entidades del grupo que no se haya recogido en el resto de apartados del presente informe, pero que sea necesario incluir para recoger una información más completa y razonada sobre la estructura y prácticas de gobierno en la entidad o su grupo, detállelos brevemente.
2. Dentro de este apartado, también podrá incluirse cualquier otra información, aclaración o matiz relacionado con los anteriores apartados del informe en la medida en que sean relevantes y no reiterativos.

En concreto, se indicará si la sociedad está sometida a legislación diferente a la española en materia de gobierno corporativo y, en su caso, incluya aquella información que esté obligada a suministrar y sea distinta de la exigida en el presente informe.

3. La sociedad también podrá indicar si se ha adherido voluntariamente a otros códigos de principios éticos o de buenas prácticas, internacionales, sectoriales o de otro ámbito. En su caso, se identificará el código en cuestión y la fecha de adhesión. En particular, hará mención a si se ha adherido al Código de Buenas Prácticas Tributarias, de 20 de julio de 2010:

Nota respecto al Apartado C.1.9

Con motivo de la renuncia efectuada por D. Jose Ignacio Álvarez Juste a su cargo como miembro del Consejo de Administración con efectos al final del día 31 de diciembre de 2021, ya no ostenta el cargo de Consejero Delegado.

Por su parte, desde el 1 de enero de 2022, Don Hugo Serra Calderón ostenta dicho cargo y, en consecuencia, tiene delegadas todas las facultades propias del Consejo de Administración legal y estatutariamente delegables, excepto las indelegables conforme a la Ley y al Reglamento del Consejo de Administración de la Sociedad, así como la facultad de vender, pignorar y en cualquier otra forma transmitir y/o gravar, las acciones, participaciones sociales o cuotas de toda clase de sociedades y entidades que formen parte del mismo grupo que la Sociedad, de conformidad con lo previsto en el artículo 42 del Código de Comercio.

Nota respecto al Apartado C.2.1

Como consecuencia de los cambios en el Consejo de Administración mencionados en el presente informe y, en particular, las dimisiones con efectos 28 de abril de 2022 de Lacanuda Consell, S.L. y Don Alberto Thiebaut Estrada, se van a producir sendas vacantes el Comité de Auditoría y en la Comisión de Nominamientos y Retribuciones, que serán cubiertas una vez se haya celebrado la Junta General de Accionistas prevista el próximo 28 de abril de 2022.

Nota respecto al Apartado G. Recomendación 2

La Sociedad informa en el apartado D.2 del informe anual de gobierno corporativo de las relaciones de negocio que existen entre la sociedad matriz del grupo o sus filiales (distintas de las filiales de la cotizada), por un lado, y la sociedad cotizada o alguna de las filiales de esta última, por otro, existiendo un Protocolo interno de conducta en el ámbito de la delegación de la aprobación de operaciones vinculadas intragrupo en relación con el accionista de referencia de la Sociedad, para resolver los eventuales conflictos de interés que puedan presentarse.

Nota respecto al Apartado G. Recomendación 13

A 31 de diciembre de 2021 el Consejo contaba con 16 miembros, uno por encima de lo que la recomendación considera aconsejable. No obstante, con la renuncia del consejero delegado D. José Ignacio Álvarez Juste con efectos desde el final de dicha fecha, sin que se cubriera su vacante, desde el 1 de enero de 2022 el tamaño del Consejo se ha reducido a 15 miembros.

Asimismo, la propuesta presentada por el consejo de administración en fecha 24 de febrero de 2022 a la próxima Junta General de Accionistas de 28 de abril de 2022, prevé (i) no cubrir dicha vacante, y (ii) reducir estatutariamente el número mínimo y máximo de miembros del Consejo, a los señalados en la Recomendación 13 del Código de Buen Gobierno de las Sociedades Cotizadas, esto es 5 y 15 miembros, respectivamente, y fijar el número de miembros en 10 consejeros.

Nota respecto al Apartado G. Recomendación 18

La Sociedad hace pública a través de su página web y mantiene actualizada, toda la información a la que hace referencia la Recomendación 18, con la excepción de informar sobre las demás actividades retribuidas que realicen los consejeros, cualquiera que sea su naturaleza, por cuanto la misma ya se hace pública en el apartado C.1.11 del presente Informe, disponible en la página web corporativa de la Sociedad.

Nota respecto al Apartado G. Recomendación 64

En relación con el consejero delegado D. José Ignacio Álvarez Juste (el "Consejero Delegado Saliente"), dimitió de su cargo como consejero delegado de la Sociedad con fecha de efectos 31 de diciembre de 2021 sin derecho al percibo de indemnización alguna por la extinción de su contrato mercantil.

No obstante, como consecuencia de la citada extinción y, de acuerdo con lo previsto en su Contrato de alta dirección con la filial Bilbao Compañía Anónima de Seguros y Reaseguros ("Seguros Bilbao") de 22 de enero de 2002, se reactivó su relación laboral especial de manera automática desde el día 1 de enero de 2022.

Posteriormente, el 31 de enero de 2022, el Consejero Delegado Saliente y Seguros Bilbao en virtud de lo previsto en dicho contrato laboral de alta dirección han resuelto de mutuo acuerdo dicha relación. Adicionalmente a la liquidación de los haberes pendientes a dicha fecha, se ha pactado como compensación económica una indemnización de dos anualidades de todas sus retribuciones, haciéndose cargo asimismo Seguros Bilbao de la tramitación y el coste del convenio especial con la Seguridad Social durante dos años desde el 31 de enero de 2022, salvo que decidiera jubilarse con anterioridad a dicha fecha.

Si a esa cantidad se adiciona las cantidades de su remuneración variable (que habría tenido derecho a consolidar) y que durante varios ejercicios ha destinado a aportaciones al sistema de previsión social de manera no consolidada, se acaba superando el umbral establecido en la Recomendación 64.

Nota respecto al Apartado H.3

El Consejo de Administración acordó en su reunión del 28 de octubre de 2016 que la Sociedad en su condición de entidad dominante de un grupo de sociedades en el sentido del artículo 42 del Código de Comercio, se adhiriera al Código de Buenas Prácticas Tributarias y al anexo al mismo, aprobados, respectivamente, el 23 de julio de 2010 y el 3 de noviembre de 2015.

Asimismo, la Sociedad y su Grupo están adheridos al Pacto Mundial de las Naciones Unidas, una iniciativa voluntaria por la cual se compromete a alinear sus estrategias y operaciones con diez principios universalmente aceptados, agrupados en cuatro áreas: derechos humanos, estándares laborales, medioambiente y corrupción. Trabaja también de forma constante en el desarrollo de los Objetivos de Desarrollo Sostenible definidos por la ONU en septiembre de 2015. Además, desde 2020 el Grupo es signatario de los Principios para la Sostenibilidad en Seguros (PSI) y de los Principios para la Inversión Responsable (PRI) de Naciones Unidas.

Por último, en 2021 Grupo Catalana Occidente se ha unido a la Alianza de Aseguradoras por Cero Emisiones Netas (NZIA, por sus siglas en inglés) convocada por la ONU, con el objetivo de alcanzar la neutralidad de emisiones de efecto invernadero para 2050.

Todo ello está explicado en mayor detalle en la Memoria de Sostenibilidad del Grupo Catalana Occidente, disponible en la página web corporativa.

Este informe anual de gobierno corporativo ha sido aprobado por el consejo de Administración de la sociedad, en su sesión de fecha:

[ 24/02/2022 ]

Indique si ha habido consejeros que hayan votado en contra o se hayan abstenido en relación con la aprobación del presente Informe.

[ ] Sí  
[ √ ] No



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# 08 Annual remuneration report

In accordance with the provisions of Article 538 of Royal Legislative Decree 1/2010, of 2 July, which approves the revised text of the Capital Companies Law, the Annual Corporate Governance Report is included in this Annual Remuneration Report in a separate section.

The content of this section of the Management Report coincides with that of the Annual Remuneration Report submitted, as a separate document, to the National Securities Market Commission (CNMV) for publication on [www.cnmv.es](http://www.cnmv.es)

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**DATOS IDENTIFICATIVOS DEL EMISOR**

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Fecha fin del ejercicio de referencia: [ 31/12/2021 ]

CIF: [ A-08168064 ]

Denominación Social:

[ **GRUPO CATALANA OCCIDENTE, S.A.** ]

Domicilio social:

[ PASEO DE LA CASTELLANA, 4 MADRID ]



### A. POLÍTICA DE REMUNERACIONES DE LA SOCIEDAD PARA EL EJERCICIO EN CURSO

**A.1.1** Explique la política vigente de remuneraciones de los consejeros aplicable al ejercicio en curso. En la medida que sea relevante se podrá incluir determinada información por referencia a la política de retribuciones aprobada por la junta general de accionistas, siempre que la incorporación sea clara, específica y concreta.

Se deberán describir las determinaciones específicas para el ejercicio en curso, tanto de las remuneraciones de los consejeros por su condición de tal como por el desempeño de funciones ejecutivas, que hubiera llevado a cabo el consejo de conformidad con lo dispuesto en los contratos firmados con los consejeros ejecutivos y con la política de remuneraciones aprobada por la junta general.

En cualquier caso, se deberá informar, como mínimo, de los siguientes aspectos:

- a) Descripción de los procedimientos y órganos de la sociedad involucrados en la determinación, aprobación y aplicación de la política de remuneraciones y sus condiciones.
- b) Indique y, en su caso, explique si se han tenido en cuenta empresas comparables para establecer la política de remuneración de la sociedad.
- c) Información sobre si ha participado algún asesor externo y, en su caso, identidad del mismo
- d) Procedimientos contemplados en la política de remuneraciones vigente de los consejeros para aplicar excepciones temporales a la política, condiciones en las que se puede recurrir a esas excepciones y componentes que pueden ser objeto de excepción según la política.

La política de remuneraciones (la "Política") de Grupo Catalana Occidente, S.A. (la "Sociedad"), aplicable al ejercicio en curso ha sido propuesta motivadamente en la fecha de este Informe por el Consejo de Administración de la Sociedad (el "Consejo"), junto con el correspondiente informe de la Comisión de Nombramientos y Retribuciones (la "Comisión") de 23 de febrero de 2022, y será sometida a aprobación en la Junta General de Accionistas convocada el 28 de abril de 2022, en primera convocatoria, respectivamente. Dicha Política es continuista con la aprobada en el ejercicio pasado, si bien se ha adaptado a las novedades introducidas en la Ley de Sociedades de Capital ("LSC") por la Ley 5/2021, de 12 de abril, (la "Ley 5/2021"); tiene prevista una vigencia desde la fecha de su aprobación por la Junta General y los 3 ejercicios siguientes (2023, 2024 y 2025, inclusive) y se basa en los siguientes principios:

- (i) Crear valor a largo plazo.
- (ii) Recomensar la consecución de resultados basados en una asunción prudente y responsable de riesgos.
- (iii) Atraer y retener a los mejores profesionales.
- (iv) Recomensar el nivel de responsabilidad y la trayectoria profesional.
- (v) Velar por la equidad interna y la competitividad externa.

En este sentido, los anteriores principios se traducen en los siguientes pilares, tal y como se incardinan en el artículo 19 de los Estatutos Sociales y el artículo 27 del Reglamento del Consejo:

- (i) Moderación.
- (ii) Coherencia y sostenibilidad.
- (iii) Proporcionalidad y adecuación.
- (iv) Transparencia.
- (v) Verificación del Cumplimiento

Los criterios utilizados para establecer la Política son determinados por, el Consejo, a propuesta de la Comisión, dentro del marco establecido por la ley, los Estatutos Sociales y el Reglamento del Consejo.

En particular, cada ejercicio la Comisión procede a la revisión anual de la Política, tras recibir el informe emitido por la Dirección de Recursos Humanos con la ayuda de la Unidad de Verificación del Cumplimiento, sobre las potenciales modificaciones a incluir.

Una vez estudiado, la Comisión propone al Consejo (i) si la Política debe ser objeto de alguna modificación o, por el contrario, no es necesario modificarla, y (ii) cuál debe ser (a) el importe de las atenciones estatutarias y las dietas por asistencia a devengar por el Consejo durante el ejercicio en curso, para que el Consejo, a su vez, eleve dicha propuesta a la Junta General de Accionistas, y (b) la distribución entre los consejeros de la cantidad global fijada por la Junta General de Accionistas en el ejercicio anterior en su condición de tales.

Asimismo, la Comisión revisa las remuneraciones de los miembros del Consejo en las principales sociedades filiales y examina el cumplimiento de los parámetros establecidos para la percepción de la remuneración variable del ejercicio cerrado por parte de los consejeros ejecutivos y los parámetros de la remuneración variable del ejercicio en curso, todo ello a la luz de las cuentas anuales formuladas por el Consejo y auditadas por el auditor externo. Con base en dicho análisis, la Comisión determina, para su elevación al Consejo, el importe de la remuneración variable a percibir por los consejeros ejecutivos, de conformidad con la Política y los contratos firmados con los mismos.

Una vez tomados los correspondientes acuerdos por parte de la Comisión, los mismos son elevados al Consejo para su información, análisis y, en su caso, posterior sometimiento a la Junta General de Accionistas.

Puesto que tanto la remuneración fija como la variable a percibir por los consejeros, ya sea en su condición de tales o como ejecutivos, está basada, en gran medida, en los resultados financieros ordinarios de la Sociedad y sus sociedades dependientes, la Comisión cuenta con la colaboración de la Alta Dirección y, en particular, de su Dirección de Recursos Humanos y su Dirección Financiera, que proporcionan los elementos cualitativos y cuantitativos necesarios para que la Comisión pueda desarrollar su cometido.

En el presente ejercicio 2022, la Comisión ha procedido a la revisión anual de la Política, tras recibir el informe de la Dirección de Recursos Humanos, como consecuencia de las modificaciones introducidas por la Ley 5/2021. En dicho informe, se ha propuesto incorporar ciertas modificaciones con el fin de adaptar la misma a la citada Ley 5/2021, descritas en el Apartado A.2 siguiente.

En cuanto a los criterios utilizados para establecer la Política y si se han tenido en cuenta empresas comparables para establecer la misma, cabe señalar que esta es difícilmente comparable a la de otras sociedades por cuanto únicamente existen dos entidades del mismo sector económico en el que desarrolla su actividad la Sociedad cuyas acciones cotizan en los mercados secundarios españoles y, en ambos casos, sus características difieren sustancialmente de las de esta Sociedad. No obstante, sí cabe señalar que, a la vista de los informes públicos de expertos externos sobre los consejos de administración de las sociedades españolas cotizadas, tanto el importe de las dietas por asistencia a las reuniones del Consejo como la remuneración fija que éstos reciben, están alineadas con las que se perciben por los miembros de los consejos de sociedades cotizadas de tamaño similar.

Aunque el artículo 16.3 del Reglamento del Consejo establece que, para el mejor cumplimiento de sus funciones, la Comisión podrá recabar el asesoramiento de profesionales externos, durante el presente ejercicio no se prevé requerir el mismo.

**A.1.2 Importancia relativa de los conceptos retributivos variables respecto a los fijos (mix retributivo) y qué criterios y objetivos se han tenido en cuenta en su determinación y para garantizar un equilibrio adecuado entre los componentes fijos y variables de la remuneración.** En particular, señale las acciones adoptadas por la sociedad en relación con el sistema de remuneración para reducir la exposición a riesgos excesivos y ajustarlo a los objetivos, valores e intereses a largo plazo de la sociedad, lo que incluirá, en su caso, una referencia a medidas previstas para garantizar que en la política de remuneración se atienden a los resultados a largo plazo de la sociedad, las medidas adoptadas en relación con aquellas categorías de personal cuyas actividades profesionales tengan una repercusión material en el perfil de riesgos de la entidad y medidas previstas para evitar conflictos de intereses.

Asimismo, señale si la sociedad ha establecido algún período de devengo o consolidación de determinados conceptos retributivos variables, en efectivo, acciones u otros instrumentos financieros, un período de diferimiento en el pago de importes o entrega de instrumentos financieros ya devengados y consolidados, o si se ha acordado alguna cláusula de reducción de la remuneración diferida aún no consolidada o que obligue al consejero a la devolución de remuneraciones percibidas, cuando tales remuneraciones se hayan basado atendiendo a unos datos cuya inexactitud haya quedado después demostrada de forma manifiesta.

En relación a la importancia relativa de los conceptos retributivos variables respecto a los fijos y los criterios seguidos para determinar los distintos componentes del paquete retributivo de los consejeros, debe diferenciarse entre los conceptos retributivos relativos a la condición de consejeros como tales, por una parte, y los conceptos relativos al desempeño de funciones ejecutivas, por otra.

Consejeros en su condición de tales

En lo referente a los conceptos retributivos que perciben los consejeros por su condición de tales, éstos se basan únicamente en componentes fijos (esto es, atenciones estatutarias y dietas por asistencia), tal y como se expone en el Apartado siguiente.

Dichos componentes son sometidos anualmente a la aprobación de la Junta General de Accionistas, con carácter previo a su distribución, con lo que el Consejo ha articulado un sistema que busca un refrendo por parte de la Junta General y no una votación meramente consultiva, de conformidad con lo previsto en el artículo 217.3 LSC.

Asimismo, las atenciones estatutarias están vinculadas al beneficio consolidado del ejercicio y limitadas al 5% de dicho importe, mientras que las dietas han permanecido inalteradas durante más de diez años, a pesar de que tanto los resultados de la Sociedad como las nuevas obligaciones impuestas a los consejeros han experimentado un gran crecimiento en este período.

Igualmente, debe resaltarse tanto que gran parte de los consejeros han sido propuestos por accionistas con una participación, directa o indirecta, significativa, como la consistencia de los mismos en el Consejo en los últimos años, lo que desincentiva por sí mismo la aplicación de una política cortoplacista que no esté alineada con los intereses de accionistas y otros stakeholders.

Con el fin de evitar duplicidades, la Política establece que los consejeros no percibirán remuneración adicional alguna cuando formen parte del órgano de administración de aquellas entidades dependientes en las que la Sociedad tenga una participación, directa o indirecta, superior al 95% del capital social.

En virtud de todo lo anterior, por lo que respecta a la remuneración de los consejeros en su condición de tales, la Sociedad considera que el sistema de remuneración vigente se ajusta a sus objetivos, valores e intereses a largo plazo.

### Consejeros ejecutivos

De conformidad con la Política, los consejeros ejecutivos perciben una remuneración fija determinada conforme a los estándares de mercado y que se refleja en sus correspondientes contratos, de acuerdo con lo que establece la LSC. La cuantía de la remuneración fija se determina con base anual (ver Apartado más adelante relativo a los componentes fijos devengados por el desempeño de funciones de alta dirección).

Respecto a los consejeros ejecutivos que perciben una remuneración variable (esto es, el Consejero Delegado, D. Hugo Serra Calderón, y el Consejero-Director General, D. Francisco José Arregui Laborda), existe un equilibrio adecuado entre los componentes fijos y variables de su remuneración, por los motivos que se exponen a continuación.

En primer lugar, los parámetros que sirven para fijar dicha remuneración variable están en gran medida vinculados a los resultados ordinarios de la Sociedad y su grupo consolidado (el "Grupo"), excluyendo, por tanto, aquellos que incentivan otro tipo de estrategias que difieran de un crecimiento sostenido, como pueden ser los resultados extraordinarios de la Sociedad u otros factores exógenos, como puede ser el precio de cotización de las acciones de la Sociedad en bolsa.

Además, con el fin de evitar que la remuneración de los consejeros ejecutivos dependa excesivamente de los componentes variables, la Política prevé que la base de la remuneración variable no podrá exceder del 100% de la retribución fija (por la consecución del 100% de los objetivos establecidos), si bien dicha base, de conformidad con los contratos vigentes de los consejeros ejecutivos, es en la actualidad significativamente inferior al 100% de la retribución fija (ver Apartado más adelante relativo a los componentes variables).

En cuanto al pago de dicha remuneración, de conformidad con la Política, el 30% de la remuneración variable dineraria es pagadera con un período de diferimiento de 3 años respecto al ejercicio al que haga referencia el reglamento interno de remuneración variable suscrito respectivamente por el Consejero Delegado y el Consejero-Director General (el "Reglamento Individual"), a razón de un 10% por cada uno de los 3 años. La parte correspondiente a cada uno de dichos 3 años se corrige mediante la aplicación a la misma del porcentaje de liquidación de la retribución variable correspondiente al ejercicio objeto de la percepción, con el límite del 125%.

Asimismo, y sin perjuicio de la aplicación de los principios generales del derecho en materia contractual y laboral, los Reglamentos Individuales cuentan, de conformidad con las recomendaciones de buen gobierno aplicables a las sociedades cotizadas, tanto con cláusulas de reducción de la remuneración variable diferida que se encuentra pendiente de abono ("malus") como de recuperación de retribuciones variables ya satisfechas ("clawback"), en los términos que se exponen a continuación:

- Cláusula "malus": la remuneración variable diferida que se encuentre pendiente de abono será objeto de reducción si, durante el periodo hasta su consolidación, ocurre (i) una reformulación de cuentas anuales que resultase en una remuneración variable a liquidar inferior a la inicialmente devengada; (ii) una actuación fraudulenta por parte del consejero ejecutivo; (iii) el acaecimiento de circunstancias que determinasen el despido disciplinario procedente del mismo o su cese, (iv) la realización de alguna actuación u omisión dolosa o negligente que cause daños graves a la Sociedad o la sanción al consejero ejecutivo por incumplimiento de la normativa interna de la Sociedad, o (v) si como consecuencia de una gestión imputable al consejero ejecutivo se producen cambios negativos significativos en el perfil de riesgos de la Sociedad por actuaciones realizadas al margen de las políticas y límites de la misma.

- Cláusula "clawback": la remuneración variable ya satisfecha, haya sido diferida o no, será objeto de recuperación, parcial o total, por parte de la Sociedad, cuando durante los 3 años siguientes al cierre del ejercicio del que la referida remuneración proceda, se detecte que la misma se ha producido total o parcialmente en base a información cuya falsedad o inexactitud grave quede demostrada, a posteriori, de forma manifiesta, produciéndose un efecto negativo material sobre las cuentas consolidadas del Grupo de cualquiera de los ejercicios en los que sea de aplicación esta cláusula.

### A.1.3 Importe y naturaleza de los componentes fijos que se prevé devengarán en el ejercicio los consejeros en su condición de tales.

Los componentes fijos de las retribuciones que se prevé devengarán los miembros del Consejo en cuanto a tales son los siguientes:

(i) las atenciones estatutarias, determinadas en su importe global por la Junta General de Accionistas, dentro del límite establecido por los Estatutos Sociales. A estos efectos, la remuneración fija de los consejeros en su condición de tales consiste en una asignación fija en metálico que en ningún caso excederá del 5% del beneficio neto anual consolidado del último ejercicio cerrado de la Sociedad; y que el Consejo en su sesión de fecha de hoy ha acordado proponer a la Junta General en la cifra de 2.286.879,98 euros para el ejercicio 2022, sustancialmente inferior al ejercicio 2021 como consecuencia de la propuesta a la Junta General de Accionistas de fijar del número de miembros del consejo de administración en diez, respecto a los dieciséis actuales.

(ii) las dietas por asistencia a los diferentes consejos de administración celebrados durante el ejercicio, que se han venido abonando para compensar el tiempo dedicado tanto a la preparación de dichas reuniones como a las reuniones en sí. A estos efectos, el Consejo en su sesión de fecha de hoy ha acordado, como en los últimos ejercicios, no aumentar las mismas, quedando por tanto fijadas para el ejercicio 2022 en la cantidad de 2.225,00 euros por reunión.

Al igual que en el ejercicio cerrado 2021, no existirán en el ejercicio en curso remuneraciones adicionales por el cargo de Presidente o miembro de alguna comisión del Consejo. No obstante, en atención a las funciones y responsabilidades atribuidas, se prevé que el reparto que realice el Consejo de la atención estatutaria que a nivel global determine la Junta General de Accionistas, sea con una asignación al Presidente, de un importe igual al doble del que corresponde al resto de los consejeros individualmente.

En virtud de lo anterior, y de conformidad con la Política, el Consejo ha acordado en fecha de hoy someter a la aprobación de la Junta General de Accionistas, conforme al artículo 217.3 LSC, la cantidad máxima global a percibir por los consejeros, en su condición de tales, para el ejercicio en curso, por importe total de 2.600.000 euros.

Adicionalmente, está previsto que aquellos miembros del Consejo que son, a su vez, consejeros en sociedades dependientes en las que (a) la Sociedad tiene una participación, directa o indirecta, inferior al 95% del capital social; o (b) la Sociedad participa de forma minoritaria, puedan percibir retribuciones fijas en dichas sociedades, si así lo establecieran sus estatutos sociales y/o política de remuneraciones, en su caso.

En particular, se prevé que aquellos consejeros que durante el ejercicio 2022 ocupen cargos en (i) el consejo supervisor (supervisory board) de Atradius NV; (ii) el comité de auditoría (audit committee) y el comité de retribuciones y nombramientos (remuneration and selection appointment committee) de Atradius NV; (iii) el consejo de administración de Grupo Compañía Española de Crédito y Caución, S.L.; y (iv) el consejo consultivo de Grupo Compañía Española de Crédito y Caución, S.L.; perciban unas remuneraciones fijas equivalentes a las señaladas en el Apartado C.1(b) (i) del presente Informe respecto al ejercicio anterior.

Finalmente, con independencia de las remuneraciones descritas en los párrafos anteriores, se reembolsarán a los consejeros todos los gastos razonables debidamente justificados que estén relacionados directamente con el desempeño del cargo.

### A.1.4 Importe y naturaleza de los componentes fijos que serán devengados en el ejercicio por el desempeño de funciones de alta dirección de los consejeros ejecutivos.

Tal y como prevé la Política, los consejeros ejecutivos percibirán una remuneración fija por el desempeño de sus funciones de alta dirección, de conformidad con lo dispuesto en sus correspondientes contratos. En particular, el Presidente Ejecutivo (D. José María Serra Farré), el Consejero Delegado y el Consejero-Director General percibirán dicha remuneración fija de la Sociedad, por importe de 295.081 euros, 500.000 euros y 442.127 euros, respectivamente. Lo anterior supone que la remuneración fija del Presidente Ejecutivo y el Consejero-Director General se verá incrementada en un 3% respecto al ejercicio anterior, mientras que el Consejero Delegado (anterior Consejero Director General Adjunto a Presidencia) ha visto incrementada su remuneración fija como consecuencia de dicho nuevo cargo.

Lo anterior ha sido acordado a propuesta de la Comisión, mediante la correspondiente novación de sus contratos mercantiles, aprobada también en fecha de hoy por el Consejo, de conformidad con el artículo 529 octodecimos LSC.

Todas las anteriores remuneraciones se abonan a los consejeros ejecutivos en efectivo, y no existen otros beneficios ligados a la remuneración fija de los consejeros ejecutivos que sean satisfechos de otra forma, salvo por las remuneraciones en especie percibidas por los consejeros ejecutivos de conformidad con el Apartado siguiente.

### A.1.5 Importe y naturaleza de cualquier componente de remuneración en especie que será devengado en el ejercicio incluyendo, pero no limitado a, las primas de seguros abonadas en favor del consejero.

Al igual que se ha señalado en ejercicios anteriores, existe una póliza de seguro de responsabilidad civil de consejeros y directivos del Grupo al que pertenece la Sociedad y cuyo tomador es esta última. A los efectos del presente Informe, no se tiene en cuenta la misma, por cuanto el perímetro de los beneficiarios excede a los miembros del Consejo y además no es posible distribuir el coste de la prima sufragada por la Sociedad entre los mismos. En cualquier caso, a efectos informativos, se señala que la prima de dicha póliza fue en el ejercicio 2021 de 84 miles de euros habiendo aumentado respecto al ejercicio 2020 como consecuencia de las condiciones de mercado de dichas pólizas derivada de la situación económica actual.

Por su parte, los consejeros ejecutivos son remunerados en especie mediante las siguientes atribuciones:

(i) Seguro de vida temporal y seguro de salud, estando las primas de suscripción a cargo de la Sociedad. Los importes de las mismas correspondientes al ejercicio 2021 están descritos en el Apartado C.1(a) (iv) y C.1(b) (iv) de los cuadros incluidos en el presente Informe, y se estima que no variarán sustancialmente en este ejercicio.

(ii) Vehículo de empresa. Las cantidades imputadas a dicho uso en el ejercicio 2021 están descritas en el Apartado C.1(a) (i) de los cuadros incluidos en el presente Informe, y se estima que no variarán sustancialmente en este ejercicio.

Adicionalmente, el Presidente y el Consejero-Director General son remunerados con un seguro de viudedad, estando las primas de suscripción a cargo de la Sociedad. Los importes de las mismas correspondientes al ejercicio 2021 están descritos en el Apartado C.1(a) (iv) de los cuadros incluidos en el presente Informe, y se estima que no variarán sustancialmente en este ejercicio.

**A.1.6** Importe y naturaleza de los componentes variables, diferenciando entre los establecidos a corto y largo plazo. Parámetros financieros y no financieros, incluyendo entre estos últimos los sociales, medioambientales y de cambio climático, seleccionados para determinar la remuneración variable en el ejercicio en curso, explicación de en qué medida tales parámetros guardan relación con el rendimiento, tanto del consejero, como de la entidad y con su perfil de riesgo, y la metodología, plazo necesario y técnicas previstas para poder determinar, al finalizar el ejercicio, el grado efectivo de cumplimiento de los parámetros utilizados en el diseño de la remuneración variable, explicando los criterios y factores que aplica en cuanto al tiempo requerido y métodos para comprobar que se han cumplido de modo efectivo las condiciones de rendimiento o de cualquier otro tipo a las que estaba vinculado el devengo y la consolidación de cada componente de la retribución variable.

Indique el rango en términos monetarios de los distintos componentes variables en función del grado de cumplimiento de los objetivos y parámetros establecidos, y si existe algún importe monetario máximo en términos absolutos.

Los consejeros en su condición de tales no son beneficiarios de ningún sistema retributivo o plan que incorpore una remuneración variable.

Asimismo, y por lo que respecta al Presidente Ejecutivo, tampoco es beneficiario de ningún sistema retributivo o plan que incorpore una remuneración variable.

Por su parte, el Consejero Delegado y el Consejero-Director General, de conformidad con sus contratos mercantiles, son beneficiarios de planes retributivos que incorporan una parte variable.

En particular, tienen establecido en sus respectivos contratos mercantiles un importe variable de carácter anual establecido y aprobado anualmente con una base del 50% sobre la remuneración fija bruta, por la consecución del 100% de los objetivos establecidos para cada anualidad. La remuneración variable queda fijada en su respectivo Reglamento Individual, que complementa a su contrato mercantil y que fija los parámetros de percepción de la misma.

De conformidad con lo establecido en la Política, el Reglamento Individual es redactado por la Dirección de Recursos Humanos de la Sociedad, siendo validado por la Comisión con carácter previo a su aprobación por el Consejo. Una vez aprobado, y en señal de conformidad con el mismo, los citados consejeros ejecutivos deben suscribirlo. A estos efectos, el Reglamento Individual incluye el compromiso de los mismos de no utilizar ninguna estrategia de cobertura personal ni ningún seguro relacionado con la remuneración y la responsabilidad que menoscabe los efectos de adaptación al riesgo implícitos en su sistema remunerativo y, en particular, el relacionado con su remuneración variable.

En cuanto a la fijación de los objetivos, tanto financieros como no financieros, éstos se han establecido sobre la base de parámetros de gestión objetivos y medibles que tienen asignados, cada uno de ellos, un determinado porcentaje de la base total en función de su prioridad pudiendo ser tanto anuales como plurianuales, sin que la cuantía máxima a percibir por cada objetivo pueda superar el 125% de la parte de la base que tiene asignada. En caso de que el resultado consolidado de la Sociedad y sus sociedades dependientes fuese negativo o el ratio de solvencia del Grupo fuera inferior al 100%, no se devengaría importe alguno.

En particular, los parámetros financieros de valoración para el Consejero Delegado son (i) el resultado atribuido a la sociedad dominante del grupo consolidado (Grupo Catalana Occidente, S.A.), con un peso del 30% en la valoración; (ii) el resultado neto ordinario del negocio del seguro tradicional y del derivado del seguro de crédito, con un peso del 15% y 10%, respectivamente; (iii) la facturación del negocio del seguro tradicional y del derivado del seguro de crédito, con un peso del 7% y el 5%, respectivamente; (iv) el ratio de eficacia del negocio del seguro tradicional, con un peso del 8%. Por su parte, los parámetros financieros de valoración para el Consejero - Director General son (i) el resultado atribuido a la sociedad dominante del grupo consolidado con un peso del 30%; (ii) el resultado neto ordinario del negocio del seguro tradicional con un peso del 15%; (iii) la facturación del negocio del seguro tradicional con un peso del 8%; (iv) el resultado financiero del negocio del seguro tradicional con un peso del 12%; y (v) el ratio de eficacia del negocio del seguro tradicional, con un peso del 10%.

Por su parte, los parámetros no financieros (incluyendo entre estos últimos los sociales, medioambientales y de cambio climático) de valoración para ambos consejeros ejecutivos, con un peso total del 25% de la valoración, incluyen el cumplimiento de los proyectos principales del Grupo entre los que se encuentran los proyectos de simplicidad corporativa, canales de distribución, omnicanalidad, oferta de valor, ciberseguridad y evolución tecnológica, IFRS17 y Sostenibilidad.

Una vez finalizado el ejercicio, calculado el grado de cumplimiento de los diferentes parámetros objetivos y determinado el importe variable, el Consejero Delegado percibirá dicho importe íntegramente como remuneración dineraria mientras que el Consejero-Director General percibirá el 50% como remuneración dineraria y el restante 50% se destinará a complementar un sistema de previsión social de directivos, que se describe en el siguiente Apartado.

En este sentido, respecto a la estimación del importe absoluto de la retribución variable a la que daría origen el plan retributivo en el ejercicio 2022, cabe señalar que la cantidad prevista para una cumplimentación del 100% de los objetivos es de aproximadamente 250.000 euros para el

Consejero Delegado y 221.000 euros para el Consejero-Director General, que será percibida de la Sociedad, si bien cabe señalar que un 30% del importe correspondiente a la remuneración variable dineraria queda diferido en los términos descritos anteriormente.

**A.1.7** Principales características de los sistemas de ahorro a largo plazo. Entre otra información, se indicarán las contingencias cubiertas por el sistema, si es de aportación o prestación definida, la aportación anual que se tenga que realizar a los sistemas de aportación definida, la prestación a la que tengan derecho los beneficiarios en el caso de sistemas de prestación definida, las condiciones de consolidación de los derechos económicos a favor de los consejeros y su compatibilidad con cualquier tipo de pago o indemnización por resolución o cese anticipado, o derivado de la terminación de la relación contractual, en los términos previstos, entre la sociedad y el consejero.

Se deberá indicar si el devengo o consolidación de alguno de los planes de ahorro a largo plazo está vinculado a la consecución de determinados objetivos o parámetros relacionados con el desempeño a corto y largo plazo del consejero.

Los consejeros de la Sociedad en su condición de tales no son beneficiarios de ningún sistema de ahorro a largo plazo, incluyendo jubilación o cualquier otra prestación de supervivencia, financiados parcial o totalmente por la Sociedad.

Por su parte, en la actualidad, el Presidente Ejecutivo, en su condición de consejero ejecutivo, se encuentra en la misma situación descrita en el párrafo anterior, si bien cuenta con un fondo acumulado en ejercicios anteriores cuyo importe se encuentra detallado en el Apartado C(b) (iii) de los cuadros incluidos en el presente Informe. Dicho fondo acumulado es incompatible con cualquier tipo de indemnización por resolución anticipada o terminación de la relación contractual entre la Sociedad y el consejero, puesto que el Presidente Ejecutivo no tiene pactada ninguna indemnización similar.

Por su parte, el Consejero Delegado (desde el ejercicio en curso) y el Consejero-Director General son beneficiarios de sendos sistemas de previsión social, para complementar sus pensiones públicas de jubilación, fallecimiento e incapacidad adicional, con carácter de aportación definida en régimen de expectativa de derecho por cuanto pierden el derecho a percibir las prestaciones en el caso de cese debido a un incumplimiento grave y culpable de las obligaciones que se les imponen en su condición de administradores por la Ley, los Estatutos de las sociedades del Grupo o en virtud de su respectivo contrato mercantil declarado por sentencia judicial firme. La aportación definida consiste en una aportación anual del 20% de la remuneración fija y que, en el caso del Consejero-Director General, es complementada por el 50% de su retribución variable, en su caso, tal y como se ha descrito en el Apartado anterior.

Acaecida alguna de las contingencias señaladas, los citados consejeros tendrán derecho a una prestación cuyo importe se encontrará determinado por la suma de las dotaciones/aportaciones realizadas por las sociedades del Grupo en las que han estado empleados hasta ese momento, conforme a los parámetros anteriores, y, en su caso, los rendimientos generados. En el caso del Consejero-Director General, dichos rendimientos no serán inferiores al resultado de capitalizar las contribuciones/aportaciones efectuadas al tipo de interés establecido en el contrato de seguro colectivo que instrumenta la cobertura de los compromisos por pensiones asumidos en virtud de su sistema de previsión social de directivos. El consejero, o sus beneficiarios en caso de fallecimiento, podrá/n optar por percibir la prestación en forma de capital, renta o una combinación de ambas.

Se prevé que la aportación al sistema de previsión social correspondiente al 20% de la remuneración fija será de aproximadamente 100.000 euros para el Consejero Delegado y 88.425 euros para el Consejero Director General.

En ambos casos, dichos sistemas son compatibles con la indemnización por terminación de la relación contractual entre la Sociedad y los citados consejeros por sus funciones ejecutivas, según corresponda, y que están descritas en los Apartados siguientes.

**A.1.8** Cualquier tipo de pago o indemnización por resolución o cese anticipado o derivado de la terminación de la relación contractual en los términos previstos entre la sociedad y el consejero, sea el cese a voluntad de la empresa o del consejero, así como cualquier tipo de pactos acordados, tales como exclusividad, no concurrencia post-contractual y permanencia o fidelización, que den derecho al consejero a cualquier tipo de percepción.

No está previsto abonar indemnización alguna a ningún consejero como consecuencia de la terminación de sus funciones, ni tampoco existen indemnizaciones pactadas con los actuales miembros del Consejo para el caso de que los mismos cesen en sus cargos en su condición de consejeros, distintas de las señaladas en el Apartado siguiente.

Sin perjuicio de lo anterior, debe señalarse que D. José Ignacio Álvarez Juste (el "Consejero Delegado Saliente") dimitió de su cargo como consejero de la Sociedad, suscribiendo la Sociedad y Consejero Delegado Saliente en fecha 28 de octubre de 2021 la resolución de su contrato mercantil con fecha de efectos al final del día 31 de diciembre de 2021, sin derecho al percibo de indemnización alguna por la extinción del mismo.

No obstante, como consecuencia de la citada extinción y, de acuerdo con lo previsto en su Contrato de alta dirección con la filial Bilbao Compañía Anónima de Seguros y Reaseguros ("Seguros Bilbao") de 22 de enero de 2002, se reactivó dicha relación laboral especial de manera automática desde el día 1 de enero de 2022.

Posteriormente, el 31 de enero de 2022, el Consejero Delegado Saliente y Seguros Bilbao en virtud de lo previsto en dicho contrato laboral de alta dirección han resuelto de mutuo acuerdo dicha relación. Adicionalmente a la liquidación de los haberes pendientes a dicha fecha, se ha pactado como compensación económica una indemnización de dos anualidades de todas sus retribuciones (esto es, la retribución bruta fija, variable, aportación a previsión social y en especie) lo que resulta en una cuantía de 3.075.964,72 euros, haciéndose cargo asimismo Seguros Bilbao de la tramitación y el coste del convenio especial con la Seguridad Social durante dos años desde el 31 de enero de 2022, salvo que decidiera jubilarse con anterioridad a dicha fecha.

De dicha cantidad, 2.675.964,72 han sido abonados el mismo 31 de enero de 2022, mientras que 400.000 euros se abonarán en dos anualidades de 200.000 euros en función del cumplimiento de las obligaciones de no competencia post-contractuales asumidas por el Consejero Delegado Saliente.

**A.1.9** Indique las condiciones que deberán respetar los contratos de quienes ejerzan funciones de alta dirección como consejeros ejecutivos. Entre otras, se informará sobre la duración, los límites a las cuantías de indemnización, las cláusulas de permanencia, los plazos de preaviso, así como el pago como sustitución del citado plazo de preaviso, y cualesquiera otras cláusulas relativas a primas de contratación, así como indemnizaciones o blindajes por resolución anticipada o terminación de la relación contractual entre la sociedad y el consejero ejecutivo. Incluir, entre otros, los pactos o acuerdos de no concurrencia, exclusividad, permanencia o fidelización y no competencia post-contractual, salvo que se hayan explicado en el apartado anterior.

De conformidad con lo ya expuesto anteriormente, existen tres miembros del Consejo que tienen la condición de consejeros ejecutivos.

(i) Presidente Ejecutivo: Ostenta el cargo de Presidente Ejecutivo de la Sociedad, encontrándose integrado en el Consejo de la misma, además de en el órgano de administración de otras sociedades dependientes, percibiendo desde el ejercicio 2015 la correspondiente remuneración por la prestación de sus servicios directivos de la Sociedad, de conformidad con su contrato mercantil (novado en fecha de hoy en los aspectos ya señalados en este y anteriores Informes). El contrato tiene una duración indefinida y no existen previsiones de indemnización por desvinculación laboral, permanencia, ni cualesquiera otras relativas a primas de contratación.

(ii) Consejero Delegado: Ostenta dicho cargo desde el pasado 1 de enero de 2022 (anteriormente Director General Adjunto a Presidencia de la Sociedad), encontrándose integrado en el Consejo de la misma, además de ser miembro del órgano de administración de otras sociedades dependientes. En el ejercicio 2015, suscribió un contrato mercantil de duración indefinida con la Sociedad (novado en los aspectos ya señalados en este y anteriores Informes). No existen previsiones de indemnización por desvinculación laboral, permanencia, ni cualesquiera otras relativas a primas de contratación.

(iii) Consejero-Director General: Ostenta el cargo de Director General de la Sociedad, encontrándose integrado en el Consejo de la misma, además de ser miembro del órgano de administración de otras sociedades dependientes. En el ejercicio 2015, suscribió un contrato mercantil de duración indefinida (novado en los aspectos ya señalados en este y anteriores Informes) que viene a sustituir la anterior relación que mantenía con la Sociedad y Seguros Catalana Occidente, S.A. de Seguros y Reaseguros. Con efectos 1 de marzo de 2020, dicho contrato se novó extintivamente respecto a esta última filial.

Dicho consejero tiene derecho a una indemnización en caso de extinción de su vínculo contractual, salvo en caso de dimisión no fundada en justa causa o por incumplimiento grave y culpable de sus obligaciones contractuales, por una cuantía equivalente a la que le hubiera correspondido a un trabajador con una relación laboral ordinaria en el caso de un despido calificado improcedente. No existen previsiones de permanencia, ni cualesquiera otras relativas a primas de contratación.

Por su parte, los contratos suscritos por los consejeros ejecutivos contienen una cláusula de no competencia cuya duración está vinculada al periodo que establezca el Reglamento del Consejo en cada momento (actualmente fijado en dos años, en virtud del artículo 22.3 de dicho Reglamento).

En cuanto a los pactos de no concurrencia, todos los consejeros anteriormente señalados tienen, en virtud del artículo 229 LSC (así como por el artículo 31 del Reglamento del Consejo), la obligación de abstenerse de desarrollar actividades por cuenta propia o cuenta ajena que entrañen una competencia efectiva, sea actual o potencial, con la Sociedad o que, de cualquier otro modo, le sitúen en un conflicto permanente con los intereses de la Sociedad. La obligación de no competir solo podrá ser objeto de dispensa en el supuesto de que no quepa esperar daño para la Sociedad o el que quepa esperar se vea compensado por los beneficios que prevén obtenerse de la dispensa. La dispensa se concederá de conformidad con la LSC y el Reglamento del Consejo de la Sociedad.

**A.1.10** La naturaleza e importe estimado de cualquier otra remuneración suplementaria que será devengada por los consejeros en el ejercicio en curso en contraprestación por servicios prestados distintos de los inherentes a su cargo.

No está prevista ninguna remuneración suplementaria que vaya a ser devengada por los consejeros en el ejercicio en curso como contraprestación por servicios prestados distintos de los inherentes a su cargo.

**A.1.11** Otros conceptos retributivos como los derivados, en su caso, de la concesión por la sociedad al consejero de anticipos, créditos y garantías y otras remuneraciones.

No está previsto otorgar remuneración alguna en forma de anticipos, créditos y garantías a los miembros del Consejo durante el ejercicio en curso. Igualmente, ni la Sociedad ni ninguna de sus sociedades dependientes tiene previsto asumir obligación alguna por cuenta de un consejero a título de garantía durante el ejercicio en curso.

**A.1.12** La naturaleza e importe estimado de cualquier otra remuneración suplementaria prevista no incluida en los apartados anteriores, ya sea satisfecha por la entidad u otra entidad del grupo, que se devengará por los consejeros en el ejercicio en curso.

No está prevista ninguna remuneración suplementaria no incluida en los apartados anteriores, ya sea satisfecha por la Sociedad u otra entidad del grupo, a devengar por los consejeros en el ejercicio en curso.

**A.2.** Explique cualquier cambio relevante en la política de remuneraciones aplicable en el ejercicio en curso derivada de:

- a) Una nueva política o una modificación de la política ya aprobada por la Junta.
- b) Cambios relevantes en las determinaciones específicas establecidas por el consejo para el ejercicio en curso de la política de remuneraciones vigente respecto de las aplicadas en el ejercicio anterior.
- c) Propuestas que el consejo de administración hubiera acordado presentar a la junta general de accionistas a la que se someterá este informe anual y que se propone que sean de aplicación al ejercicio en curso.

Está previsto someter la Política descrita en el presente Informe a la aprobación de la Junta General de Accionistas convocada el próximo 28 de abril de 2022, en primera convocatoria, a pesar de que solo ha cumplido el primero de los 3 años de vigencia desde su aprobación.

Sin perjuicio de que (i) la Política sigue una línea continuista con la vigente en ejercicios anteriores; (ii) no ha variado el esquema retributivo de los miembros del Consejo de Administración; y (iii) cumple con la normativa aseguradora, en relación con esta temática, la Sociedad ha considerado necesario realizar determinadas modificaciones con el fin de cumplir con los nuevos requisitos de información incluidos en los artículos 527 septdecies a novodecies LSC con motivo de la entrada en vigor de la Ley 5/2021 a la que se hacía referencia en el Apartado A.1 anterior.

**A.3.** Identifique el enlace directo al documento en el que figure la política de remuneraciones vigente de la sociedad, que debe estar disponible en la página web de la sociedad.

El enlace directo a la Política de remuneraciones vigente de la Sociedad disponible en la página web de la misma, es el siguiente:

<https://www.grupocatalanaoccidente.com/accionistas-inversores/gobierno/gobierno-corporativo>

**A.4.** Explique, teniendo en cuenta los datos facilitados en el apartado B.4, cómo se ha tenido en cuenta el voto de los accionistas en la junta general a la que se sometió a votación, con carácter consultivo, el informe anual de remuneraciones del ejercicio anterior.

Tal y como se señala en el Apartado B.4 siguiente, el informe anual de remuneraciones del ejercicio 2020 fue aprobado consultivamente en la Junta General de Accionistas por la práctica totalidad de los accionistas presentes y representados (98,90615% de los votos emitidos).



manteniendo el alto grado de aprobación que ya se había obtenido en ejercicios anteriores, tanto en la propia votación consultiva del informe de remuneraciones.

En este sentido, visto el respaldo mayoritario al informe anual de remuneraciones, el Consejo de Administración ha acordado, a propuesta de la Comisión, proponer a la Junta General de Accionistas una Política que, salvo por las modificaciones derivadas de la citada Ley 5/2021 mencionada en el Apartado A.2 anterior, es continuista con la que le antecede.

### **B. RESUMEN GLOBAL DE CÓMO SE APLICÓ LA POLÍTICA DE RETRIBUCIONES DURANTE EL EJERCICIO CERRADO**

**B.1.1** Explique el proceso que se ha seguido para aplicar la política de remuneraciones y determinar las retribuciones individuales que se reflejan en la sección C del presente informe. Esta información incluirá el papel desempeñado por la comisión de retribuciones, las decisiones tomadas por el consejo de administración y, en su caso, la identidad y el rol de los asesores externos cuyos servicios se hayan utilizado en el proceso de aplicación de la política retributiva en el ejercicio cerrado.

Los trabajos preparatorios y el proceso de toma de decisiones en relación con la Política y la determinación de las retribuciones individuales no han diferido de los aplicados en ejercicios anteriores.

En particular, la Comisión propuso al Consejo, en la reunión de éste último para la formulación de las cuentas anuales del ejercicio 2020, cuál debía ser (i) el importe de las atenciones estatutarias y las dietas por asistencia a devengar por el Consejo durante el ejercicio 2021, para que el Consejo, a su vez, elevara dicha propuesta a la Junta General de Accionistas, y (ii) la concreta distribución entre los consejeros de la cantidad global fijada por la Junta General de Accionistas en el ejercicio 2020 por su condición de consejeros como tales.

Asimismo, la Comisión revisó las remuneraciones de los miembros del Consejo en las principales sociedades filiales y examinó el cumplimiento de los parámetros establecidos para la percepción de la remuneración variable del ejercicio anterior por parte de los consejeros ejecutivos y los parámetros de la remuneración variable para el ejercicio 2021, todo ello a la luz de las cuentas anuales formuladas por el Consejo y auditadas por el auditor externo. Con base en dicho análisis, la Comisión determinó, para su elevación al Consejo, el importe de la remuneración variable a percibir por los consejeros ejecutivos por su desempeño en el ejercicio anterior, de conformidad con la Política y los contratos firmados con los mismos.

Una vez tomados los correspondientes acuerdos por parte de la Comisión, los mismos fueron elevados al Consejo para su información, análisis y, en su caso, posterior sometimiento a la Junta General de Accionistas.

Puesto que tanto la remuneración fija como la variable a percibir por los consejeros, ya sea en su condición de tales o como ejecutivos, estaba basada, en gran medida, en los resultados financieros ordinarios de la Sociedad y sus sociedades dependientes, la Comisión contó con la colaboración de la Alta Dirección de la Sociedad y, en particular, de su Dirección de Recursos Humanos y su Dirección Financiera, que proporcionaron los elementos cualitativos y cuantitativos necesarios para que la Comisión pudiera desarrollar su cometido.

Por otra parte, aunque el artículo 16.3 del Reglamento del Consejo establece que, para el mejor cumplimiento de sus funciones, la Comisión podrá recabar el asesoramiento de profesionales externos, durante el ejercicio 2021 no se requirió de dicho asesoramiento.

**B.1.2** Explique cualquier desviación del procedimiento establecido para la aplicación de la política de remuneraciones que se haya producido durante el ejercicio.

No se ha producido ninguna desviación del procedimiento establecido para la aplicación de la Política durante el ejercicio social cerrado el 31 de diciembre de 2021.

**B.1.3** Indique si se ha aplicado cualquier excepción temporal a la política de remuneraciones y, de haberse aplicado, explique las circunstancias excepcionales que han motivado la aplicación de estas excepciones, los componentes específicos de la política retributiva afectados y las razones por las que la entidad considera que esas excepciones han sido necesarias para servir a los intereses a largo plazo y la sostenibilidad de la sociedad en su conjunto o para asegurar su viabilidad. Cuantifique, asimismo, el impacto que la aplicación de estas excepciones ha tenido sobre la retribución de cada consejero en el ejercicio.

No se ha aplicado ninguna excepción temporal a la Política en los términos señalados en el enunciado durante el ejercicio social cerrado el 31 de diciembre de 2021.

**B.2.** Explique las diferentes acciones adoptadas por la sociedad en relación con el sistema de remuneración y cómo han contribuido a reducir la exposición a riesgos excesivos y ajustarlo a los objetivos, valores e intereses a largo plazo de la sociedad, incluyendo una referencia a las medidas que han sido adoptadas para garantizar que en la remuneración devengada se ha atendido a los resultados a largo plazo de la sociedad y alcanzado un equilibrio adecuado entre los componentes fijos y variables de la remuneración, qué medidas han sido adoptadas en relación con aquellas categorías de personal cuyas actividades profesionales tengan una repercusión material en el perfil de riesgos de la entidad, y qué medidas han sido adoptadas para evitar conflictos de intereses, en su caso.

En el ejercicio cerrado 2021 no se han adoptado medidas particulares en relación con el sistema de remuneraciones diferentes a las incluidas en la Política aprobada por la Junta General de Accionistas de 29 de abril de 2021.

Como se ha indicado ya en este Informe, en lo referente a los conceptos retributivos que perciben los consejeros por su condición de tales, éstos se basaron únicamente en componentes fijos, es decir, (i) atenciones estatutarias en la cuantía determinada por el Consejo en base a la cantidad global fijada por la Junta General de Accionistas, dentro del límite establecido por los Estatutos Sociales; y (ii) dietas por asistencia a los diferentes consejos de la Sociedad y a las comisiones y consejos de determinadas sociedades dependientes, celebrados durante el ejercicio.

Dichos componentes son sometidos anualmente a la aprobación de la Junta General de Accionistas, con carácter previo a su distribución, con lo que el Consejo ha articulado un sistema que busca un refrendo por parte de la Junta General y no una votación meramente consultiva.

Asimismo, en aras de la moderación y la proporcionalidad, las atenciones estatutarias están vinculadas al beneficio consolidado del ejercicio y limitadas al 5% de dicho importe, mientras que las dietas han permanecido inalteradas durante más de diez años, a pesar de que tanto los resultados de la Sociedad como las nuevas obligaciones impuestas a los Consejeros han experimentado un gran crecimiento en este periodo.

Igualmente, debe resaltarse tanto que la mayoría de los consejeros han sido propuestos por accionistas con una participación, directa o indirecta, significativa, como la consistencia de los mismos en el Consejo en los últimos años, lo que desincentiva por sí mismo la aplicación de una política cortoplacista que no esté alineada con los intereses de accionistas y otros stakeholders.

En cuanto a los consejeros ejecutivos, estos han percibido una remuneración fija determinada conforme a los estándares de mercado, con base anual, que se refleja en sus correspondientes contratos mercantiles, de acuerdo con la LSC. Respecto de los consejeros ejecutivos que han percibido una remuneración variable en el ejercicio cerrado, existe un equilibrio adecuado entre los componentes fijos y variables de la remuneración, por los mismos motivos que se han expuesto anteriormente en el Apartado A.1 y que se resumen a continuación.

En primer lugar, los parámetros que sirven para fijar dicha remuneración están en gran medida vinculados a los resultados ordinarios de la Sociedad y su Grupo consolidado, excluyendo, por tanto, aquellos que incentivan otro tipo de estrategias que difieran de un crecimiento sostenido, como pueden ser los resultados extraordinarios de la Sociedad u otros factores exógenos, como puede ser la cotización de la Sociedad en bolsa. Por otro lado, con el fin de evitar que la remuneración de los consejeros ejecutivos dependa excesivamente de los componentes variables, la Política prevé que la base de la remuneración variable no pueda exceder de un determinado porcentaje de la retribución fija, tal y como se ha explicado anteriormente.

En este sentido, para contribuir a reducir la exposición a riesgos excesivos y ajustar la Política a los objetivos, valores e intereses a largo plazo de la Sociedad, en 2021:

(a) Se detalló en mayor medida los criterios no financieros que podrían ser usados como parámetros para fijar la remuneración variable en el Reglamento Individual y establecer que, como mínimo, dichos criterios no financieros deberían tener un peso del 25% del total a efectos del cálculo del importe de la remuneración variable.

(b) Se añadió como parámetro general, que si el ratio de solvencia del Grupo fuese inferior al 100% al cierre del ejercicio de referencia, no se devengaría importe alguno por dicho concepto.

(c) Se precisó que la remuneración variable susceptible de pago dinerario resultante de la aplicación del Reglamento Individual sería diferida "en un mínimo" del 30%, dando mayor flexibilidad al ajuste de dicho porcentaje, considerándose el mismo como una parte sustancial de la remuneración variable.

En cuanto al pago de dicha remuneración, la Política establece un sistema de diferimiento del 30% de la remuneración variable dineraria que se ha explicitado en el Apartado A.1 bajo el epígrafe "Importancia relativa de los conceptos retributivos variables respecto a los fijos".

Asimismo, y sin perjuicio de la aplicación de los principios generales del derecho en materia contractual y laboral, los Reglamentos Individuales cuentan tanto con cláusulas de reducción de la remuneración variable diferida que se encuentra pendiente de abono ("malus") como de recuperación de retribuciones variables ya satisfechas ("clawback"), en los mismos términos que se han expuesto anteriormente (ver Apartado A.1, epígrafe "Importancia relativa de los conceptos retributivos variables respecto a los fijos").

**B.3.** Explique cómo la remuneración devengada y consolidada en el ejercicio cumple con lo dispuesto en la política de retribución vigente y, en particular, cómo contribuye al rendimiento sostenible y a largo plazo de la sociedad.

Informe igualmente sobre la relación entre la retribución obtenida por los consejeros y los resultados u otras medidas de rendimiento, a corto y largo plazo, de la entidad, explicando, en su caso, cómo las variaciones en el rendimiento de la sociedad han podido influir en la variación de las remuneraciones de los consejeros, incluyendo las devengadas cuyo pago se hubiera diferido, y cómo éstas contribuyen a los resultados a corto y largo plazo de la sociedad.

La remuneración devengada cumple estrictamente con lo dispuesto en la Política aprobada por la Junta General de Accionistas de 29 de abril de 2021.

Tal y como se ha expuesto en el presente Informe, el importe de las atenciones estatutarias de los consejeros en su condición de tales, respecto del ejercicio cerrado, no superó el umbral máximo del 5% del beneficio consolidado del ejercicio establecido en la Política, así como tampoco se ha superado la cantidad máxima global a percibir por los consejeros en su condición de tales acordado por la citada Junta General.

Asimismo, tal y como se detalla en los Apartados B2, B.6 y B.7 siguientes, las remuneraciones variables de los consejeros (y por extensión, la parte de las mismas destinada a sistemas de previsión social) están vinculadas a los resultados y otros parámetros financieros y no financieros de la Sociedad y sus principales filiales, de manera que el rendimiento de la Sociedad, en lo relativo a dichos parámetros, influye directamente en el importe final a percibir por los consejeros ejecutivos en concepto de retribución variable o a ser aportado a sus sistemas de previsión social.

De igual forma, el establecer el sistema de diferimiento del 30% de la retribución variable dineraria en un periodo de tres años (complementado con las cláusulas de reducción de la remuneración variable diferida que se encuentre pendiente de abono ("malus") y de recuperación de retribuciones variables ya satisfechas ("clawback"), tal y como se ha descrito en el Apartado B.2 anterior, sirve como medida de seguridad frente a cualquier mala praxis o actuación cortoplacista que pudiera producirse para influir en los resultados a corto plazo de la Sociedad, contribuyendo al rendimiento sostenible y a largo plazo de la Sociedad.

**B.4.** Informe del resultado de la votación consultiva de la junta general al informe anual sobre remuneraciones del ejercicio anterior, indicando el número de abstenciones y de votos negativos, en blanco y a favor que se hayan emitido:

	Número	% sobre el total
Votos emitidos	96.048.451	80,04

	Número	% sobre emitidos
Votos negativos	943.082	0,98
Votos a favor	94.997.824	98,91
Votos en blanco		0,00
Abstenciones	107.545	0,11

**B.5.** Explique cómo se han determinado los componentes fijos devengados y consolidados durante el ejercicio por los consejeros en su condición de tales, su proporción relativa para cada consejero y cómo han variado respecto al año anterior.

Tal y como se ha indicado en el Apartado A.1 anterior, los componentes fijos de las retribuciones de los miembros del Consejo en cuanto a tales son los siguientes:

(i) las atenciones estatutarias, determinadas en su importe global por la Junta General de Accionistas, dentro del límite establecido por los Estatutos Sociales; y

(ii) las dietas por asistencia a los diferentes consejos de administración celebrados durante el ejercicio, determinadas también por la Junta General de Accionistas.

El importe de las atenciones estatutarias (3.633.922,74 euros) fue propuesto por el Consejo de 24 de febrero de 2021 a la Junta General de Accionistas, que lo aprobó en su reunión de 29 de abril de 2021, al igual que el importe de las dietas por asistencia a los diferentes consejos,

aumentando el importe de las atenciones estatutarias en aproximadamente un 1% respecto al ejercicio anterior, mientras que las dietas se mantuvieron inalteradas.

Dicho aumento se debió a que un consejero persona jurídica fue sustituido por una persona física. En este sentido, es de notar que los consejeros persona jurídica percibieron una cantidad bruta inferior a la que percibieron los consejeros persona física con el fin de que el coste total por consejero para la Sociedad (IVA incluido) sea el mismo.

El importe desglosado por cada uno de dichos conceptos está referenciado en los Apartados C.1(a) (i) y C.1(b) (i) de los cuadros incluidos en el presente Informe.

La suma de los anteriores dos conceptos está por debajo de la cantidad máxima global a percibir por los consejeros, en su condición de tales, aprobada por la Junta General de Accionistas de 29 de abril de 2021 (4.100.000 euros).

Adicionalmente, de conformidad con la Política, aquellos miembros del Consejo que son, a su vez, consejeros en (i) sociedades dependientes en las que la Sociedad tiene una participación, directa o indirecta, inferior al 95% del capital social, o (ii) en la que la Sociedad participa de forma minoritaria, pudieron percibir retribuciones fijas en dichas sociedades.

En particular, aquellos consejeros que durante el ejercicio 2021 han ocupado cargos en (i) el consejo supervisor (supervisory board) de Atradius NV; (ii) el comité de auditoría (audit committee) y el comité de retribuciones y nombramientos (remuneration and selection appointment committee) de Atradius NV; (iii) el consejo de administración de Grupo Compañía Española de Crédito y Caución, S.L.; y (iv) el consejo consultivo de Grupo Compañía Española de Crédito y Caución, S.L.; han percibido las remuneraciones fijas señaladas en el Apartado C.1(b) (i) de los cuadros incluidos en el presente Informe.

A efectos informativos, señalar que Don Carlos Halpern Serra, representante persona física del consejero Lacanuda Consell, S.L., en el ejercicio 2021, ha percibido una remuneración fija de 23 miles de euros, por su pertenencia al consejo de administración de Grupo Compañía Española de Crédito y Caución, S.L. Igualmente, ha percibido una remuneración fija de 55 miles de euros por su pertenencia al consejo supervisor (supervisory board) de Atradius NV.

Dichas cantidades, han sido acordadas por los respectivos órganos de administración de las citadas compañías de conformidad con sus estatutos sociales.

### **B.6. Explique cómo se han determinado los sueldos devengados y consolidados, durante el ejercicio cerrado, por cada uno de los consejeros ejecutivos por el desempeño de funciones de dirección, y cómo han variado respecto al año anterior.**

Los consejeros ejecutivos han percibido una remuneración fija por el desempeño de funciones de alta dirección de conformidad con lo establecido en sus contratos mercantiles, tal y como estos quedaron novados respecto al sueldo por acuerdo del Consejo de 24 de febrero de 2021.

Todas las anteriores remuneraciones se han abonado a los consejeros en efectivo, y no existen otros beneficios ligados a la remuneración fija de los consejeros que sean satisfechos de otra forma, salvo por las remuneraciones en especie percibidas por los consejeros ejecutivos de conformidad con el Apartado B.14 siguiente.

Las anteriores remuneraciones fijas de los cuatro consejeros ejecutivos que había en 2021 aumentaron un 1%, desde el 1 de enero de 2021, con la correspondiente novación de sus contratos mercantiles, situándose en 286.487 euros para el Presidente Ejecutivo, 545.905 euros para el Consejero Delegado Saliente, 428.250 para el Consejero-Director General y 323.200 euros para el Consejero-Director General adjunto a Presidencia (actual Consejero Delegado).

### **B.7. Explique la naturaleza y las principales características de los componentes variables de los sistemas retributivos devengados y consolidados en el ejercicio cerrado.**

En particular:

- a) Identifique cada uno de los planes retributivos que han determinado las distintas remuneraciones variables devengadas por cada uno de los consejeros durante el ejercicio cerrado, incluyendo información sobre su alcance, su fecha de aprobación, fecha de implantación, condiciones en su caso de consolidación, periodos de devengo y vigencia, criterios que se han utilizado para la evaluación del desempeño y cómo ello ha impactado en la fijación del importe variable devengado, así como los criterios de medición que se han utilizado y el plazo necesario para estar en condiciones de medir adecuadamente todas las condiciones y criterios estipulados, debiendo explicarse en detalle los criterios y factores que ha aplicado en cuanto al tiempo requerido y métodos para comprobar que se han cumplido de modo efectivo las

condiciones de rendimiento o de cualquier otro tipo a las que estaba vinculado el devengo y consolidación de cada componente de la retribución variable.

- b) En el caso de planes de opciones sobre acciones u otros instrumentos financieros, las características generales de cada plan incluirán información sobre las condiciones tanto para adquirir su titularidad incondicional (consolidación), como para poder ejercitar dichas opciones o instrumentos financieros, incluyendo el precio y plazo de ejercicio.
- c) Cada uno de los consejeros, y su categoría (consejeros ejecutivos, consejeros externos dominicales, consejeros externos independientes u otros consejeros externos), que son beneficiarios de sistemas retributivos o planes que incorporan una retribución variable.
- d) En su caso, se informará sobre los periodos de devengo o de aplazamiento de pago establecidos que se hayan aplicado y/o los periodos de retención/no disposición de acciones u otros instrumentos financieros, si existieran.

Explique los componentes variables a corto plazo de los sistemas retributivos:

Los consejeros en su condición de tales no son beneficiarios de ningún sistema retributivo o plan que incorpore una remuneración variable. Asimismo, y por lo que respecta al Presidente Ejecutivo, tampoco es beneficiario de ningún sistema retributivo o plan que incorpore una remuneración variable.

Por su parte, el Consejero Delegado Saliente, el Consejero-Director General y el Consejero-Director General Adjunto a Presidencia (actual Consejero Delegado), han sido beneficiarios en el ejercicio cerrado 2021 de planes retributivos que incorporan una parte variable.

En particular, y tal y como se ha expuesto anteriormente, los citados consejeros ejecutivos han sido beneficiarios, de conformidad con sus respectivos contratos mercantiles, de un importe variable de carácter anual establecido y aprobado anualmente con una base del 50% sobre la remuneración fija bruta, por la consecución del 100% de los objetivos establecidos para cada anualidad. La remuneración variable se fijó en su respectivo Reglamento Individual, que complementa a su contrato mercantil y que fija los parámetros de percepción de la misma.

De conformidad con la Política, el Reglamento Individual, con una duración anual, fue redactado por la Dirección de Recursos Humanos de la Sociedad, siendo validado por la Comisión en fecha 24 de febrero de 2021 con carácter previo a su aprobación por el Consejo en esa misma fecha. Una vez aprobado, fue suscrito por los citados consejeros ejecutivos.

En cuanto a la fijación de los objetivos, éstos se establecieron sobre la base de parámetros de gestión objetivos y medibles que tenían asignados, cada uno de ellos, un determinado porcentaje de la base total en función de su prioridad, estando referenciados al presupuesto de la Sociedad y sus sociedades dependientes para ese ejercicio, sin que la cuantía máxima a percibir por cada objetivo pueda superar el 125% de la parte de la base asignada.

En particular, los parámetros financieros de valoración fueron (i) el resultado atribuido a la sociedad dominante del Grupo (Grupo Catalana Occidente, S.A.), con un peso del 28% en la valoración; (ii) el resultado neto ordinario del negocio tradicional, con un peso del 10% en la valoración; (iii) el resultado neto ordinario de cada una de las principales entidades aseguradoras y funerarias del grupo mercantil individualmente consideradas, con un peso total del 19% en la valoración; (iv) la facturación del negocio tradicional (es decir, excluyendo el negocio derivado del seguro de crédito), con un peso del 10% en la valoración; (v) el ratio de eficacia del negocio tradicional, con un peso del 4% en la valoración; y (vi) los gastos generales ordinarios más las amortizaciones ordinarias del negocio tradicional, con un peso del 4% en la valoración. Por su parte, los parámetros no financieros de valoración (incluyendo entre estos últimos los sociales, medioambientales y de cambio climático), con un peso total del 25% de la valoración, incluyeron el cumplimiento de los proyectos estratégicos del Grupo entre los que se encontraban, entre otros, el proyecto de digitalización del Grupo, el proyecto de teletrabajo, el proyecto de generación de talento y la implementación del proyecto de sostenibilidad.

Una vez finalizado el ejercicio, se ha calculado el grado de cumplimiento de los diferentes parámetros objetivos en base a como han quedado reflejados en las cuentas anuales individuales y consolidadas de la Sociedad que se han formulado en la fecha de este Informe por el Consejo, determinándose así el importe variable resultante, que ha resultado en los tres casos igual al 109,76% de la base que se había establecido en sus respectivos Reglamentos Individuales por la consecución del 100% de los objetivos establecidos en el mismo.

El Consejero-Director General percibirá el 50% como remuneración dineraria y el restante 50% se destinará a complementar un sistema de previsión social de directivos, que se describe en Apartado A.1 bajo el epígrafe "Principales características de los sistemas de ahorro a largo plazo". Por su parte, el Consejero-Director General Adjunto a Presidencia (actual Consejero Delegado) percibirá el importe variable íntegramente como remuneración dineraria. Finalmente, el Consejero Delegado Saliente percibirá igualmente el importe variable íntegramente como remuneración dineraria con motivo de la extinción de su relación contractual con la Sociedad detallada en el Apartado A.1 anterior.

En este sentido, cabe señalar que un 30% del importe correspondiente a la remuneración variable dineraria del Consejero-Director General y del Consejero-Director General Adjunto a Presidencia (actual Consejero Delegado) queda diferido en los términos descritos anteriormente, mientras que en el caso del Consejero Delegado Saliente no hay diferimiento de dicha cantidad en tanto que, de conformidad con la Política, pierde el derecho a cualquier pago de remuneración variable ya diferido y pendiente. Asimismo, la remuneración variable devengada se encuentra sujeta a las cláusulas "malus" y "clawback" también descritas anteriormente.

### Explique los componentes variables a largo plazo de los sistemas retributivos:

La Política establece que el 30% de la remuneración variable dineraria fuera pagadera con un período de diferimiento de 3 años respecto al ejercicio al que haga referencia el Reglamento Individual de cada uno de los consejeros ejecutivos, a razón de un 10% por cada uno de los 3 años. La parte correspondiente a cada uno de dichos 3 años se corrige mediante la aplicación a la misma del porcentaje de liquidación de la retribución variable correspondiente al ejercicio objeto de la percepción, con el límite del 125%.

En consecuencia, el 10% de la remuneración variable dineraria correspondiente a cada uno de los ejercicios 2018, 2019 y 2020, a percibir por los consejeros ejecutivos en relación con el ejercicio 2021, se ha corregido de conformidad con el criterio establecido en el anterior párrafo.

Asimismo, dicha remuneración variable de los consejeros ejecutivos, se encuentra sujeta a determinados ajustes (i.e., cláusulas "malus" y "clawback"), todo ello en los términos ya descritos anteriormente.

Por otra parte, la Sociedad no ha concedido planes de opciones sobre sus acciones u otros instrumentos financieros a ninguno de sus consejeros.

Ninguno de los miembros del Consejo ha tenido una remuneración en concepto de participación en beneficios o primas y tampoco ha existido ningún sistema de primas anuales (bonus) aplicable a los miembros del Consejo.

**B.8.** Indique si se ha procedido a reducir o a reclamar la devolución de determinados componentes variables devengados cuando se hubiera, en el primer caso, diferido el pago de importes no consolidados o, en el segundo caso, consolidado y pagado, atendiendo a unos datos cuya inexactitud haya quedado después demostrada de forma manifiesta. Describa los importes reducidos o devueltos por la aplicación de las cláusulas de reducción (malus) o devolución (clawback), por qué se han ejecutado y los ejercicios a que corresponden.

No se ha procedido a reducir o a reclamar la devolución de componente variable alguno, ni en el caso de aquellos consolidados y cuyo pago está diferido, ni en aplicación de las cláusulas de reducción o devolución ("clawback") que tienen suscritas los consejeros ejecutivos, puesto que no se ha puesto de manifiesto ninguna inexactitud que haya derivado en la aplicación de cualquiera de los supuestos anteriores.

**B.9.** Explique las principales características de los sistemas de ahorro a largo plazo cuyo importe o coste anual equivalente figura en los cuadros de la Sección C, incluyendo jubilación y cualquier otra prestación de supervivencia, que sean financiados, parcial o totalmente, por la sociedad, ya sean dotados interna o externamente, indicando el tipo de plan, si es de aportación o prestación definida, las contingencias que cubre, las condiciones de consolidación de los derechos económicos a favor de los consejeros y su compatibilidad con cualquier tipo de indemnización por resolución anticipada o terminación de la relación contractual entre la sociedad y el consejero.

Las principales características de los sistemas de ahorro a largo plazo ya se han descrito en el Apartado A.1 bajo el epígrafe "Principales características de los sistemas de ahorro a largo plazo" sin que hayan sufrido modificación alguna entre el ejercicio en curso y el ejercicio cerrado.

Las obligaciones en materia de previsión social asumidas con el Consejero Delegado Saliente, valoradas financiero-actuarialmente en los apartados C.1 a) iii) y C.1. b) iii) siguientes, no serán exigibles por el Consejero Delegado Saliente, o sus beneficiarios en caso de fallecimiento, hasta el momento en el que se produzca su jubilación, fallecimiento o incapacidad

**B.10.** Explique, en su caso, las indemnizaciones o cualquier otro tipo de pago derivados del cese anticipado, sea el cese a voluntad de la empresa o del consejero, o de la terminación del contrato, en los términos previstos en el mismo, devengados y/o percibidos por los consejeros durante el ejercicio cerrado.

Durante el ejercicio cerrado 2021, no se ha pagado ni devengado indemnización alguna en favor de ningún consejero como consecuencia del cese anticipado de los mismos o la terminación de su contrato.

No obstante, tal y como se ha indicado en el Apartado A.1 anterior, el Consejero Delegado Saliente dimitió de su cargo como consejero de la Sociedad con fecha de efectos al final del día 31 de diciembre de 2021 sin derecho al percibo de indemnización alguna por la extinción de su contrato mercantil.

Sin perjuicio de lo anterior, como consecuencia de la citada extinción y, de acuerdo con lo previsto en su contrato laboral de alta dirección con la filial Seguros Bilbao de 22 de enero de 2002, se reactivó dicha relación laboral especial de manera automática desde el día 1 de enero de 2022.

Posteriormente, el 31 de enero de 2022, el Consejero Delegado Saliente y Seguros Bilbao en virtud de lo previsto en dicho contrato laboral de alta dirección han resuelto de mutuo acuerdo dicha relación, en los términos expuestos en el citado Apartado A.1.

**B.11.** Indique si se han producido modificaciones significativas en los contratos de quienes ejerzan funciones de alta dirección como consejeros ejecutivos y, en su caso, explique las mismas. Asimismo, explique las condiciones principales de los nuevos contratos firmados con consejeros ejecutivos durante el ejercicio, salvo que se hayan explicado en el apartado A.1.

Tal y como se ha indicado anteriormente, el 23 de febrero de 2021, la Comisión propuso al Consejo de Administración aumentar un 1% la retribución fija de los cuatro consejeros ejecutivos existentes en 2021 con la correspondiente novación de sus contratos mercantiles. Dicha novación fue aprobada en la misma fecha por el Consejo de Administración, de conformidad con los artículos 249 y 529 octodecimas LSC.

Asimismo, tal y como se ha indicado en los Apartados A.1 y B.10 anteriores, la Sociedad y el Consejero Delegado Saliente en fecha 28 de octubre de 2021 suscribieron la resolución de su contrato mercantil con fecha de efectos a final del día 31 de diciembre de 2021, sin derecho al percibo de indemnización alguna por la extinción del mismo.

**B.12.** Explique cualquier remuneración suplementaria devengada a los consejeros como contraprestación por los servicios prestados distintos de los inherentes a su cargo.

Los consejeros no han recibido ninguna remuneración suplementaria como contraprestación por los servicios prestados distintos de los inherentes a su cargo.

**B.13.** Explique cualquier retribución derivada de la concesión de anticipos, créditos y garantías, con indicación del tipo de interés, sus características esenciales y los importes eventualmente devueltos, así como las obligaciones asumidas por cuenta de ellos a título de garantía.

No ha habido ninguna remuneración derivada de la concesión de anticipos, créditos y garantías concedidos a los miembros del Consejo. Igualmente, ni la Sociedad ni ninguna de sus sociedades dependientes ha asumido obligación alguna por cuenta de un consejero a título de garantía.

**B.14.** Detalle la remuneración en especie devengada por los consejeros durante el ejercicio, explicando brevemente la naturaleza de los diferentes componentes salariales.

Tal y como suele ser habitual en las sociedades cotizadas, existe una póliza de seguro de responsabilidad civil de consejeros y directivos del Grupo al que pertenece la Sociedad, cuyo tomador es esta última. A los efectos del presente Informe, no se tiene en cuenta la misma, por cuanto el perímetro de los beneficiarios excede a los miembros del Consejo y además no es posible distribuir el coste de la prima sufragada por la Sociedad entre los mismos. En cualquier caso, tal y como se ha indicado en el Apartado A.1 anterior, se señala que la prima de dicha póliza fue en el ejercicio 2021 de 84 miles de euros, habiendo aumentado respecto al ejercicio 2020 como consecuencia de las condiciones de mercado de dichas pólizas derivada de la situación económica actual.

Por su parte, los consejeros ejecutivos fueron remunerados en especie mediante las siguientes atribuciones:

(i) Seguro de vida temporal y seguro de salud, estando las primas de suscripción a cargo de la Sociedad. Los importes de las mismas correspondientes al ejercicio 2021 están descritos en el Apartado C.1(a) (iv) y C.1(b) (iv) de los cuadros incluidos en el presente Informe.

(ii) Vehículo de empresa. Las cantidades imputadas a dicho uso a los consejeros ejecutivos en el ejercicio 2021 están descritas en el Apartado C.1(a) (iv) del cuadro incluido en el presente Informe.

Adicionalmente, el Presidente y el Consejero-Director General han sido remunerados con un seguro de viudedad, estando las primas de suscripción a cargo de la Sociedad. Los importes de las mismas correspondientes al ejercicio 2021 están descritos en el Apartado C.1(a) (iv) de los cuadros incluidos en el presente Informe.

**B.15.** Explique las remuneraciones devengadas por el consejero en virtud de los pagos que realice la sociedad cotizada a una tercera entidad en la cual presta servicios el consejero, cuando dichos pagos tengan como fin remunerar los servicios de éste en la sociedad.

La Sociedad no ha realizado pago alguno a una tercera entidad en la cual presta servicios un consejero, que tenga como fin remunerar los servicios de éste en la Sociedad.

**B.16.** Explique y detalles los importes devengados en el ejercicio en relación con cualquier otro concepto retributivo distinto de los anteriores, cualquiera que sea su naturaleza o la entidad del grupo que lo satisfaga, incluyendo todas las prestaciones en cualquiera de sus formas, como cuando tenga la consideración de operación vinculada o, especialmente, cuando afecte de manera significativa a la imagen fiel de las remuneraciones totales devengadas por el consejero, debiendo explicarse el importe otorgado o pendiente de pago, la naturaleza de la contraprestación recibida y las razones por las que se habría considerado, en su caso, que no constituye una remuneración al consejero por su condición de tal o en contraprestación por el desempeño de sus funciones ejecutivas, y si se ha considerado apropiado o no incluirse entre los importes devengados en el apartado de "otros conceptos" de la sección C.

No existen otros conceptos retributivos satisfechos por la Sociedad distintos de los ya descritos en el presente Informe que tengan la consideración de operación vinculada o cuya emisión distorsione la imagen fiel de las remuneraciones totales devengadas por los consejeros.



**C. DETALLE DE LAS RETRIBUCIONES INDIVIDUALES CORRESPONDIENTES A CADA UNO DE LOS CONSEJEROS**

Nombre	Tipología	Periodo de devengo ejercicio 2021
Don JOSÉ MARIA SERRA FARRÉ	Presidente Ejecutivo	Desde 01/01/2021 hasta 31/12/2021
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	Consejero Ejecutivo	Desde 01/01/2021 hasta 31/12/2021
Don FRANCISCO JOSÉ ARREGUI LABORDA	Consejero Ejecutivo	Desde 01/01/2021 hasta 31/12/2021
Don JORGE ENRICH IZARD	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
Don JUAN IGNACIO GUERRERO GILABERT	Consejero Independiente	Desde 01/01/2021 hasta 31/12/2021
Don FEDERICO HALPERN BLASCO	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
Don FRANCISCO JAVIER PÉREZ FARGUELL	Consejero Independiente	Desde 01/01/2021 hasta 31/12/2021
Don HUGO SERRA CALDERÓN	Consejero Ejecutivo	Desde 01/01/2021 hasta 31/12/2021
Don MARIA ASSUMPTA SOLER SERRA	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
Don ALBERTO THIEBAUT ESTRADA	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
ENSIVEST BROS 2014, S.L.	Consejero Dominical	Desde 01/01/2021 hasta 29/04/2021
Don JORGE ENRICH SERRA	Consejero Dominical	Desde 30/04/2021 hasta 31/12/2021
Don ENRIQUE GIRO GODO	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
JUSAL, S.L.	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
LACANUDA CONSELL, S.L.	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
Don FERNANDO VILLAVECCHIA OBREGÓN	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021
GESTIÓN DE ACTIVOS Y VALORES, S.L.	Consejero Dominical	Desde 01/01/2021 hasta 31/12/2021

C.1. Complete los siguientes cuadros respecto a la remuneración individualizada de cada uno de los consejeros (incluyendo la retribución por el ejercicio de funciones ejecutivas) devengada durante el ejercicio.

a) Retribuciones de la sociedad objeto del presente informe:

i) Retribución devengada en metálico (en miles de €)

Nombre	Remuneración fija	Dietas	Remuneración por pertenencia a comisiones del consejo	Sueldo	Retribución variable a corto plazo	Retribución variable a largo plazo	Indemnización	Otros conceptos	Total ejercicio 2021	Total ejercicio 2020
Don JOSÉ MARIA SERRA FARRÉ	416	22		286					724	724
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	416	22		546	298				1.282	1.106
Don FRANCISCO JOSÉ ARREGUI LABORDA	208	22		428	78	34			770	714
Don JORGE ENRICH IZARD	208	22							230	232
Don JUAN IGNACIO GUERRERO GILABERT	208	22							230	232
Don FEDERICO HALPERN BLASCO	208	22							230	232
Don FRANCISCO JAVIER PÉREZ FARGUELL	208	22							230	232
Don HUGO SERRA CALDERÓN	208	22		323	117	51			721	691
Don MARIA ASSUMPTA SOLER SERRA	208	22							230	232
Don ALBERTO THIEBAUT ESTRADA	208	22							230	221
ENSIVEST BROS 2014, S.L.		8							8	193
Don JORGE ENRICH SERRA	208	13							221	
Don ENRIQUE GIRO GODO	208	22							230	232
JUSAL, S.L.	172	19							191	193
LACANUDA CONSELL, S.L.	172	19							191	193
Don FERNANDO VILLAVECCHIA OBREGÓN	208	22							230	221
GESTIÓN DE ACTIVOS Y VALORES, S.L.	172	19							191	193

Observaciones

Las cifras indicadas en este Apartado C podrían reflejar variaciones no significativas respecto a otros documentos que contengan información sobre retribuciones de los consejeros de Grupo Catalana Occidente publicados o que vayan a ser publicados, debido a la necesidad de completar este informe con cifras en miles de euros.

No se incluye la remuneración por 10 miles de euros recibida por los consejeros Cotyp, S.L. y Villasa, S.L., respectivamente, en el ejercicio 2020, por cuanto cesaron en el pasado ejercicio y no han sido consejeros en el presente

ii) Cuadro de movimientos de los sistemas de retribución basados en acciones y beneficio bruto de las acciones o instrumentos financieros consolidados.

Nombre	Denominación del Plan	Instrumentos financieros al principio del ejercicio 2021		Instrumentos financieros concedidos durante el ejercicio 2021		Instrumentos financieros consolidados en el ejercicio				Instrumentos vencidos y no ejercidos	Instrumentos financieros al final del ejercicio 2021	
		Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes/ consolidadas	Precio de las acciones consolidadas	Beneficio bruto de las acciones o instrumentos financieros consolidados (miles €)	Nº instrumentos	Nº instrumentos	Nº Acciones equivalentes
Don JOSÉ MARIA SERRA FARRÉ	N/A							0,00				
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	N/A							0,00				
Don FRANCISCO JOSÉ ARREGUI LABORDA	N/A							0,00				
Don JORGE ENRICH IZARD	N/A							0,00				
Don JUAN IGNACIO GUERRERO GILBERT	N/A							0,00				
Don FEDERICO HALPERN BLASCO	N/A							0,00				

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Denominación del Plan	Instrumentos financieros al principio del ejercicio 2021		Instrumentos financieros concedidos durante el ejercicio 2021		Instrumentos financieros consolidados en el ejercicio				Instrumentos vencidos y no ejercidos	Instrumentos financieros al final del ejercicio 2021	
		Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes/ consolidadas	Precio de las acciones consolidadas	Beneficio bruto de las acciones o instrumentos financieros consolidados (miles €)	Nº instrumentos	Nº instrumentos	Nº Acciones equivalentes
Don FRANCISCO JAVIER PÉREZ FARGUELL	N/A							0,00				
Don HUGO SERRA CALDERÓN	N/A							0,00				
Don MARIA ASSUMPTA SOLER SERRA	N/A							0,00				
Don ALBERTO THIEBAUT ESTRADA	N/A							0,00				
ENSIVEST BROS 2014, S.L.	N/A							0,00				
Don JORGE ENRICH SERRA	N/A							0,00				
Don ENRIQUE GIRO GODO	N/A							0,00				
JUSAL, S.L.	N/A							0,00				
LACANUDA CONSELL, S.L.	N/A							0,00				
Don FERNANDO VILLAVECCHIA OBREGÓN	N/A							0,00				
GESTIÓN DE ACTIVOS Y VALORES, S.L.	N/A							0,00				

Observaciones

iii) Sistemas de ahorro a largo plazo.

Nombre	Remuneración por consolidación de derechos a sistemas de ahorro
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	
Don FRANCISCO JOSÉ ARREGUI LABORDA	

Nombre	Aportación del ejercicio por parte de la sociedad (miles €)				Importe de los fondos acumulados (miles €)			
	Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados		Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados	
	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020
Don JOSÉ MARIA SERRA FARRÉ								
Don JOSÉ IGNACIO ÁLVAREZ JUSTE			109	233			737	522
Don FRANCISCO JOSÉ ARREGUI LABORDA			204	176			784	571
Don JORGE ENRICH IZARD								
Don JUAN IGNACIO GUERRERO GILABERT								

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Aportación del ejercicio por parte de la sociedad (miles €)				Importe de los fondos acumulados (miles €)			
	Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados		Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados	
	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020
Don FEDERICO HALPERN BLASCO								
Don FRANCISCO JAVIER PÉREZ FARGUELL								
Don HUGO SERRA CALDERÓN								
Don MARIA ASSUMPTA SOLER SERRA								
Don ALBERTO THIEBAUT ESTRADA								
ENSIVEST BROS 2014, S.L.								
Don JORGE ENRICH SERRA								
Don ENRIQUE GIRO GODO								
JUSAL, S.L.								
LACANUDA CONSELL, S.L.								
Don FERNANDO VILLAVECCHIA OBREGÓN								
GESTIÓN DE ACTIVOS Y VALORES, S.L.								

Observaciones

Al igual que en el ejercicio anterior, al establecer el importe de los fondos acumulados no se proporciona el sumatorio de las aportaciones realizadas sino el valor de liquidación de los instrumentos de previsión social en que están instrumentados a cierre del ejercicio correspondiente, incluyendo tanto las aportaciones realizadas durante el año como aquellas devengadas por la aplicación del 50% de la remuneración variable del ejercicio 2020 que se destinará a complementar el sistema de previsión social de Don Francisco José Arregui Laborda, que se harán efectivas durante 2021. Asimismo, debe señalarse que, con motivo de la extinción de la relación contractual con el Consejero Delegado Saliente a fecha 31 de enero de 2022 descrita en el Apartado A.1 anterior, los derechos económicos del sistema de previsión social del Consejero Delegado Saliente no serán exigibles por el Consejero Delegado Saliente, o sus beneficiarios en caso de fallecimiento, hasta el momento en el que se produzca su jubilación, fallecimiento o incapacidad.

iv) Detalle de otros conceptos

Nombre	Concepto	Importe retributivo
Don JOSÉ MARIA SERRA FARRÉ	Póliza vida riesgo	24
Don JOSÉ MARIA SERRA FARRÉ	Póliza viudedad	38
Don JOSÉ MARIA SERRA FARRÉ	Póliza salud	5
Don JOSÉ MARIA SERRA FARRÉ	Vehículo	7
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	Póliza vida riesgo	24
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	Póliza salud	4
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	Vehículo	8
Don FRANCISCO JOSÉ ARREGUI LABORDA	Póliza vida riesgo	10
Don FRANCISCO JOSÉ ARREGUI LABORDA	Póliza viudedad	25
Don FRANCISCO JOSÉ ARREGUI LABORDA	Póliza salud	3
Don FRANCISCO JOSÉ ARREGUI LABORDA	Vehículo	8
Don FRANCISCO JOSÉ ARREGUI LABORDA	e-flex salud	1
Don HUGO SERRA CALDERÓN	Póliza vida riesgo	1
Don HUGO SERRA CALDERÓN	Póliza salud	3

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Concepto	Importe retributivo
Don HUGO SERRA CALDERÓN	Vehículo	10

### Observaciones

b) Retribuciones a los consejeros de la sociedad cotizada por su pertenencia a órganos de administración de sus entidades dependientes:

i) Retribución devengada en metálico (en miles de €)

Nombre	Remuneración fija	Dietas	Remuneración por pertenencia a comisiones del consejo	Sueldo	Retribución variable a corto plazo	Retribución variable a largo plazo	Indemnización	Otros conceptos	Total ejercicio 2021	Total ejercicio 2020
Don JOSÉ MARIA SERRA FARRÉ		44							44	44
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	85	44	5						134	134
Don FRANCISCO JOSÉ ARREGUI LABORDA	70	44	15						129	164
Don JORGE ENRICH IZARD		23							23	23
Don JUAN IGNACIO GUERRERO GILABERT										
Don FEDERICO HALPERN BLASCO		23							23	23
Don FRANCISCO JAVIER PÉREZ FARGUELL										
Don HUGO SERRA CALDERÓN	55	44	5						104	104
Don MARIA ASSUMPTA SOLER SERRA										
Don ALBERTO THIEBAUT ESTRADA										
ENSIVEST BROS 2014, S.L.										



## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Remuneración fija	Dietas	Remuneración por pertenencia a comisiones del consejo	Sueldo	Retribución variable a corto plazo	Retribución variable a largo plazo	Indemnización	Otros conceptos	Total ejercicio 2021	Total ejercicio 2020
Don JORGE ENRICH SERRA		23							23	
Don ENRIQUE GIRO GODO										
JUSAL, S.L.										
LACANUDA CONSELL, S.L.										
Don FERNANDO VILLAVECCHIA OBREGÓN		23							23	23
GESTIÓN DE ACTIVOS Y VALORES, S.L.										

Observaciones

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ii) Cuadro de movimientos de los sistemas de retribución basados en acciones y beneficio bruto de las acciones o instrumentos financieros consolidados.

Nombre	Denominación del Plan	Instrumentos financieros al principio del ejercicio 2021		Instrumentos financieros concedidos durante el ejercicio 2021		Instrumentos financieros consolidados en el ejercicio				Instrumentos vencidos y no ejercidos	Instrumentos financieros al final del ejercicio 2021	
		Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes/ consolidadas	Precio de las acciones consolidadas	Beneficio bruto de las acciones o instrumentos financieros consolidados (miles €)	Nº instrumentos	Nº instrumentos	Nº Acciones equivalentes
Don JOSÉ MARIA SERRA FARRÉ	N/A							0,00				
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	N/A							0,00				
Don FRANCISCO JOSÉ ARREGUI LABORDA	N/A							0,00				
Don JORGE ENRICH IZARD	N/A							0,00				
Don JUAN IGNACIO GUERRERO GILABERT	N/A							0,00				
Don FEDERICO HALPERN BLASCO	N/A							0,00				
Don FRANCISCO JAVIER PÉREZ FARGUELL	N/A							0,00				

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Denominación del Plan	Instrumentos financieros al principio del ejercicio 2021		Instrumentos financieros concedidos durante el ejercicio 2021		Instrumentos financieros consolidados en el ejercicio				Instrumentos vencidos y no ejercidos	Instrumentos financieros al final del ejercicio 2021	
		Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes/ consolidadas	Precio de las acciones consolidadas	Beneficio bruto de las acciones o instrumentos financieros consolidados (miles €)	Nº instrumentos	Nº instrumentos	Nº Acciones equivalentes
Don HUGO SERRA CALDERÓN	N/A							0,00				
Don MARIA ASSUMPTA SOLER SERRA	N/A							0,00				
Don ALBERTO THIEBAUT ESTRADA	N/A							0,00				
ENSIVEST BROS 2014. S.L.	N/A							0,00				
Don JORGE ENRICH SERRA	N/A							0,00				
Don ENRIQUE GIRO GODO	N/A							0,00				
JUSAL. S.L.	N/A							0,00				
LACANUDA CONSELL. S.L.	N/A							0,00				

Nombre	Denominación del Plan	Instrumentos financieros al principio del ejercicio 2021		Instrumentos financieros concedidos durante el ejercicio 2021		Instrumentos financieros consolidados en el ejercicio				Instrumentos vencidos y no ejercidos	Instrumentos financieros al final del ejercicio 2021	
		Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes	Nº instrumentos	Nº Acciones equivalentes/consolidadas	Precio de las acciones consolidadas	Beneficio bruto de las acciones o instrumentos financieros consolidados (miles €)	Nº instrumentos	Nº instrumentos	Nº Acciones equivalentes
Don FERNANDO VILLAVECCHIA OBREGÓN	N/A							0,00				
GESTIÓN DE ACTIVOS Y VALORES, S.L.	N/A							0,00				

Observaciones

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iii) Sistemas de ahorro a largo plazo.

Nombre	Remuneración por consolidación de derechos a sistemas de ahorro
Don JOSÉ MARIA SERRA FARRÉ	
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Remuneración por consolidación de derechos a sistemas de ahorro
Don FRANCISCO JOSÉ ARREGUI LABORDA	

Nombre	Aportación del ejercicio por parte de la sociedad (miles €)				Importe de los fondos acumulados (miles €)			
	Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados		Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados	
	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020
Don JOSÉ MARIA SERRA FARRÉ					1.956	1.822		
Don JOSÉ IGNACIO ÁLVAREZ JUSTE							946	793
Don FRANCISCO JOSÉ ARREGUI LABORDA				7	1.575	1.545	591	580
Don JORGE ENRICH IZARD								
Don JUAN IGNACIO GUERRERO GILABERT								
Don FEDERICO HALPERN BLASCO								
Don FRANCISCO JAVIER PÉREZ FARGUELL								
Don HUGO SERRA CALDERÓN								
Don MARIA ASSUMPTA SOLER SERRA								
Don ALBERTO THIEBAUT ESTRADA								

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Aportación del ejercicio por parte de la sociedad (miles €)				Importe de los fondos acumulados (miles €)			
	Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados		Sistemas de ahorro con derechos económicos consolidados		Sistemas de ahorro con derechos económicos no consolidados	
	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020	Ejercicio 2021	Ejercicio 2020
ENSIVEST BROS 2014, S.L.								
Don JORGE ENRICH SERRA								
Don ENRIQUE GIRO GODO								
JUSAL, S.L.								
LACANUDA CONSELL, S.L.								
Don FERNANDO VILLAVECCHIA OBREGÓN								
GESTIÓN DE ACTIVOS Y VALORES, S.L.								

### Observaciones

Al igual que en el ejercicio anterior, al establecer el importe de los fondos acumulados no se proporciona el sumatorio de las aportaciones realizadas sino el valor de liquidación de los instrumentos de previsión social en que están instrumentados a cierre del ejercicio correspondiente, incluyendo las aportaciones realizadas.

Asimismo, se pone de manifiesto que tanto en el caso de Don José María Serra Farré, Don José Ignacio Alvarez Juste y Don Francisco José Arregui Laborda no ha habido aportaciones con derechos económicos consolidados en el presente ejercicio y las variaciones de los fondos acumulados se deben a la variación del valor de liquidación de los correspondientes planes de jubilación o pólizas de vida ahorro, según corresponda, entre 31 diciembre 2020 y 31 diciembre 2021. Asimismo, debe señalarse que, con motivo de la extinción de la relación contractual con el Consejero Delegado Saliente a fecha 31 de enero de 2022 descrita en el Apartado A.1 anterior, los derechos económicos del sistema de previsión social del Consejero Delegado Saliente no serán exigibles por el Consejero Delegado Saliente, o sus beneficiarios en caso de fallecimiento, hasta el momento en el que se produzca su jubilación, fallecimiento o incapacidad.

iv) Detalle de otros conceptos

Nombre	Concepto	Importe retributivo
Sin datos		

Observaciones

c) Resumen de las retribuciones (en miles de €):

Se deberán incluir en el resumen los importes correspondientes a todos los conceptos retributivos incluidos en el presente informe que hayan sido devengados por el consejero, en miles de euros.

Nombre	Retribución devengada en la Sociedad					Retribución devengada en sociedades del grupo					Total ejercicio 2021 sociedad + grupo
	Total Retribución metálico	Beneficio bruto de las acciones o instrumentos financieros consolidados	Remuneración por sistemas de ahorro	Remuneración por otros conceptos	Total ejercicio 2021 sociedad	Total Retribución metálico	Beneficio bruto de las acciones o instrumentos financieros consolidados	Remuneración por sistemas de ahorro	Remuneración por otros conceptos	Total ejercicio 2021 grupo	
Don JOSÉ MARIA SERRA FARRÉ	724			74	798	44				44	842
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	1.282			36	1.318	134				134	1.452
Don FRANCISCO JOSÉ ARREGUI LABORDA	770			47	817	129				129	946
Don JORGE ENRICH IZARD	230				230	23				23	253

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Retribución devengada en la Sociedad					Retribución devengada en sociedades del grupo					Total ejercicio 2021 sociedad + grupo
	Total Retribución metálico	Beneficio bruto de las acciones o instrumentos financieros consolidados	Remuneración por sistemas de ahorro	Remuneración por otros conceptos	Total ejercicio 2021 sociedad	Total Retribución metálico	Beneficio bruto de las acciones o instrumentos financieros consolidados	Remuneración por sistemas de ahorro	Remuneración por otros conceptos	Total ejercicio 2021 grupo	
Don JUAN IGNACIO GUERRERO GILABERT	230				230						230
Don FEDERICO HALPERN BLASCO	230				230	23				23	253
Don FRANCISCO JAVIER PÉREZ FARGUELL	230				230						230
Don HUGO SERRA CALDERÓN	721			14	735	104				104	839
Don MARIA ASSUMPTA SOLER SERRA	230				230						230
Don ALBERTO THIEBAUT ESTRADA	230				230						230
ENSIVEST BROS 2014, S.L.	8				8						8
Don JORGE ENRICH SERRA	221				221	23				23	244
Don ENRIQUE GIRO GODO	230				230						230
JUSAL, S.L.	191				191						191
LACANUDA CONSELL, S.L.	191				191						191
Don FERNANDO VILLAVECCHIA OBREGÓN	230				230	23				23	253



## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

Nombre	Retribución devengada en la Sociedad					Retribución devengada en sociedades del grupo					Total ejercicio 2021 sociedad + grupo
	Total Retribución metálico	Beneficio bruto de las acciones o instrumentos financieros consolidados	Remuneración por sistemas de ahorro	Remuneración por otros conceptos	Total ejercicio 2021 sociedad	Total Retribución metálico	Beneficio bruto de las acciones o instrumentos financieros consolidados	Remuneración por sistemas de ahorro	Remuneración por otros conceptos	Total ejercicio 2021 grupo	
GESTIÓN DE ACTIVOS Y VALORES, S.L.	191				191						191
<b>TOTAL</b>	<b>6.139</b>			<b>171</b>	<b>6.310</b>	<b>503</b>				<b>503</b>	<b>6.813</b>

### Observaciones

Las cifras indicadas en este Apartado C podrían reflejar variaciones no significativas respecto a otros documentos que contengan información sobre retribuciones de los consejeros de Grupo Catalana Occidente publicados o que vayan a ser publicados, debido a la necesidad de completar este informe con cifras en miles de euros.  
La remuneración por sistemas de ahorro no incluye las aportaciones a planes de previsión social no consolidadas tal y como se ha explicado en los apartados B.9 y A.1 del Informe de Remuneraciones.

**C.2.** Indique la evolución en los últimos 5 años del importe y variación porcentual de la retribución devengada por cada uno de los consejeros de la cotizada que lo hayan sido durante el ejercicio, de los resultados consolidados de la sociedad y de la remuneración media sobre una base equivalente a tiempo completo de los empleados de la sociedad y de sus entidades dependientes que no sean consejeros de la cotizada.

	Importes totales devengados y % variación anual									
	Ejercicio 2021	% Variación 2021/2020	Ejercicio 2020	% Variación 2020/2019	Ejercicio 2019	% Variación 2019/2018	Ejercicio 2018	% Variación 2018/2017	Ejercicio 2017	
<b>Consejeros ejecutivos</b>										
Don JOSÉ MARIA SERRA FARRÉ	842	0,84	835	3,47	807	0,37	804	0,75	798	
Don JOSÉ IGNACIO ÁLVAREZ JUSTE	1.452	13,88	1.275	0,31	1.271	9,19	1.164	-8,06	1.266	

## INFORME ANUAL SOBRE REMUNERACIONES DE LOS CONSEJEROS DE SOCIEDADES ANONIMAS COTIZADAS

	Importes totales devengados y % variación anual								
	Ejercicio 2021	% Variación 2021/2020	Ejercicio 2020	% Variación 2020/2019	Ejercicio 2019	% Variación 2019/2018	Ejercicio 2018	% Variación 2018/2017	Ejercicio 2017
Don FRANCISCO JOSÉ ARREGUI LABORDA	946	2,60	922	3,60	890	0,34	887	0,11	886
Don HUGO SERRA CALDERÓN	839	3,58	810	3,58	782	0,39	779	-0,89	786
<b>Consejeros externos</b>									
Don JORGE ENRICH IZARD	253	-0,78	255	0,79	253	0,00	253	-2,32	259
Don JORGE ENRICH SERRA	244	-	0	-	0	-	0	-	0
ENSIVEST BROS 2014, S.L.	8	-95,85	193	1,05	191	0,00	191	-1,04	193
Don JUAN IGNACIO GUERRERO GILABERT	230	-0,86	232	0,87	230	0,00	230	-0,86	232
Don FEDERICO HALPERN BLASCO	253	-0,78	255	0,79	253	0,00	253	-2,32	259
Don MARIA ASSUMPTA SOLER SERRA	230	-0,86	232	0,87	230	0,00	230	-0,86	232
Don ALBERTO THIEBAUT ESTRADA	230	4,07	221	-	0	-	0	-	0
Don ENRIQUE GIRO GODO	230	-0,86	232	1,75	228	-	0	-	0
JUSAL, S.L.	191	-1,04	193	1,05	191	0,00	191	-1,04	193
Don FERNANDO VILLAVECCHIA OBREGÓN	253	3,69	244	-	0	-	0	-	0
Don FRANCISCO JAVIER PÉREZ FARGUELL	230	-0,86	232	0,87	230	0,00	230	-0,86	232
GESTIÓN DE ACTIVOS Y VALORES, S.L.	191	-1,04	193	1,05	191	0,00	191	4,37	183
LACANUDA CONSELL, S.L.	191	-1,04	193	1,05	191	0,00	191	-3,05	197

	Importes totales devengados y % variación anual								
	Ejercicio 2021	% Variación 2021/2020	Ejercicio 2020	% Variación 2020/2019	Ejercicio 2019	% Variación 2019/2018	Ejercicio 2018	% Variación 2018/2017	Ejercicio 2017
<b>Resultados consolidados de la sociedad</b>									
	607.342.801	66,59	364.574.095	-34,45	556.199.273	6,39	522.773.566	9,95	475.462.087
<b>Remuneración media de los empleados</b>									
	52.143	-2,24	53.337	6,75	49.966	-4,58	52.363	-2,31	53.600

Observaciones

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**D. OTRAS INFORMACIONES DE INTERÉS**

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Si existe algún aspecto relevante en materia de remuneración de los consejeros que no se haya podido recoger en el resto de apartados del presente informe, pero que sea necesario incluir para recoger una información más completa y razonada sobre la estructura y prácticas retributivas de la sociedad en relación con sus consejeros, detállelos brevemente.

No existe ningún aspecto relevante en materia de remuneración de los consejeros que no se haya podido recoger en el resto de apartados del presente Informe, pero que sea necesario incluir para recoger una información más completa y razonada sobre la estructura y prácticas retributivas de la Sociedad.

Sin perjuicio de lo anterior, y en relación con el Apartado A.3 se pone de manifiesto que la Política de Remuneraciones de la Sociedad, propuesta por el Consejo en la fecha de este Informe y sometida a aprobación de la próxima Junta General de Accionistas, está disponible en la página web de la Sociedad en el apartado "Accionistas e Inversores", subapartados "Gobierno Corporativo" y "Junta General de Accionistas 2022", bajo el epígrafe "Propuesta motivada del Consejo de Administración sobre la Política de Remuneraciones".

Este informe anual de remuneraciones ha sido aprobado por el consejo de administración de la sociedad, en su sesión de fecha:

24/02/2022

Indique si ha habido consejeros que hayan votado en contra o se hayan abstenido en relación con la aprobación del presente Informe.

Si  
 No



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Item	Definition	Formulation	Importance and relevance of use
Technical result after expenses	Result of the insurance activity	Technical result after expenses = (earned premiums from direct insurance + earned premiums from reinsurance accepted + information services and commissions) – Technical cost – Bonuses and rebates - Net operating expenses - Other technical expenses	Relevant Entity Relevant investors
Reinsurance result	Result due to transferring business to the reinsurer or accepting business from other entities.	Reinsurance result = Result of accepted reinsurance + Result of ceded reinsurance	Relevant Entity Relevant investors
Financial result	Result of the financial investments.	Financial result = income from financial assets (coupons, dividends, performances) - financial expenses (commissions and other expenses) + result of subsidiary companies - interest accrued on the debt - interest paid to the insured parties of the life insurance business	Relevant Entity Relevant investors
Technical/financial result	Result of the insurance activity, including the financial result. This result is particularly relevant for Life insurance.	Technical/financial result = Technical result + Financial result	Relevant Entity Relevant investors
Result of non-technical non-financial account	Income and expenses that cannot be assigned to the technical or financial results.	Result of non-technical non-financial account = Income - expenses that cannot be assigned to the technical or financial results.	Relevant Entity Relevant investors
Result from complementary activities	Result of activities that cannot be assigned to the purely insurance business. Includes the funeral business and ancillary credit activities (mainly: information services, debt collection, management of the Dutch state's export account).	Result from complementary activities = income - expenses of these businesses	Relevant Entity Relevant investors
Current result	Result of the entity's regular activity	Ordinary result = technical/financial result + non-technical account result - taxes, all resulting from normal activity	Relevant Entity Relevant investors
Non-ordinary result	Extraordinary or atypical movements that may undermine the analysis of the income statement. These are classified depending on their nature (technical, expenses and financial) and by business type (traditional and credit insurance)	Non-ordinary result = technical/financial result + non-technical account result - taxes, all resulting from extraordinary or atypical activity	Relevant Entity Relevant investors

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Turnover	Turnover is the Group's business volume.  It includes premiums that the Group generates in each of the business lines and the income from services pertaining to the credit insurance.	Turnover = Written premiums + Income from information  Written premiums = premiums issued from direct insurance + premiums from accepted reinsurance	Relevant Entity Relevant investors
Managed funds	Amount of the financial and property assets managed by the Group	Managed funds = Financial and property assets entity risk + Financial and property assets policyholder risk + Managed pension funds Managed funds = fixed income + variable income + properties + deposits in credit entities + treasury + investee companies	Relevant investors
Financial strength	This shows the debt and solvency situation. This is principally measured through the debt ratio, the interest coverage ratio and the credit rating.	Debt Ratio = Debt / Equity + Debt	Relevant investors
Technical cost	Direct costs of claims coverage. See claims.	Technical cost = claims in the year, net of reinsurance + variation of other technical provisions, net of reinsurance	
Average cost of the claims	Reflects the average cost per claim	Average cost of claims = Technical cost / number of claims corresponding to that period.	
Deposits from ceded reinsurance	Deposits retained by the Group to secure the financial obligations of reinsurers	Deposits from ceded reinsurance Amounts received from ceded reinsurance to guarantee obligations arising from reinsurance contracts, the amount corresponds to the balance shown in the balance sheet	
Dividend yield	The profitability per dividend or dividend yield shows the relationship existing between the dividends distributed in the previous year with the value of the average share. Indicator used to value the shares of an entity.	Dividend yield = dividend paid in the year per share / value of the price of the average share.	Relevant investors
Modified Duration	Sensitivity of the value of the assets to movements in interest rates	Modified duration= Represents an approximation of the value of the percentage change in the value of the financial assets for each percentage point (100 basic points) of change in the interest rates.	
Expenses	The general expenses include the costs incurred for management of the business, excluding those that can be assigned to claims.	Expenses = personnel expenses + commercial expenses + various expenses and services (allowance, training, management rewards, material and other office expenses, leases, external services, etc.)	Relevant Entity Relevant investors
Permanence index	This measures the customer's expectations of continuing with the entity Scale from less than 1 year to over 5 years	Permanence index= how long do you think that you will remain a customer?	Relevant Entity Relevant investors
Company satisfaction index	This measures the general satisfaction of the customer with the entity Scale from 1 to 10	Overall satisfaction index = (Satisfied – dissatisfied) / respondents Satisfied responses with result from 7 to 10 Dissatisfied responses with result from 1 to 4	Relevant Entity Relevant investors
Service satisfaction index	This measures the evaluation of the service received Scale from 1 to 10	Service satisfaction index = (Satisfied – dissatisfied) / respondents Satisfied responses with result from 7 to 10 Dissatisfied responses with result from 1 to 4	Relevant Entity Relevant investors

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Income from insurance	This measures income directly derived from the activities of insurance and information services	Income from insurance = premiums accrued from direct insurance + premiums accrued from accepted reinsurance + information services and commissions	Relevant Entity Relevant investors
Income from information	Income obtained from the study of the financial information of debtors of the credit business' policyholders in order to contract a policy	Information income = Information services and commissions	Relevant Entity Relevant investors
Managed funds	A group of assets managed by the Group in order to obtain a financial return on them.	Financial assets on the entity's balance sheet (real estate, fixed income, equities, ...) plus assets managed by the Group for its customers in pension plans and mutual funds	Relevant Entity Relevant investors
Investments in associated / subsidiary entities	Non-dependant entities where the Group has significant influence	Investments in associated / subsidiary entities = accounting value of the economic investment	
Net Promoter Score NPS	This measures the degree of customer loyalty with the entity	Net Promoter score = Would you recommend the company to family and friends? = (promoters-critics)/ respondents Promoters: responses with result equal to 9 or 10 Critics: responses with result from 1 to 6	Relevant Entity Relevant investors
Pay out	Ratio that indicates the part of the result distributed among investors through dividends	Pay out = (Total dividend/ Result of the year attributable to the parent company) x 100	Relevant investors
Price Earnings Ratio PER	The price-earnings ratio or PER measures the relationship between the price or value of the entity and the results. Its value expresses what the market pays for each monetary unit of results. It is representative of the entity's capacity to generate results.	PER = Price of the share at market close / Result of the year attributable to the parent company per share	Relevant investors
Recurring premiums	Total premiums without considering non-periodic premiums in the Life business	Recurring premiums = Earned premiums - single and supplementary life business premiums	Relevant Entity Relevant investors
Technical provisions	Amount of the obligations assumed that are derived from insurance and reinsurance contracts.		Relevant Entity Relevant investors
Combined ratio	Indicator that measures the technical profitability of the Non Life insurances.	Combined ratio = Ratio of claims + ratio of expenses	Relevant Entity Relevant investors
Net combined ratio	Indicator that measures the technical profitability of the non life insurances net of the reinsurance effect	Net combined ratio = Net ratio of claims + net ratio of expenses	
Efficiency ratio	Ratio reflecting the portion of premium income devoted to operating expenses and commissions.	Efficiency Ratio = (Total expenses and commissions) / Recurring premiums	Relevant Entity Relevant investors
Expenses ratio	Ratio that reflects the part of the income from premiums dedicated to expenses.	Expenses ratio = Expenses from operation / Income from insurance	
Net expenses ratio	Ratio that reflects the part of the income from premiums dedicated to expenses, net of the reinsurance effect	Net expenses ratio= (Net expenses from reinsurance operation) / (premiums attributable to direct business and accepted reinsurance + information services and commissions)	
Claims ratio	Business indicator, consisting of the proportion between claims and earned premiums.	Claims ratio = Claims / Income from insurance	Relevant Entity Relevant investors



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Net claims ratio	Business indicator, consisting of the proportion between claims and earned premiums, net of the reinsurance effect.	Net claims ratio= Claims in the year, net of reinsurance / (premiums attributed to direct business and accepted reinsurance + information services and commissions)	
Permanent resources	Resources that can be included in own funds.	Permanent resources = Total net equity + subordinated liabilities	Relevant Entity Relevant investors
Permanent resources at market value	Resources that can be included in own funds at market value	Permanent resources at market value = Total net equity + subordinated liabilities + capital gains associated to properties for own use + capital gains associated to property investments	Relevant Entity Relevant investors
Resources transferred to the company	Amount that the Group returns to the main stakeholders.	Resources transferred to the company = claims paid + taxes + commissions + personnel expenses + dividends	
Return On Equity ROE	Financial profitability or rate of return Measures the performance of the capital	ROE = (Result of the year. Attributable to the parent company) / (Simple average of the Equity attributable to shareholders of the parent company at the start and end of the period (twelve months)) x 100	Relevant investors
Claims	See technical cost. Economic evaluation of claims.	Claims = Payments made from direct insurance + Change of the provision for services of direct insurance + expenses attributable to services	
Total expenses and commissions	Commissions and expenses (except those that can be allocated to claims) arising from the management of the business.	Expenses and commissions = Operating expenses + commissions paid on policies	
Total Potential Exposure TPE	This is the potential exposure to risk, also "cumulative risk".Credit insurance business term	TPE = the sum of the credit risks underwritten by the Group for each buyer	Relevant Entity Relevant investors
Value of responsible investments with respect to total investments and managed funds	Ratio that reflects the assets managed by the Group that comply with the Group's Responsible Investment Policy, with respect to the total investments and funds managed by the Group.	Investments that comply with the Group's Responsible Investment Policy/ Total investments and funds managed by the Group	
Generated economic value	The economic value generated is the aggregation of the value distributed by the Group and the value retained by the Group.	Direct economic value generated = economic value distributed + economic value retained	
Distributed economic value	Economic value that the Group has allocated to the following stakeholders: customers, public administrations, mediators, employees, shareholders and contributions to foundations and non-profit organisations.	Distributed economic value = payment of benefits to customers + taxes paid and social security contributions + payments to suppliers + salaries and employee benefits + dividends paid + Group contributions to foundations and non-profit organisations.	
Retained economic value	Amount of GCO's undistributed annual net income.	Retained economic value = Annual amount of GCO's after-tax income allocated to Reserves.	
Theoretical book value	The value per share that a company has for accounting purposes. Book value per share.	Theoretical book value = net equity/ number of shares	Relevant investors

## Contact

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## 2022 Calendar

January	February	March	April	May	June	July	August	September	October	November	December
	25 Results 12M2021		28 Results 3M2022			28 Results 6M2022			27 Results 9M2022		
	25 Presentation of results 12M2021 16.30		29 Presentation of results 3M2022 11.30			28 Presentation of results 6M2022 16.30			27 Presentation of results 9M2022 16.30		
			28 General Shareholders' Meeting 2021								
	Interim dividend 2021			Complementary dividend 2021		Interim dividend 2022			Interim dividend 2022		

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## Consolidated annual accounts

GRUPO CATALANA OCCIDENTE, S.A. AND SUBSIDIARIES  
 (Grupo Catalana Occidente)  
 CONSOLIDATED BALANCE SHEETS AT 31 December 2021  
 AND 31 December 2020 (Notes 1 to 3)

(Figures in € thousand)

ASSETS	Note	31.12.2021	31.12.2020 (*)
1. Cash and other cash equivalents	6	1.733.173	1.477.975
2. Financial assets held for trading	7.a.	-	-
3. Other financial assets at fair value through profit or loss	7.a.	719.745	585.341
a) Equity instruments		48	49
b) Debt securities		-	-
c) Investments held for the benefit of policyholders who bear the investment risk		719.697	585.292
4. Available-for-Sale financial assets	7.a.	10.213.620	9.862.441
a) Equity instruments		2.381.083	1.834.453
b) Debt securities		7.396.774	7.554.910
c) Loans		-	-
d) Bank deposits		435.763	473.078
5. Loans and items receivable		1.407.412	1.249.224
a) Loans and other financial assets	7.a.	434.072	329.531
b) Receivables	7.b.	935.804	886.604
c) Investments held for the benefit of policyholders who bear the investment risk	7.a.	37.536	33.089
8. Reinsurer's share of technical provisions	14	1.101.471	1.108.067
9. Property, plant and equipment and investment property		1.130.958	1.138.895
a) Property, plant and equipment	9.a.	412.693	446.019
b) Investment property	9.b.	718.265	692.876
10. Intangible assets		945.543	994.051
a) Goodwill	10.a.	802.979	801.972
b) Policy portfolio acquisition costs	10	212	319
c) Other intangible assets	10	142.352	191.760
11. Investments in entities accounted for using the equity method	8	99.072	85.183
12. Tax assets		297.608	356.292
a) Current tax assets	11.b.	70.764	84.347
b) Deferred tax assets	11.c.	226.844	271.945
13. Other assets	12	624.263	510.267
<b>TOTAL ASSETS</b>		<b>18.272.865</b>	<b>17.367.736</b>

(\*) Presented solely and exclusively for comparison purposes.

The accompanying Notes 1 to 22 and Appendices I and II are an integral part of the Consolidated Balance Sheet at 31 December 2021.

GRUPO CATALANA OCCIDENTE, S.A. AND SUBSIDIARIES  
 (Grupo Catalana Occidente)  
 CONSOLIDATED BALANCE SHEETS AT 31 December 2021  
 AND 31 December 2020 (Notes 1 to 3)

(Figures in € thousand)

NET LIABILITIES AND EQUITY	Note	31.12.2021	31.12.2020 (*)
<b>TOTAL LIABILITIES</b>		<b>13.800.025</b>	<b>13.430.117</b>
3. Debits and payables		<b>1.309.982</b>	<b>1.181.783</b>
a) Subordinated liabilities	13.a.	194.876	200.704
b) Other payables	13.b.	1.115.106	981.079
5. Technical provisions	14	<b>11.294.466</b>	<b>10.982.462</b>
a) For unearned premiums		1.400.192	1.323.100
b) For unexpired risks		1.636	2.659
c) For life insurance			
- Provision for unearned premiums and unexpired risks		26.642	27.451
- Mathematical provision		5.783.136	5.851.522
- Provision for life insurance where the investment risk is borne by policyholders		757.760	618.746
d) For claims		3.176.272	3.014.609
e) For policyholder dividends and return premiums		31.148	40.688
f) Other technical provisions		117.680	103.687
6. Non-technical provisions	15	<b>196.056</b>	<b>234.599</b>
7. Tax liabilities		<b>555.794</b>	<b>535.765</b>
a) Current tax liabilities	11.b.	51.558	46.949
b) Deferred tax liabilities	11.c.	504.236	488.816
8. Other Liabilities		<b>443.727</b>	<b>495.508</b>
<b>TOTAL NET EQUITY</b>		<b>4.472.840</b>	<b>3.937.619</b>
<b>Equity</b>		<b>3.209.004</b>	<b>2.855.394</b>
1. Capital	16.a.	36.000	36.000
2. Share Premium Account	16.b.	1.533	1.533
3. Reserves	16.b.	2.767.506	2.617.181
4. Less: Shares and holdings in own equity	16.c.	23.262	23.539
7. Profit or loss for the year attributable to the parent company		427.227	262.331
a) Consolidated profit or loss		468.292	270.132
b) Profit or loss attributable to minority interests	17	41.065	7.801
8. Less: Interim Dividend	16.e.	-	38.112
<b>Other comprehensive income and accumulated in equity</b>	16.g.	<b>867.630</b>	<b>723.508</b>
1. Items that will not be re-classified to results		-	-
2. Items that may later qualify for results-		867.630	723.508
a) Available-for-sale financial assets		1.059.465	995.976
c) Exchange differences		(21.661)	(38.488)
d) Correction of accounting mismatches		(164.462)	(230.066)
e) Entities accounted for using the equity method		(5.712)	(3.914)
f) Other adjustments		-	-
<b>EQUITY ATTRIBUTABLE TO THE PARENT COMPANY</b>		<b>4.076.634</b>	<b>3.578.902</b>
<b>MINORITY INTERESTS</b>	17	<b>396.206</b>	<b>358.717</b>
1. Other comprehensive income and accumulated in equity		6.186	(3.049)
2. Other		390.020	361.766
<b>TOTAL NET EQUITY AND LIABILITIES</b>		<b>18.272.865</b>	<b>17.367.736</b>

(\*) Presented solely and exclusively for comparison purposes.

The accompanying Notes 1 to 22 and Appendices I and II are an integral part of the Consolidated Balance Sheet at 31 December 2021.

GRUPO CATALANA OCCIDENTE, S.A. AND SUBSIDIARIES  
 (Grupo Catalana Occidente)  
 CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR  
 THE FINANCIAL YEARS ENDED 31 December 2021 AND 2020 (notes 1 to 3)

		(Figures in € thousand)	
	Note	Year 2021	Year 2020 (*)
1. Earned premiums for the year, net of reinsurance	18	2.805.743	2.650.712
2. Income from property, plant and equipment and investments	18	147.472	132.626
3. Other technical income	18	250.689	252.075
4. Claims incurred in the year, net of reinsurance	18	(1.481.123)	(1.586.246)
5. Change in other technical provisions, net of reinsurance	18	(13.549)	(13.962)
6. Provision for policyholder dividends and return premiums		309	(4.640)
7. Net operating expenses	18	(967.643)	(942.774)
8. Other technical expenses	18	(57.679)	(24.030)
9. Expenses arising from property, plant and equipment and investments	18	(91.004)	(125.673)
<b>A) NON-LIFE INSURANCE RESULT</b>		<b>593.215</b>	<b>338.088</b>
10. Earned premiums for the year, net of reinsurance	18	806.246	771.779
11. Income from property, plant and equipment and investments	18	210.431	206.728
12. Income from investments assigned to insurance policies in which policyholders bear the investment risk	18	85.129	43.745
13. Other technical income	18	7.154	6.087
14. Claims incurred in the year, net of reinsurance	18	(836.016)	(734.112)
15. Change in other technical provisions, net of reinsurance	18	(61.145)	(47.480)
16. Provision for policyholder dividends and return premiums	18	(16.413)	(26.677)
17. Net operating expenses	18	(78.540)	(72.261)
18. Other technical expenses	18	(2.738)	(2.815)
19. Expenses arising from property, plant and equipment and investments	18	(49.051)	(53.877)
20. Expenses of investments assigned to insurance policies in which policyholders bear the investment risk	18	(17.612)	(53.202)
<b>B) LIFE INSURANCE RESULT</b>		<b>47.445</b>	<b>37.915</b>
<b>C) TECHNICAL ACCOUNT RESULT</b>		<b>640.660</b>	<b>376.003</b>
21. Income from property, plant and equipment and investments		(2.054)	(3.710)
22. Negative goodwill		-	-
23. Expenses arising from property, plant and equipment and investments		(10.220)	(5.811)
24. Other income	18	42.410	49.531
25. Other expenses	18	(63.453)	(51.439)
<b>E) PROFIT BEFORE TAX</b>		<b>607.343</b>	<b>364.574</b>
26. Income tax	11.d	(139.051)	(94.442)
<b>F) RESULT OF THE FINANCIAL YEAR FROM CONTINUED OPERATIONS</b>		<b>468.292</b>	<b>270.132</b>
27. Profit for the year from discontinued operations, net of taxes		-	-
<b>G) CONSOLIDATED RESULTS FOR THE YEAR</b>		<b>468.292</b>	<b>270.132</b>
a) Profit attributable to equity holders of the parent company		427.227	262.331
b) Profit attributable to minority interests	17	41.065	7.801
(Figures in Euros)			
<b>EARNINGS PER SHARE</b>			
Basic	16.f	3,62	2,22
Diluted	16.f	3,62	2,22

(\*) Presented solely and exclusively for comparison purposes.

The accompanying Notes 1 to 22 and Appendices I and II are an integral part of the Consolidated Income Statement for 2021.

## GRUPO CATALANA OCCIDENTE, S.A. AND SUBSIDIARIES

(Grupo Catalana Occidente)

## CONSOLIDATED STATEMENTS OF RECOGNISED INCOME AND EXPENSES FOR FINANCIAL YEARS ENDING 31 DECEMBER 2021 AND 2020 (Notes 1 to 3)

(Figures in € thousand)

	Note	Year 2021	Year 2020 (*)
<b>A) CONSOLIDATED PROFIT FOR THE PERIOD</b>		<b>468.292</b>	<b>270.132</b>
<b>B) OTHER COMPREHENSIVE INCOME - ITEMS NOT RECLASSIFIED IN THE PROFIT</b>		<b>33.113</b>	<b>(6.708)</b>
1. Actuarial Gains/(losses) on long term remuneration to personnel	15	42.288	(12.511)
2. Share in other comprehensive income recognised by investments in joint ventures and associates		-	-
3. Other income and expenses not reclassified in the profit for the period		-	-
4. Tax effect	11.d.	(9.175)	5.803
<b>C) OTHER COMPREHENSIVE INCOME - ITEMS THAT CAN BE RECLASSIFIED SUBSEQUENT TO THE RESULTS</b>		<b>153.357</b>	<b>(74.925)</b>
1. Available-for-sale financial assets		77.037	(1.360)
a) Valuation gains/(losses)	7.a.	191.510	(20.745)
b) Amounts transferred to the income statement		(114.473)	19.385
c) Other reclassifications		-	-
2. Cash flow hedges:		-	-
a) Valuation gains/(losses)		-	-
b) Amounts transferred to the income statement		-	-
c) Amounts transferred to the initial carrying amount of hedged items		-	-
d) Other reclassifications		-	-
3. Hedges of net investments in foreign operations:		-	-
a) Valuation gains/(losses)		-	-
b) Amounts transferred to the income statement		-	-
c) Other reclassifications		-	-
4. Exchange differences:		20.161	(25.934)
a) Valuation gains/(losses)		20.161	(25.934)
b) Amounts transferred to the income statement		-	-
c) Other reclassifications		-	-
5. Correction of accounting mismatches:		88.874	(61.128)
a) Valuation gains/(losses)		88.874	(61.128)
b) Amounts transferred to the income statement		-	-
c) Other reclassifications		-	-
6. Assets held for sale:		-	-
a) Valuation gains/(losses)		-	-
b) Amounts transferred to the income statement		-	-
c) Other reclassifications		-	-
7. Share in other comprehensive income recognised by investments in joint ventures and associates		(2.112)	(3.408)
a) Valuation gains/(losses)	8	(2.112)	(3.408)
b) Amounts transferred to the income statement		-	-
c) Other reclassifications		-	-
8. Other income and expenses that can be reclassified after the profit for the period		-	-
9. Tax effect	11.d.	(30.603)	16.905
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A + B + C)</b>		<b>654.762</b>	<b>188.499</b>
a) Attributable to equity holders of the parent		599.159	187.350
b) Attributable to minority interests		55.603	1.149

(\*) Presented solely and exclusively for comparison purposes.

The accompanying Notes 1 to 22 and Appendices I and II are an integral part of the Consolidated Balance Sheet at 31 December 2021.

CONSOLIDATED CHANGES IN EQUITY STATEMENT FOR  
THE FINANCIAL YEARS ENDED 31 DECEMBER 2021 AND 2020 (notes 1 to 3)

(Figures in € thousand)

	Equity attributable to equity holders of the parent company							Minority interests	Total net equity
	Note	Equity					Other comprehensive income and accumulated in equity		
		Capital or mutual fund	Share premium and Reserves	Treasury shares and participation units	Profit for the year attributable to the parent company	(Interim Dividends)			
<b>Closing balance at 31 December 2019 (*)</b>		<b>36.000</b>	<b>2.322.527</b>	<b>(22.000)</b>	<b>385.937</b>	<b>(38.112)</b>	<b>792.792</b>	<b>374.039</b>	<b>3.851.183</b>
Adjustment for changes in accounting policies		-	-	-	-	-	-	-	-
Adjustment for errors		-	-	-	-	-	-	-	-
<b>Opening balance adjusted to 01 January 2020 (*)</b>		<b>36.000</b>	<b>2.322.527</b>	<b>(22.000)</b>	<b>385.937</b>	<b>(38.112)</b>	<b>792.792</b>	<b>374.039</b>	<b>3.851.183</b>
<b>I. Total recognised income/(expenses)</b>		-	<b>(5.697)</b>	-	<b>262.331</b>	-	<b>(69.284)</b>	<b>1.149</b>	<b>188.499</b>
<b>II. Operations with shareholders or owners</b>		-	-	<b>(1.539)</b>	-	<b>(81.510)</b>	-	<b>(16.476)</b>	<b>(99.525)</b>
1. Capital increases/(decreases)		-	-	-	-	-	-	-	-
2. Conversion of financial liabilities into equity		-	-	-	-	-	-	-	-
3. Dividend distribution		-	-	-	-	(81.510)	-	(16.476)	(97.986)
4. Transactions with treasury shares or holdings (net)	16.c.	-	-	(1.539)	-	-	-	-	(1.539)
5. Increases/(Decreases) due to business combinations		-	-	-	-	-	-	-	-
6. Other transactions with members or shareholders		-	-	-	-	-	-	-	-
<b>III. Other changes in equity</b>		-	<b>301.884</b>	-	<b>(385.937)</b>	<b>81.510</b>	-	<b>5</b>	<b>(2.538)</b>
1. Share-based payments		-	-	-	-	-	-	-	-
2. Transfers between equity components		-	304.427	-	(385.937)	81.510	-	-	-
3. Other changes		-	(2.543)	-	-	-	-	5	(2.538)
<b>Closing balance at 31 December 2020 (*)</b>		<b>36.000</b>	<b>2.618.714</b>	<b>(23.539)</b>	<b>262.331</b>	<b>(38.112)</b>	<b>723.508</b>	<b>358.717</b>	<b>3.937.619</b>
Adjustment for changes in accounting policies		-	-	-	-	-	-	-	-
Adjustment for errors		-	-	-	-	-	-	-	-
<b>Opening balance adjusted to 1 January 2021</b>		<b>36.000</b>	<b>2.618.714</b>	<b>(23.539)</b>	<b>262.331</b>	<b>(38.112)</b>	<b>723.508</b>	<b>358.717</b>	<b>3.937.619</b>
<b>I. Total recognised income/(expenses)</b>		-	<b>27.810</b>	-	<b>427.227</b>	-	<b>144.122</b>	<b>55.603</b>	<b>654.762</b>
<b>II. Operations with shareholders or owners</b>		-	<b>(40.008)</b>	<b>277</b>	-	<b>(67.740)</b>	-	<b>(18.219)</b>	<b>(125.690)</b>
1. Capital increases/(decreases)		-	-	-	-	-	-	-	-
2. Conversion of financial liabilities into equity		-	-	-	-	-	-	-	-
3. Dividend distribution	16.e.	-	(40.008)	-	-	(67.740)	-	(18.219)	(125.967)
4. Transactions with treasury shares or holdings (net)	16.c.	-	-	277	-	-	-	-	277
5. Increases/(Decreases) due to business combinations		-	-	-	-	-	-	-	-
6. Other transactions with members or shareholders		-	-	-	-	-	-	-	-
<b>III. Other changes in equity</b>		-	<b>162.523</b>	-	<b>(262.331)</b>	<b>105.852</b>	-	<b>105</b>	<b>6.149</b>
1. Share-based payments		-	-	-	-	-	-	-	-
2. Transfers between equity components	16.d.	-	156.479	-	(262.331)	105.852	-	-	-
3. Other changes		-	6.044	-	-	-	-	105	6.149
<b>Closing balance at 31 December 2021</b>		<b>36.000</b>	<b>2.769.039</b>	<b>(23.262)</b>	<b>427.227</b>	-	<b>867.630</b>	<b>396.206</b>	<b>4.472.840</b>

(\*) Presented solely and exclusively for comparison purposes.

The accompanying Notes 1 to 22 and Appendices I and II are an integral part of the Consolidated Statement of Changes in Equity at 31 December 2021.



GRUPO CATALANA OCCIDENTE, S.A. AND SUBSIDIARIES  
 (Grupo Catalana Occidente)  
 CONSOLIDATED CASH FLOW STATEMENTS FOR THE FINANCIAL YEARS  
 ENDED 31 December 2021 AND 2020 (DIRECT METHOD) (Notes 1 to 3)

(Figures in € thousand)

Note	Year 2021	Year 2020 (*)
<b>A) CASH FLOWS FROM OPERATING ACTIVITIES (1+2+3)</b>	<b>548.939</b>	<b>498.134</b>
<b>1. Insurance activities:</b>	<b>992.217</b>	<b>933.674</b>
(+) Cash received from insurance activities	5.665.800	5.599.857
(-) Cash paid in insurance activities	(4.673.583)	(4.666.183)
<b>2. Other operating activities:</b>	<b>(342.778)</b>	<b>(340.410)</b>
(+) Cash received from other operating activities	453.146	499.619
(-) Cash paid in other operating activities	(795.924)	(840.029)
<b>3. Income tax refunded/(paid)</b>	<b>(100.500)</b>	<b>(95.130)</b>
<b>B) CASH FLOWS FROM INVESTING ACTIVITIES (1 + 2)</b>	<b>(139.317)</b>	<b>(237.774)</b>
<b>1. Cash received from investing activities:</b>	<b>2.481.527</b>	<b>2.442.159</b>
(+) Property, plant and equipment	440	2.695
(+) Investment property	3.670	2.520
(+) Intangible assets	-	-
(+) Financial instruments	2.037.521	2.054.943
(+) Investments in equity instruments	-	-
(+) Subsidiaries and other business units	110	-
(+) Interest received	161.839	177.480
(+) Dividends received	85.309	44.133
(+) Other cash received in relation to investing activities	192.638	160.388
<b>2. Payments from investment activities:</b>	<b>(2.620.844)</b>	<b>(2.679.933)</b>
(-) Property, plant and equipment	9.a. (37.482)	(38.123)
(-) Investment property	9.b. (20.129)	(48.290)
(-) Intangible assets	10 (42.125)	(48.912)
(-) Financial instruments	(2.492.583)	(2.455.132)
(-) Investments in equity instruments	-	-
(-) Subsidiaries and other business units	8 (1.882)	-
(-) Other cash paid in relation to investing activities	(26.643)	(89.476)
<b>C) CASH FLOWS FROM FINANCING ACTIVITIES (1 + 2)</b>	<b>(159.394)</b>	<b>(128.857)</b>
<b>1. Cash received from financing activities:</b>	<b>384</b>	<b>638</b>
(+) Subordinated liabilities	-	-
(+) Cash received from issue of equity instruments and capital increase	-	-
(+) Assessments received and contributions from shareholders or mutual members	-	-
(+) Disposal of treasury shares	16.c. 277	638
(+) Other cash received in relation to financing activities	107	-
<b>2. Cash paid in investing activities:</b>	<b>(159.778)</b>	<b>(129.495)</b>
(-) Dividends to shareholders	16.e. (107.748)	(81.510)
(-) Interest paid	(13.902)	(14.108)
(-) Subordinated liabilities	(6.000)	-
(-) Cash paid for return of contributions to shareholders	-	-
(-) Assessments paid and return of contributions to members or mutual members	-	-
(-) Purchase of own securities	16.c. -	(2.177)
(-) Other cash paid in relation to financing activities	(32.128)	(31.700)
<b>D) EFFECT OF CHANGES IN EXCHANGE RATES</b>	<b>4.970</b>	<b>(8.268)</b>
<b>E) NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C + D)</b>	<b>255.198</b>	<b>123.235</b>
<b>F) CASH AND CASH EQUIVALENTS AT THE START OF THE PERIOD</b>	<b>1.477.975</b>	<b>1.354.740</b>
<b>G) CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (E+F)</b>	<b>1.733.173</b>	<b>1.477.975</b>
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<b>Year 2021</b>	<b>Year 2020 (*)</b>
(+) Cash	1.593.319	1.447.960
(+) Other financial assets	139.854	30.015
(-) Less : Bank overdrafts repayable on demand	-	-
<b>TOTAL CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<b>1.733.173</b>	<b>1.477.975</b>

(\*) Presented solely and exclusively for comparison purposes.

The accompanying Notes 1 to 22 and Appendices I and II are an integral part of the Cash Flow Statement for 2021.

# Grupo Catalana Occidente, S.A. and Subsidiaries

## (Grupo Catalana Occidente)

Notes to the Consolidated Financial Statements

For the Financial Year Ended

on 31 December 2021

In accordance with current legislation on the content of consolidated financial statements, these Notes complete, elaborate on and provide a commentary on the consolidated balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity and cash flow **statement (hereinafter the “consolidated financial statements”). Together with the financial statements**, they form a whole, whose purpose is to provide a true and fair view of the consolidated assets and consolidated financial position of Grupo Catalana Occidente at 31 December 2021 and of the result of its activities, the changes in its equity and the cash flows registered in the year then ended.

### 1. General information on the parent company and its activities

#### 1.a) Incorporation, term and domicile

**Grupo Catalana Occidente, Sociedad Anónima (“the parent company”) was incorporated for an indefinite period on 18 July 1864, in Spain and initially under the name “La Catalana, Sociedad de Seguros contra Incendios a Prima Fija”. In 1988 it changed its name to Catalana Occidente, Sociedad Anónima de Seguros y Reaseguros, and again in 2001 to Grupo Catalana Occidente, Sociedad Anónima, to reflect the change in its corporate activities following the transfer of all its insurance and reinsurance business to the subsidiary Seguros Catalana Occidente, Sociedad Anónima de Seguros y Reaseguros (“Seguros Catalana Occidente”) through a non-cash contribution consisting of the entire business line, including all the assets and liabilities allocated to it and all its staff.**

The registered office of the parent company is at Paseo de la Castellana 4, Madrid (Spain).

#### 1.b) Corporate purpose, legal framework and lines of business in which the Company operates

**The Company’s corporate purpose is to purchase, underwrite, hold, administer, swap and sell all manner of domestic and foreign securities and shares, for its own account and without engaging in brokerage activities, for the purpose of directing, administering and managing such securities and shares.**

In carrying out these activities, especially as regards the securities of insurance undertakings and other companies whose activities are subject to the private insurance regulations in Spain, the parent company ensures that applicable legal requirements are met. The parent company is not directly involved in insurance activity, this is performed by subsidiary companies of the Group which have the corresponding legal authority. The Directorate General of Insurance and Pension Funds (hereinafter “DGSFP”) **performs the functions assigned under current legislation by the Spanish Ministry of Economy and Finance** in relation to private insurance and reinsurance, insurance agency and brokerage services, capitalisation and pension funds.

The parent company directs and manages its capital investment in the other companies by organising human and material resources.

The insurance companies belonging to Grupo Catalana Occidente, S.A. operate in the following business lines: Life, Credit, Surety, Accident, Sickness, Health, Motor, Marine, Lake and River Transport (hull), Aircraft, Freight, Fire and Natural Disasters, Other damage to property (combined Agricultural Insurance, Theft and other), Liability (in vehicles, aircraft, marine, inland transport, arising from nuclear or other risks), various monetary Losses, Legal Defence, Assistance and Funeral. The Group

considers all of the branches it operates in to be traditional business except for the branches of Credit and Surety, which is included within the credit insurance business.

In addition, the subsidiary GCO Gestora de Pensiones, E.G.F.P, S.A. ('GCO Gestora de Pensiones') manages the pension funds "GCO Pensiones Renta Fija, Fondo de Pensiones", "GCO Pensiones Mixto Fijo, Fondo de Pensiones", "GCO Pensiones Renta Variable, Fondo de Pensiones", "GCO Pensiones Mixto Variable, Fondo de Pensiones", "GCO Pensiones Empleados, Fondo de Pensiones", "GCO Pensiones Colectivo, Fondo de Pensiones" and "Cat Previsió, Fondo de Pensiones". In addition, Seguros Catalana Occidente y Bilbao Compañía Anónima de Seguros y Reaseguros, S.A. ('Seguros Bilbao') are promoting partners "GCO Previsión, EPSV Individual". The total amount of assets of managed funds and EPSV amounted to €682,553 thousand at 31 December 2021 (€599,802 thousand at 31 December 2020). The gross income earned from management fees of the various funds amounted to €5,754 thousand in 2021 (€5,008 thousand in 2020) and was recognised, net of the related marketing expenses, under "Other Technical Income" in the consolidated life insurance profit and loss account.

Also, the subsidiary company Grupo Catalana Occidente Gestión de Activos, S.G.I.I.C. ('GCO Gestión de Activos') manages investment funds "GCO Mixto, FI", "GCO Acciones, FI", "GCO Eurobolsa, FI", "GCO Renta Fija, FI", "GCO Global 50, FI", "GCO Internacional, FI", "GCO Bolsa USA, FI" and "GCO Ahorro, FI" (see Note 7.a.2). The total amount of assets of managed investment funds amounted to €458,225 thousand at 31 December 2021 (€329,935 thousand at 31 December 2020).

In view of the business activity carried out by the parent and its subsidiaries, the Group has no environmental liabilities, expenses, assets, provisions or contingencies that might be material with respect to the Group's equity, financial position or results. Therefore, no specific disclosures are included in these notes to the consolidated financial statements with respect to information regarding environmental issues.

The non-financial information to be included in accordance with Act 11/2018, of 28 December, which modifies the Code of Commerce, Consolidated Text of the Spanish Companies Act and the Account Auditing Act regarding non-financial information and diversity, which is included by reference in the consolidated management report for Grupo Catalana Occidente.

### 1.c) Group structure and distribution systems

The subsidiary companies Seguros Catalana Occidente, Seguros Bilbao, Plus Ultra, Nortehispana, de Seguros y Reaseguros S. A. ('Nortehispana') and Atradius N.V., have their own independent structure and organisational network.

**From an organisational standpoint, the companies comprising Grupo Catalana Occidente ("the Group")** have a structure involving centralised corporate functions and decentralised operations, with the following service centres: claim centres with staff distributed between Sant Cugat, Valencia, Madrid, Malaga and Santander, and call centres with staff distributed between Sant Cugat and Madrid.

The Group has a territorial structure comprising 1,394 offices spread across Spain and 87 offices abroad.

To deliver personal and high-quality advice to customers, the Group distributes its products in Spain through an extensive sales network, consisting mainly of exclusive, full-time insurance agents. The Group also uses insurance brokers, part-time agents and other specialist distribution networks. On 31 December 2021 the Group worked with a total of 16,726 agents throughout Spain (17,042 at 31 December 2020).

The Group operates in more than 50 countries through the sub-group Atradius N.V., which at 31 December 2021 had 2,414 brokers (2,464 at 31 December 2020).

In relation to the mediation channels, in accordance with Royal Decree-Law 3/2020, of 4 February, on urgent measures by which various European Union directives are incorporated into Spanish law in the areas of public procurement in certain sectors; private insurance; pension plans and funds; taxation and tax litigation, and by virtue of the application of the provisions of its Fifth Transitional Provision, all agency contracts in force are considered for all purposes to be insurance agency contracts on an exclusive basis. In this way, the following subsidiary companies act as exclusive agency companies:

- Tecniseguros, Sociedad de Agencia de Seguros, S.A.U. as an agency of Seguros Catalana Occidente.
- S. Órbita, Sociedad Agencia de Seguros, S.A.U. as an insurance agency in Bilbao.
- Previsora Bilbaína Agencia de Seguros, S.A.U. and Nortehispana Mediación Agencia de Seguros, S.A.U. as Nortehispana agencies.

#### 1.d) Other information

All of the parent company's shares are listed on the Spanish Stock Exchange Interconnection System (Continuous Market). At 31 December 2021, the shares traded at €30.00 per share (€29.15 per share at 31 December 2020).

## 2. Basis of presentation for consolidated accounts

### 2.a) Regulatory framework of financial reporting applicable to the Group

These consolidated financial statements have been produced by the Board Members of the parent company in accordance with the financial reporting regulatory framework applicable to the Group, which is established by:

- a) The Spanish Code of Commerce and other commercial legislation.
- b) **The International Financial Reporting Standards (hereinafter, "IFRS") as adopted by the European Union through EU Regulations, pursuant to Regulation (EU) no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 and subsequent amendments thereto.**
- c) Royal Decree 1060/2015 of 20 November on the Regulation, Supervision and Solvency of Insurance and Reinsurance Entities (hereinafter, "ROSSEAR"), as well as the current articles of Royal Decree 2486/1998 of 20 November, approving the Regulation on Insurance Regulation and Supervision (hereinafter, "ROSSP"), and the regulatory provisions established by the Directorate General of Insurance and Pension Funds, including the Framework Document in relation to the accounting regime for insurance entities relating to IFRS 4 *Insurance Contracts* published on 22 December 2004, as well as the criteria and regulations established by the local regulators in the different countries of the Group's foreign subsidiaries.
- d) Act 20/2015, of 14 July, on Organisation, Supervision and Solvency of Insurance and Reinsurance Entities (hereinafter, "LOSSEAR").

## 2.b) True and Fair View

The Group's consolidated financial statements have been obtained from the accounting records of the parent Company and its subsidiaries and investees are presented in accordance with the financial reporting regulatory framework applicable and in particular the accounting principles and criteria it contains. Therefore they present a true reflection of the equity, financial position, results of the Group and cash flows for the year concerned. These consolidated financial statements were prepared by the Board of Directors of Grupo Catalana Occidente, S.A. at their meeting on 24 February 2022, and shall be subject, as well as those from investee companies, to the approval by the respective Annual General Shareholders' Meeting. **The 2020 consolidated annual financial statements were approved by the Annual General Shareholders' Meeting of the Grupo Catalana Occidente, S.A. which was held on 29 April 2021.**

The Group's consolidated financial statements have been prepared from accounting records maintained by the parent and the other companies of the Group and include certain adjustments and reclassifications to standardise the principles and criteria used by the various companies integrated into Grupo Catalana Occidente.

As recommended by IAS 1, assets and liabilities are generally classified in the balance sheet according to their liquidity, but not by classifying assets and liabilities as current or non-current, which is more relevant for the purposes of insurance groups. As with other insurance groups, expenses in the profit and loss account are classified and presented according to their nature.

## 2.c) Responsibility for information and matters subject to judgement and uncertainty

The information in these financial statements is the responsibility of the Board Members of the parent Company, who have taken due care to ensure the effective operation of the various controls put in place to guarantee the quality of financial and accounting information, both for the parent and the companies of the Group.

In preparing the consolidated annual accounts, judgements and estimates were occasionally made by the management of the Parent company and of the consolidated companies, which were subsequently ratified by the directors, and these judgements and estimates relate, inter alia, to:

- The fair value and impairment losses of certain unlisted financial assets (Notes 3-b.3 and 3-b.4).
- The assumptions and hypotheses included in the calculation of the technical lifetime provisions (Note 3.j.2).
- The assumptions and hypotheses included in the calculation and model used for the valuation of non-life technical provisions determined by statistical methods (Note 3.j.2).
- The assumptions and hypotheses included in the calculation of technical provisions and recoveries in the credit line (Note 3.j.2 and Note 4.b.B).
- The useful life of the property, plant and equipment and investment property (Notes 3-c and 3-d) and intangible assets (Note 3.e).
- The determination of the recoverable amount of goodwill on consolidation and other intangible assets with a definite and indefinite useful life (see Note 3-e).
- The actuarial assumptions used to calculate the pension liabilities and obligations (Note 3.k.1).
- The assumptions and hypotheses used in the calculation of the liability adequacy test (Note 3.j.2).
- The assumptions included in the calculation of the provisional premiums estimated at closure derived from the credit and surety business (Note 3.m.1).
- The determination of the discount rate used in the calculation of the financial liability arising from leases subject to IFRS 16 (Note 3-c.2)

The aforementioned judgements and estimates have been made taking into account the current risk environment described in Note 4.

These estimates affect both the amounts recorded in the balance sheet and profit and loss account and those appearing in the statement of recognised income and expenses. Although they were prepared using the best information available, future events may make it necessary to revise these estimates (upwards or downwards) in coming years. Any such revisions would be applied prospectively, recognising the effects of the changed estimates in the consolidated financial statements.

## 2.d) New and revised standards

### 2.d.1) Standards, amendments and interpretations adopted in 2021

New accounting standards and/or amendments have come into force in 2021 which have naturally been taken into account in preparing the attached consolidated financial statements.

- *Amendments to IFRS 9, IAS 39 and IFRS 7 Reform of Reference Interest Rates:* The amendments provide temporary and limited exceptions to the hedge accounting requirements of IAS 39 and IFRS 9 so that companies can continue to meet the requirements, based on the assumption that existing reference interest rates are not altered by the reform of the interbank offer rate. The amendments apply to annual periods beginning on or after 1 January 2021.
- *Amendments to IFRS 16 Leases - Rent Improvements:* Amendment to extend the deadline for application of the practical expedient of IFRS 16 provided for leasehold improvements related to COVID-19.

Any accounting policy or valuation principle which can have a material effect on the 2021 consolidated financial statements has been applied in its preparation.

### 2.d.2) Current standards, amendments and interpretations not adopted

#### *IFRS 9 Financial Instruments: Classification and Measurement*

The effective date of IFRS 9 was 1 January 2018. The Group, however, has taken into account the application of the Deferral Approach provided for the insurance sector to postpone the application of IFRS 9 until the date of effective entry of IFRS 17, (see Note 2.d.3). The Group can apply the temporary exemption of IFRS 9 provided that its activities are predominantly connected to insurance, as described in paragraph 20D of the IFRS 4, on the date of annual presentation which is immediately prior to 1 April 2016 (i.e. upon close of 31 December 2015).

The Group complies with said requirement in virtue of the fact that the amount of the liabilities that arise from contracts within the scope of IFRS 4 is significant in comparison with the total amount of all liabilities. The percentage of the total amount of the liabilities connected to insurance (with regards to the total amount of all liabilities) is greater than 80% (only the amount of its technical provisions is 81.8% as at 31 December 2021 and 2020) and the Group is not involved in significant activity that is not connected to insurance.

#### **Breakdowns required by the deferral approach of IFRS 9**

Below is the detail of the fair value of the financial assets based on the SPPI criteria on 31 December 2021 and 2020, as well as the change in fair value during the exercise. The assets are classified in two categories:

- SPPI: financial assets where the cash flows represent only payments of principal and interest over the amount of the principal pending, excluding any asset classified as maintained in order to negotiate under IFRS 9, or that is managed and where the performance is evaluated on the basis of the fair value.
- Others: all financial assets not included in the SPPI category:

- i. Where the contractual terms do not lead to cash flow on certain dates that are only payments of principal and interests over the amount of principal pending.
- ii. Classified as maintained to negotiate under IFRS 9 or that are managed and the performance is evaluated based on the fair value.

Investments classified by nature	€ Thousand		
	31.12.2021	31.12.2020	Change of fair value during the year
Equity Instruments	2,381,131	1,834,502	546,629
SPPI	-	-	-
Other	2,381,131	1,834,502	546,629
Debt securities	7,396,774	7,554,910	(158,136)
SPPI	7,249,041	7,373,778	(124,737)
Other	147,733	181,132	(33,399)
Investments held for the benefit of policyholders who bear the investment risk	757,233	618,381	138,852
SPPI	118,635	133,168	(14,533)
Other	638,598	485,213	153,385
Loans	216,551	195,034	21,517
SPPI	216,551	195,034	21,517
Other	-	-	-
Other financial assets (*)	10,427	10,143	284
SPPI	10,427	10,143	284
Other	-	-	-
Deposits with credit institutions	620,756	573,425	47,331
SPPI	184,993	100,347	84,646
Other	435,763	473,078	(37,315)
Deposits for accepted reinsurance	22,101	24,007	(1,906)
SPPI	22,101	24,007	(1,906)
Other	-	-	-
Credits receivable	935,804	886,604	49,200
SPPI	935,804	886,604	49,200
Other	-	-	-
<b>TOTAL (**)</b>	<b>12,340,777</b>	<b>11,697,006</b>	<b>643,771</b>

(\*) The market value indicated corresponds to the book value, which is considered the best estimate of the fair value.

(\*\*) The total investments by nature classified by the section of the consolidated statement can be seen in Note 7.

From the analysis undertaken of the fixed income portfolio, assets have been identified that, having been through the SPPI test and having a non-low credit risk upon close of the year (credit rating lower than Investment Grade), have suffered a significant increase in credit risk since their initial recognition. Said assets imply a percentage of less than 0.01% over the total asset portfolio. The credit ratings of the financial assets that pass the SPPI test are included in the rating details of Note 4.c).

It is expected that the new requirements of IFRS 9 and IFRS 17 (which is developed in the next section) may have a significant impact on the amounts registered in the financial statements of the Group when they enter into force and the Administrators are currently quantifying said potential impact.

### 2.d.3) Standards, amendments and interpretations issued not in force

At the date these consolidated financial statements were authorised for release, the most significant standards and interpretations that had been published by the IASB but had not yet come into force, either because their effective date was after the date of the consolidated financial statements, or because they have not yet been adopted by the European Union (in the latter, only the most significant are included):

New standards, amendments and interpretations		Mandatory application for periods beginning as from
Approved for use in the European Union: Amendments and/or interpretations		
Annual improvements to IFRS: 2018 - 2020 cycle	Minor amendments affecting IFRS 1, IFRS 9, IFRS 16 and IAS 41.	01/01/2022
Amendment to IFRS 3: Reference to Conceptual Framework	IFRS 3 is updated to align the definitions of assets and liabilities in a business combination with those contained in the conceptual framework.	01/01/2022
Amendment to IAS 16: Tangible fixed assets - Income obtained before intended use.	It is prohibited to deduct from the cost of an item of property, plant and equipment any revenue from the sale of items produced while the entity is preparing the asset for its intended use.	1 January 2022
Amendment to IAS 37 Onerous contracts - Cost of fulfilling a contract.	It explains that the direct cost of performing a contract comprises the incremental costs of performing that contract and an allocation of other costs that relate directly to the performance of contracts. It clarifies that before making a separate provision for an onerous contract, an entity shall recognise any impairment loss that has occurred on the assets used to fulfil the contract, rather than on the assets dedicated to that contract.	1 January 2022



New standards, amendments and interpretations		Mandatory application for periods beginning as from
Not approved for use in the European Union:		
New rules		
IFRS 17 Insurance Contracts	It replaces IFRS 4 and sets out the principles for recording, measuring, presenting and disclosing insurance contracts in order for an entity to provide relevant and reliable information to enable users of the information to determine the effect of contracts on financial statements.	1 January 2023 (*)
Amendments and/or interpretations		
Amendment to IAS 1: Classification of liabilities as current or non-current	Presentation of financial statements - Classification of liabilities as current or non-current	1 January 2023
Amendment to IAS 1: Breakdown of accounting policies	It enables entities to properly identify material accounting policy information that should be disclosed in the financial statements.	1 January 2023
Amendment to IAS 8 Definition of accounting estimate	Amendments and clarifications on what should be understood as a change in accounting estimate.	1 January 2023
Amendment to IAS 12 Deferred taxes arising from assets and liabilities resulting from a single transaction	Clarifications on how entities should record deferred tax arising on transactions such as leases and decommissioning obligations.	1 January 2023
Amendment to IFRS 10 and IAS 28: Sale or contribution of assets between an investor and its affiliate or joint venture	Clarify the accounting treatment of the sale or contribution of assets between an investor and its associates and joint ventures, which will depend on whether the non-monetary assets sold or contributed to <b>an associate or joint venture constitute a "business"</b> . The investor recognises the full gain or loss when the non-monetary assets constitute a 'business'. If the assets do not meet the definition of business, the investor recognises the gain or loss to the extent of the interests of other investors. The amendments apply only when an investor sells or contributes assets to its associate or joint venture.	(**)

(\*) IASB decided on 17 April 2020 to postpone the effective date of the Standard by one year, from 1 January 2022 to 1 January 2023

(\*\*) Originally, these amendments to IFRS 10 and IAS 28 were prospective and effective for annual periods beginning on or after 1 January 2016. However, at the end of 2015, the IASB took the decision to postpone the effective date of these amendments (without setting a new specific date), as a broader review is being planned that could result in simplifying the accounting for these transactions and other aspects of accounting for associates and joint ventures.

The Group has not made plans for the anticipated application of the aforementioned standards and interpretations and in any case their application will be subject to consideration by the Group upon approval, if applicable, by the European Union.

### *IFRS 17 Insurance Contracts*

This standard replaces IFRS 4, a standard that permits continued use of the local accounting practices and that has led to insurance contracts being accounted for in a different manner among jurisdictions. This standard establishes the principles for registration, presentation and breakdown of the insurance contracts with the objective of the entity providing relevant and reliable information that allows the **users of the financial information to determine the effect that these contracts have on the entity's** financial statements.

The implementation of IFRS 17 will imply undertaking consistent accounting for all insurance contracts based on an evaluation model that will use calculation hypotheses updated at each close date (such as the type of discount, actuarial hypotheses, and regarding other financial variables).

The effects of the changes on the previous hypotheses can be recognised both in the income statement and the equity, depending on their nature and on whether said changes are associated to the provision of a service that has already taken place or not, or imply reclassification among the components of the

liability of registered insurance. The income or expenses can be fully registered in the income statement or in the equity.

For all contracts that are not onerous, the entities will recognise a profit margin in the profit and loss account (called "**contractual service margin**") throughout the period during which the entity provides the service. However, if at the time of initial recognition or during the period when the entity provides the service, the contract is onerous, the entity must recognise the loss in the profit and loss account immediately.

On 26 June 2019, the IASB published a Draft Proposal for Amendments to IFRS 17 for public consultation. The objective of the amendments is to continue to support their implementation, alleviating the concerns and challenges raised about the implementation of the standard by the actors affected by it. In this sense, one of the amendments included in this Draft refers to the deferral of the date of entry into force of the standard. IFRS 17 will be applicable in annual periods that begin on 01 January 2023 (date of first application), although the presentation of comparative information is obligatory (transition date of 1 January 2022).

The proposed amendments are only designed to minimize the risk of disruption to the implementation currently under way. On 25 June 2020, the IASB published the Final Amendments to IFRS 17.

During the 2021 financial year, the Group has continued with the implementation of the standard, in accordance with the action plan that was updated as soon as the defined milestones were achieved and the progress of the requirements of this standard.

The different areas involved (Actuarial, Accounting and Consolidation, Accounting Standards and Policies, Systems, Risk Control, Investments, etc.) have focused their efforts on adapting systems and processes to IFRS 17 in line with the requirements of IFRS 9. In the project as a whole, the areas of work that stood out in 2021 were, among others, to continue to model the actuarial tools, to improve accounting policies, to develop accounting and management information models, as well as to test the partial results that have been generated.

In addition, from the point of view of the project governance system, the Group has committees that continue to ensure compliance with the requirements of IFRS 17, aligned with those of IFRS 9 emphasising:

- the Project Committees, composed mainly of the heads of the aforementioned areas, which monitor the evolution of the project and its compliance with the requirements of the standard, both for the traditional business and the credit business; and
- the Executive Committee, which is positioned as the highest supervisory body of the project and is responsible for the main strategic decisions that arise during the course of the project.

According to the progress of the project, the first application of the standard is expected to have a significant financial impact on insurance contracts measured according to the General Model (or, in other words, the "*Building Block Approach*"), especially for the credit business and the traditional life business. Progress has been made in estimating the impact of the standard on the Group's financial statements, although, given the scope and interdependence of its implications, preliminary quantitative results are partial and are under continuous analysis.

Following the progress of the aforementioned work areas, the activities planned for the 2022 financial year are, among others: to refine the technical and financial information simulated in the IFRS 17 environment, construction and validation of the transition balance sheet as of 1 January 2022, execution of the parallel under IFRS 17 during the 2022 financial year in order to present the comparative information of the external reports for the 2023 financial year, progress with the formalization of the operational processes impacted by IFRS 17 and to start the definition of its governance system. These activities guarantee the application of IFRS 17 in due time and form for its entry into force and transition to IFRS 17, and their schedule is aligned with the defined implementation plan.

## 2.e) Comparison of information

The consolidated financial statements for 2021 are presented comparatively with the previous year, pursuant to the requirements of *IAS 1 - Presentation of Financial Statements*.

## 2.f) Consolidation principles

The **Group's scope of consolidation was defined according to the provisions of IFRS 10 – Consolidated and Separate Financial Statements and IAS 28 – Investments in Associates** (see Annex I and II).

These consolidated financial statements for 2021 include all the companies of the Group, using the consolidation methods applicable in each case, in accordance with Article 42 of the Código de Comercio (Spanish Commercial Code). The parent is not required to prepare consolidated financial statements with a scope greater than that of these consolidated financial statements, as it is itself part of a group headed by CO Sociedad de Gestión y Participación, S.A. which prepares its consolidated annual financial statements separately.

### 2.f.1) Subsidiaries

Subsidiaries are considered to be those entities in which the Group has control, i.e. when it is exposed to or has variable rights of return on the entity and has the capacity to influence such returns.

Appendix I to these Consolidated Notes contains significant information on these companies and Note 5 provides information about the most significant changes during 2021 and between the balance sheet date and the date these financial statements were authorised for release.

The annual financial statements of subsidiaries are fully consolidated with the Group financial statements by aggregating assets, liabilities, net equity and income and expenses of a similar nature, which are recognised in the individual financial statements after harmonisation and restatement to comply with IFRS. The book value of direct and indirect interests in the equity of subsidiaries is offset against the portion of the net assets of the subsidiaries that each represents. All other material balances and transactions between consolidated companies are eliminated on consolidation. In addition, **third-party ownership interests in the Group's equity and in profit for the year are presented under the headings "Minority interests" in the consolidated balance sheet and "Profit attributable to minority interests" in the consolidated profit statement, respectively.**

The individual financial statements of the parent and subsidiaries used in preparing the consolidated financial statements are prepared with the same reporting date.

The results of subsidiaries acquired during the year are included in the consolidated income statement from the date of acquisition to year-end. In the case of subsidiaries that cease to be subsidiaries, the results are included up to the date on which they cease to be a Group subsidiary, and the assets and liabilities of the subsidiary and any minority interest or component of the equity.

**In cases where the Group increases its share of a subsidiaries' voting rights, any difference** between the cost of the new acquisition and the additional portion of net assets acquired is calculated on the value at which they were accounted for in the consolidated accounting records.

Regarding stakes in investment funds managed by companies of the Group where the participation of the same is above 20%, the Group opts not to consolidate, taking into consideration the provisions of IAS 8 Accounting policies, changes in accounting estimates and errors, section 8, which indicates that the accounting policies do not need to be applied when the effect of the use is not significant. **The stakes in said funds are classified in the section "Financial investments - stakes in investment funds".**

The effect of consolidating on 31 December 2021, the funds which the Group has control over (i.e. GCO Acciones, FI; GCO Eurobolsa, FI and GCO Internacional, FI; see Note 7.a.2), would imply an increase in the assets and liabilities of the financial situation **statement of €26,048 thousand, which is 0.1% of the total assets (€20,512 thousand 0.1% of the total at 31 December 2020)**

In application of IAS 8, the Group will proceed to consolidate its stake in said funds in the case of evaluating the effect of consolidation as significant in later years.

## 2.f.2) Associates

Associates are entities, other than subsidiaries, over which the Group has significant influence, i.e. the power to participate in the financial and operating policy decisions of the investee but not to exercise full or joint control over it.

In general, it is presumed that the Group exercises significant influence if it holds, directly or indirectly, 20% or more of the voting power of the investee, unless it can be clearly demonstrated that such influence does not exist.

However, the entity CLAL Crédit Insurance Ltd., where the Group holds less than 20% of voting rights, is considered an associate company because the Group is able to exercise significant influence over the same.

Appendix II provides relevant information about associates.

Associates are integrated in the consolidated annual financial statements using the equity method, whereby the investment is initially recognised at cost and subsequently adjusted to reflect any changes in the **Group's share of net assets of the investee. The Group's results for the year include** its share of the profit or loss of investees, less any treasury shares held by each investee, after deduction of dividends and other appropriations.

**The Group's share in discontinued operations** is recognised separately in the consolidated income statement, while its share in the changes that associates have recognised directly in equity are also **recognised directly in the Group's net equity, with the details being recorded** in the statement of recognised income and expense.

In applying the equity method, the most recent available financial statements of each associate are used.

If an associate uses accounting policies other than those used by the Group, the appropriate **adjustments are made to make the associate's accounting policies consistent with those of the Group.**

If there is any indication of an impairment loss in the investment in the associate, the impairment loss is deducted in the first place from any remaining goodwill in the investment.

Notes 5 and 8 to the consolidated financial statements give details of the significant new **acquisitions in 2021 in affiliates, any increases in the Group's stakes in the capital of companies** already classified as affiliates at the start of the year, as well as information on the sale and loss through impairment of shares, if any.

## 2.g) Offsetting

Asset and liability balances are offset and therefore recorded in the consolidated financial statements on a net basis if, and only if, they arise from transactions in which offsetting is contractually or legally permitted and which the Company intends to settle on a net basis or realise the asset and settle the liability simultaneously.

## 2.h) Financial information by segment

IFRS 8 – Segment Reporting confirms the principles governing the preparation of financial information by business lines and geographical area.

Segment information is presented according to the control, monitoring and internal management of the **Group's insurance activities and results and is prepared for all the insurance lines and sub-lines which the Group operates, taking the Group's structure and organisation into account.** The Board of Directors

of Grupo Catalana Occidente is the highest body in terms of making operational decisions to define the operating segments.

The Group has defined as the main segments those corresponding to the 'Traditional business' and the 'Credit insurance business' (see Note 1.b).

The 'traditional business' includes life and non-life insurance, which are subject to risks and returns inherent in the insurance business. Life insurance groups together all those insurance contracts that guarantee hedging of a risk that may affect the existence, physical integrity or health of the insured party; and Non-life insurance groups together insurance contracts other than life insurance, which may be broken down into the branches of Motor, Multi-risk and Other various types of insurance.

In addition, the 'Traditional business' includes 'Other activities' to group together all those operating operations that are different from, or not related to, actual insurance activity. The income and expenses included in this category include the results of the Group's subsidiaries that do not engage directly in insurance business and other income and expenses, as detailed in Note 18.

The 'Credit Insurance Business' includes the Credit and Surety branches and is mainly made up of the insurance business of the subsidiary subgroup Atradius N.V., which operates both in Spain and abroad.

Each of the insurance companies directly or indirectly controlled by the Group may be classified as a single-line or multi-line company, based on the definition of insurance lines provided by the DGSFP. Note 1.b gives details of the specific lines in which the Group is authorised to operate.

The accounting policies applied by each of the segments are the same as those used for preparing and **presenting the Group's consolidated financial statements, including all the accounting policies relating specifically to financial information of the segments.**

Both the assets and liabilities of the segments as well as the income and expenses were set before the elimination of the balances and intra-group transactions carried out in the consolidation process, except when those balances and transactions were undertaken between companies within one segment. This is the prevailing scenario in the Group, with all intra-group transactions being carried out at current market prices.

**The rules for allocating assets and liabilities and income and expenses to the Group's segments are as follows:**

#### Allocation of assets and liabilities to the segments

**Segment assets are assets relating to the Group's insurance and complementary operations that are used by a segment to provide its services, including assets that are directly attributable to the segment or that can reasonably be allocated to it.**

Segment assets include investments accounted for by the equity method, based on the allocation of **these investments in the "Investment Book" of each subsidiary. The profit or loss from such investments is included in the ordinary profit of the segment in question.**

**Segment liabilities include the Group's share of the liabilities arising from the segment's activities that are directly attributable to the segment or can reasonably be allocated to it. If the segment result includes interest expense, the related interest-bearing liabilities are included in segment liabilities.**

#### Allocation of income and expenses to the segments

Technical income and expenses arising from insurance operations are allocated directly to the traditional business segment and the credit insurance business segment, respectively, and in the case of the former, to its various activities, depending on the nature of the transaction from which they arise.

Financial income and expenses are allocated to the segments according to the prior allocation of the **assets that generated the income or expense in question, as shown in the each company's "Investment Book". The same financial instrument may be allocated to more than one segment. The Group's share**

of the results of associates, which is shown separately in the income statement, has been allocated to the different segments on the basis of the percentage of the investment that each segment represents within each investment portfolio.

The aforesaid financial income and expenses is allocated between the various Non-life insurance mainly on the basis of the technical provisions established for each of the lines in question. Likewise, the income and expenses deriving from equity securities and other financial instruments not directly related to **the insurance business are assigned to 'Other Activities'**

All other non-technical and non-financial income and expense directly or indirectly related to the different segments has been assigned to the corresponding segments directly, according to the segment that generated it or on some other fair basis. In the latter case, a cost allocation method based on functional activities has been used. This involves identifying the activities and tasks performed in each business process and allocating to each activity the resources it uses or generates. Thus, in the attached income statement, part of the general and administrative expenses is presented under the headings **"Claims incurred in the year, net of reinsurance", "Other technical costs" and "Expenses arising from tangible fixed assets and investments", while the rest is presented as "Net operating expenses"**.

**The appendices to the Group's consolidated financial statements and Note 18 provide consolidated segment financial information, including breakdowns of ordinary income and expense and segment assets and liabilities, as well as any assets and liabilities which have been excluded or have not been allocated. This information is provided independently of the obligation under Spanish GAAP, applicable to the Spanish insurance companies included in the consolidated group, to disclose accounting and statistical information to the DGSFP.**

The Group has aligned the segment reporting note consistently with the information used internally for management reporting and with that presented in other public documents.

## 2.i) Cash flow statement

The following expressions are used in the cash flow statement:

- Cash flows: inflows and outflows of cash and cash equivalents. Cash equivalents are highly liquid short-term investments, with a maturity of less than three months which are readily convertible into specific cash amounts and are subject to negligible risk of changes in value.
- Operating activities: activities typical of insurance companies and other activities that cannot be classified as investment or finance activities.
- Investing activities: those of acquisition, sale or other disposal of long-term assets and other investments not included in cash equivalents.
- Financing activities: activities that result in changes in the size and composition of equity and of the liabilities that are not part of operating activities. Transactions with own shares are considered financing activities. Dividends paid by the parent to its shareholders are also included in this category.

## 3. Significant accounting principles and policies and measurement bases used in the consolidated accounts

The main accounting principles required by legislation, as well as accounting policies and measurement bases used in preparing the Group's consolidated annual accounts are as follows:

### 3.a) Cash and other cash equivalents

This balance sheet item consists of liquid assets, including cash, sight deposits, and cash equivalents.

Cash equivalents are highly liquid short-term investments, with a maturity of less than three months which are readily convertible into specific cash amounts and are subject to negligible risk of changes in value.

## 3.b) Financial assets

### 3.b.1) Recognition

Financial assets are generally recognised on the date of settlement. In Accordance with *IAS 39 - Financial Instruments: Recognition and Measurement*, the Group classifies its financial instruments at initial recognition in the following categories: at fair value through profit or loss, available for sale and loans and receivables.

### 3.b.2) Classification of financial assets

Note 7 to the consolidated financial statements shows the book value of financial assets at 31 December 2021 and 2020, together with the specific nature of these assets, classified as follows:

#### — Financial assets at fair value through profit or loss:

Within this category, two types of financial asset are distinguished

- Financial assets held for trading (HFT portfolio):

These financial assets are classified as held for trading because they are acquired principally for the purpose of selling or repurchasing them in the short term, are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking or are derivatives not designated as hedging instruments.

- Other financial assets at fair value through profit or loss (FVPL portfolio):

These assets are classified into financial schemes or portfolios allocated to insurance transactions (insurance contracts for which the flows arising from the financial assets sufficiently match, in timing and quantity, the obligations stemming from a group of homogeneous policies).

Also, the Group allocates to this portfolio, mostly, all financial instruments with an associated or embedded derivative and part of its investments in fixed income and equities, whether or not the bonds are traded on an active market, part of its long-term deposits and all non-mortgage loans corresponding to financed premiums for outsourced pension plans.

The fair value of financial instruments that are not quoted on an active market or for which no firm market value is available from the counterparty (or through a contributor) is determined by discounting the cash flows the assets in question are expected to generate, using the market yield curve (see following section).

#### — Loans and receivables (LR portfolio):

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

**The majority of the Group's mortgage loans, non-mortgage loans, advances against policies, other financial assets, quotations, bank deposits and receivables relating to the deposits required in the inward reinsurance business are included in this category.**

Other receivables such as receivables arising out of direct insurance, reinsurance and coinsurance operations and other receivables other than tax assets are also presented in this category, according to their nature. Some of these items are excluded from the scope of IAS 39 and are specifically dealt with by other IFRS standards.

#### — Available-for-sale financial assets (AFS portfolio):

This category includes all financial assets that are not classified in the other portfolios.

As a general rule, the Group includes in this category all equity instruments, the part of its portfolio of quoted and unquoted bonds that is not specifically set aside to cover commitments to insured customers, all its shares and units in investment funds, part of its long-term deposits, and other financial assets with published price quotations.

In addition, the Group maintains various contracts for the financial swap of interest rates, generally receiving from the other parties, predetermined fixed amounts in the same currency (they are fixed at the initial moment and do not change during the expected life of the transaction). The main purpose of these transactions is to cover the cash flow necessary in order to cover the payments derived from commitments with insured parties. At the initial moment of the transaction, an available-for-sale financial asset is recorded for the investment acquired in the fixed-income securities, as well as for the collection right and the payment obligation arising from the swap. After initial recognition, the aforementioned three investments are valued at fair value, and the corresponding change in value is recorded in equity under the line 'Valuation adjustments'. The effective interest earned on each of the aforementioned AFS investments is recycled to the profit and loss account. The calculation of the fair value of the financial swap is carried out as elements of hierarchy of the Level 2 fair value, i.e. taking into account cash flow discounts at market interest rates (see Note 3.b.3).

Investments in associates are accounted for under the specific sub-heading of “**Investments in entities accounted for using the equity method**”.

**In 2021, and in the previous one, no financial instruments were classified as “Held-to-maturity investments”.**

### 3.b.3) Recognition and measurement of financial assets

The Group measures financial assets at initial recognition at fair value, adjusted (in the case of financial assets not recognised at fair value through profit or loss) for any transaction costs directly attributable to the purchase or issue thereof.

After initial recognition, the Group measures financial assets, including derivatives that are assets, at fair value, without any deduction for transaction costs incurred on sale, except for certain loans and receivables which are measured at amortised cost using the effective interest rate method.

The fair value of a financial instrument on a given date is taken to be the amount for which the asset could be exchanged between knowledgeable, willing parties who are properly informed and in a mutual independence condition. The most objective and common reference for the fair value of a financial instrument is the price that would be determined on the basis of the quoted prices published in the active market. When such reference exists, it is used to measure the financial asset. However, in certain cases the price quotations provided by the various counterparties who would be willing to exchange a certain financial asset or the prices indicated by the contributors are also considered.

In the absence of an active market for a financial instrument, the Group determines fair value using generally accepted techniques.

In addition, the Group has contracted the service of structured investment valuation with an independent expert from the Management, Serfiex, a specialist in the sector. This service enables the valuations provided by the contributors to be compared with internal valuation methods. For those structured investments where liquidity is not guaranteed through the contributor being quoted on an active market, the Group recognises the market value calculated by Serfiex.

Financial instruments are therefore classified into to three levels, according to the inputs used to determine their fair value:

- Level 1: the valuation is performed directly using the quoted price of the financial instrument, which is observable and available from independent price sources and refers to active markets accessible to the entity at the valuation date.



- Level 2: for instruments for which there is no directly observable price, their fair value is estimated by applying commonly accepted valuation techniques, where the variables used are based on observable market data.

These mainly include fiduciary deposits and fixed income assets associated with interest rate swaps, for which the Group has the separate valuation of the bond and the swap. The valuations of these assets, in most cases, are obtained using the Current Value Method (discounted future cash flows) obtained directly from the counterparty or calculated internally. This measurement technique uses the future cash flows of each instrument, which are established in the various contracts signed with the counterparty, discounted using the market curve plus a credit spread, both of which are observable.

- Level 3: instruments are measured using valuation techniques that use specific and significant variables that are not obtained from observable market data.

These mainly include equity assets, where the realisable value is generally estimated on the basis of the individual characteristics of the asset. In these cases, the valuation is usually carried out by asking a third party for a reference valuation. The main valuation technique used is the Net Asset Value or Theoretical Book Value of the unit and, additionally, for units in investment funds, the net asset values not published by management companies. Net Asset Value represents the most recent available net total value of the company's assets less liabilities, applying the percentage of ownership interest in the company.

The valuation models used are selected and validated by the Group's management.

Instruments measured at amortised cost are measured taking into account the effective interest rate method. Amortised cost is taken to be the amount at which the financial instrument was initially measured, minus principal repayments, plus or minus, as appropriate, the cumulative gradual amortisation or allocation, using the effective interest rate method, of any difference between that initial amount and the redemption value upon maturity, minus any reduction for impairment or non-collectability.

All financial assets except for those recognised at fair value through profit or loss are subject to impairment testing.

Financial investments shall be derecognised when the rights to receive cash flows have expired or when practically all the risks and rewards of ownership of the financial asset have been transferred. If there are transfers of assets in which control is maintained, the accounting asset continues to be recognised.

#### 3.b.4) Impairment of financial assets.

At each balance sheet date, the Group assesses whether there is objective evidence that a financial asset or a group of financial assets is impaired, taking into account events that either individually or in conjunction with others provide such evidence.

As a general rule, a prolonged and significant decline in the market value of equity and debt securities, taken individually, below their cost or amortised cost is considered evidence of impairment. Cases where the unrealised loss on a given security is irreversible are also considered evidence of impairment.

Where there is evidence of impairment, based on the aforesaid criteria, the Group analyses the situation to determine the extent of the loss to be recognised. The following methods are used to determine the amount of the impairment:

- Financial assets carried at amortised cost:

The amount of the loss is measured as the difference between the asset's book value and the present value of **estimated future cash flows discounted at the financial asset's original**

effective interest rate. The book value of the asset is reduced through use of an allowance account, while the amount of the loss is recognised in profit or loss.

If in subsequent periods the amount of the impairment loss decreases, the previously recognised impairment loss is reversed in the income statement.

This type of asset includes the amounts receivable by the Group from certain insured customers and/or policyholders for uncollected or unbilled premiums. In this case, **impairment is determined on the basis of the last three (3) years' cancellation experience, and** taking into account the number of months elapsed between the theoretical collection date and each reporting date, as well as the line of insurance in question.

Receivables on the recovery of claims are capitalised when realisation is sufficiently guaranteed.

— Available-for-Sale financial assets:

When the fair value of an available-for-sale financial asset declines significantly, the cumulative loss that had been recognised directly in equity is removed from equity and recognised in the profit or loss account, even though the financial asset has not been derecognised.

Impairment losses recognised in profit or loss for investments in equity instruments classified as available for sale (equity securities) are not reversed through profit or loss. However, reversals associated with debt instruments are recognised in the profit or loss account.

The Group's impairment criteria and policies for establishing if there is evidence of impairment losses on available-for-sale financial assets:

- Listed or unlisted debt instruments are considered to have suffered an impairment if there is objective evidence of such as a result of one or more events occurring after the initial recognition of the asset and this event or events have an impact on the future estimated cash flows associated with the financial asset or group of financial assets that can be reliably estimated. The downgrading of an entity's credit rating is not in itself evidence of a loss of value, although it may indicate an impairment when taken together with other available information. A decline in the fair value of an asset to below its cost is also not prima facie evidence of an impairment loss. These events are evaluated together with other situations that may indicate a loss (e.g. if the issuer is in serious financial difficulties, if contractual clauses have been breached, if a bidding event or financial reorganisation is likely, or if the active market for the instrument disappears.
- The Group determines if there is evidence of impairment losses on listed equity instruments primarily on the basis of establishing time or percentage criteria for comparing the average cost of the instrument with its quoted price. Specifically, according **to the time or percentage ranges established in the Group's accounting policies, objective** evidence of impairment shall be deemed to exist when there is a 40% decrease in the share price relative to the average cost of acquisition or in a situation of continued loss for a period exceeding 18 months.

The Group also considers situations where the issuer is declared, or is likely to be declared, insolvent, or has significant financial difficulties to be objective evidence of impairment losses.

- For unlisted equity instruments, the criteria applied to determine impairment losses are based on comparing the average acquisition cost of the instrument with its fair value calculated using best estimates according to the information available.

— Investment in entities accounted for using the equity method:

- For equity instruments without a price listed in **the section "Investment in entities accounted for using the equity method", the Group undertakes deterioration** tests according to the methodology described in Note 3.e.1).

### 3.b.5) Recognition of changes in the fair value of financial assets and liabilities

A gain or loss arising from a change in the fair value of a financial asset that is not part of a hedging transaction is recognised as follows:

- Any profit or loss on a financial asset at fair value through profit or loss is recognised in the profit and loss account for the year under the heading **“Losses on investments” or “Gains on the sale of investments” in the Life insurance line income statement.**
- Any profit or loss on an available-for-sale asset is recognised directly in equity, in the **“Valuation adjustments” line, until the financial asset is derecognised, except for impairment losses and exchange gains or losses.** In the case of equities financial assets classified as **“Available-for-Sale financial assets”, the differences by exchange rate are recognised in the net equity under the line of “Valuation adjustment”.** Upon reversal of the asset, the profit or loss previously recognised in equity is recognised in the profit and loss account for the year.

However, interest calculated using the effective interest rate method is recognised in the income statement for the year (see point I of this Note). Dividends on an equity instrument classified as available for sale are recognised in the profit and loss account for the year **when the Group’s right to receive payment has been established.**

When a financial asset recognised at amortised cost is derecognised or impaired, or the effective interest rate method is applied to it, the resulting income and expenses are recognised through the profit and loss account.

### 3.b.6) Investments held for the benefit of policyholders who bear the investment risk.

Investments held for the benefit of insurance policyholders who bear the investment risk are measured at cost upon subscription or purchase thereof. This cost price is subsequently adjusted on **the basis of the assets’ realisable value. Any revaluation or impairment of these assets is credited or charged to the Life insurance income statement under the headings “Income from investments assigned to insurance policies where policyholders bear the investment risk” and “Expenses of investments assigned to insurance policies where policyholders bear the investment risk”.**

All equity, fixed-income and other instruments are priced officially linked to insurance where the policyholder assumes the risk of the investment and are designated and classified as **“at fair value with changes in profit and loss”.** Only financial assets without published price quotations (short-term bank deposits and current accounts) and other assets allocated to the business are assigned to the Loans and receivables portfolio.

For presentation purposes, all investments and balances assigned to the business are classified by **portfolio under the balance sheet headings “Other financial assets at fair value through profit or loss” and “Loans and receivables”, while the liabilities assigned to these contracts are classified as “Technical provisions – for life insurance policies”.**

### 3.c) Tangible fixed assets

#### 3.c.1) Buildings, improvements in own buildings, transport elements, data processing equipment and other tangible fixed assets

Under this balance sheet item, the Group records all owner-occupied properties and those occupied by Group companies and those under construction or development for future use as properties for own use.

**“Property, plant and equipment” also includes transport** equipment, furniture and fixtures, and computer hardware.

Property, plant and equipment assets are stated at acquisition or construction cost, less accumulated depreciation and, where applicable, accumulated impairment losses, but never at less than their residual value. The cost of additions and improvements that expand the capacity or floor area, increase the returns or extend the useful life of property held by the Group subsequent to initial recognition are capitalised and recorded under **“Other tangible fixed assets”**. Conversely, upkeep and maintenance costs are expensed to the profit and loss account in the year incurred.

When payments on acquisition of a property are deferred, their cost is the cash price equivalent. The difference between the cash price equivalent and the total payment is recognised as interest expense over the deferred period.

In general, the Group applies the straight-line systematic depreciation method to the acquisition cost, excluding the residual value, over the following estimated useful lives:

Tangible fixed asset items	Estimated useful life
Property (excluding land)	Between 33 and 77 years
Improvements to owned property	10 years
Transport equipment	Between 5 and 7 years
Data processing hardware	Between 3 and 5 years
Other property, plant and equipment	Between 3 and 10 years

Property under construction is depreciated from the moment it is in a usable condition.

The values and the residual lives of these assets are reviewed at each balance sheet date and adjusted as appropriate. The recognised book value of an asset is immediately reduced in line with its recoverable amount if the book value is greater than the estimated recoverable value. Profits and losses on disposal are calculated by comparing the net sale proceeds with the recognised book values.

The market value of owner-occupied property indicated in Note 9.a) to the consolidated financial statements has been obtained from appraisals carried out by independent experts. The generally used valuation methods correspond to the methodology established in the Order ECO/805/2003, of March 27, partially modified by Order EHA 3011/2007, of 4 October: the method of comparison, the method of cost, the residual abbreviated method and the method of income update, depending on the characteristics of the asset to be valued.

These valuations correspond to Level 2 and Level 3 of the hierarchy of fair value established by *IFRS 13 Valuation of the fair value* (see Note 3.b.3), depending on whether said value is determined depending on variables observed in the market or on estimates where a significant variable is not based on observable market data, respectively.

Regarding the main inputs used in the mentioned valuation techniques, it should be highlighted that:

- The method of comparison (based on the principle of substitution) values the property by comparison with other property values on the market and, based on specific information on real transactions and firm offers, current cash purchase prices are obtained for said properties in accordance with standardisation coefficients (Level 2);
- The method of cost calculates the replacement or substitution value based on the elements necessary in order to achieve a property of the same characteristics (value of the land, cost of construction and the expenses necessary in current prices). This is mostly applicable to the valuation of all types of buildings and elements of buildings, in design, in construction or rehabilitation or finished) (Level 2);
- The residual abbreviated method is based on the fact that the value of each of the components (generally the value of the land or the building) is the difference between the total value of each asset and the values attributable to the costs of building in order to finish the property from its current status, residually obtaining the value of the land. Fundamentally applied to urban land or land that can be developed (Level 2);
- The method of income update updates the anticipated future utility (cash flow anticipated from rent or from associated economic activity) and uses unobservable inputs such as the probability of future occupation and/or current or anticipated payment defaults.

### 3.c.2) Operating Leases

At the beginning of a contract, the Group assesses whether it is a lease. A contract is a lease if it gives the customer the right to exercise control over the use of the identified asset for a period of time in return for a consideration, i.e. the Group is entitled to obtain substantially all of the economic benefits from the use of an identified asset and has the right to direct the use of that asset.

#### *As Lessee*

At the commencement of the lease, the Group recognises an asset for right of use and a liability for lease. The right-of-use asset is initially measured at cost, which includes the amount of the lease liability, any lease payments made before or at the inception of the lease, and any initial direct costs incurred less any incentives received. The lease liability is initially measured at the current value of the lease payments to be made, discounted using the interest rate implicit in the lease or, if this cannot be readily determined, the incremental borrowing rate of the lessee. The Group normally uses its incremental interest rate as a discount rate. This rate has been calculated for the different portfolios defined by the Group based on the economic environment, the durations of the contracts, the debt position of the Group and the quality of the underlying assets.

The right-to-use asset is subsequently depreciated using a straight-line method based on the shorter of the asset's useful life and the duration of the lease. The lease liability is subsequently measured at amortised cost using the effective interest method. The depreciation expense for the right of use and the interest expense for the lease liability are recorded separately in the income statement.

The Group presents its assets by right of use under the heading 'Property, plant and equipment' in the balance sheet and the liabilities for leasing under the heading 'Debts and payables - Other debts'.

#### *As Lessor*

The Group classifies all leases in which it is the lessor as operating leases. Lease payments under operating leases are recognised as income on a straight-line basis in the income statement.

### 3.d) Investment property

Under this balance sheet item, the Group records properties held for capital gains or long-term rental income that are not occupied by Group companies and those under construction or development for future use as investment property.

Also included under this item is land held for a currently undetermined future use and buildings that are currently vacant.

Some properties are partly held to earn rentals and partly owner-occupied. If the two parts can be sold separately, the Group accounts for the parts separately. Otherwise, dual-use property is classified as investment property only if the owner-occupied part is insignificant.

**“Investment property” includes land and buildings held by the Group in full ownership. It is recognised at acquisition or construction cost, less accumulated depreciation and, where applicable, accumulated impairment losses, but never at less than its residual value. Acquisition cost consists of the purchase price and any expenditure directly attributable to the acquisition (associated transaction costs). The acquisition cost of self-constructed investment property is the property's cost at the date when construction or development is complete.**

The accounting treatment of the costs of any addition, modernisation or improvement and the impairment tests, depreciation methods and useful lives established for investment property are similar to those used for owner-occupied property (see Note 3.c).

The market value of the investment property indicated in Note 9.b) to the consolidated financial statements has been obtained in accordance with the valuation methods described in the previous section on owner-occupied property. In addition, the market value of investment property for non-insurance companies has been obtained from valuations under RICS standards, based on the rental update method and comparable market methods, described in the previous point

### 3.e) Intangible assets

**“Intangible assets” comprise all identifiable non-monetary assets without physical substance that arise as a result of an acquisition from a third party or are generated internally by a company of the Group. Intangible assets that are identifiable, have future economic benefits and are under the Group's control are recognised if, and only if, their cost can be reliably estimated and the future economic benefits associated with them are likely to flow to the Group.**

The Group measures intangible assets initially at acquisition or production cost and subsequently at cost less any accumulated amortisation and impairment losses, and the accumulated amount of losses from value impairment, if any. To determine whether intangible assets are impaired, the Group applies IAS 36 – Impairment of Assets and subsequent interpretations.

Intangible assets may have an indefinite useful life - when, based on an analysis of all the relevant factors, it is concluded that there is no foreseeable limit to the period over which they are expected to generate net cash inflows for the consolidated entities - or a finite useful life, in all other cases, in which case the duration is assessed.

#### 3.e.1) Goodwill on Consolidation

**“Goodwill on Consolidation” reflects any positive consolidation differences arising from the acquisition of equity interests in subsidiaries. It is equal to the excess of the cost of the business combination over the net fair value of the identifiable assets, liabilities and contingent liabilities acquired, provided such excess cannot be assigned to specific tangible or intangible assets.**

In accordance with the provisions of the IFRS 3, a maximum evaluation period of one year from the date of acquisition is specified, during which the acquiring company can retroactively adjust the provision amounts recognised at the acquisition date, when additional information not known at the time of assignment is available.

Goodwill acquired through a business combination is not amortised, but is tested annually for impairment, or more frequently if there are signs of deterioration.

The Group defines a Cash Generating Unit (CGU) as each of the companies in which it holds an interest, either directly or indirectly.

In accordance with the requirements established in *IAS 36 Impairment of Assets*, there is impairment when the book value of the CGU assigned to the goodwill is higher than the recoverable value of the same. For determination of the value or amount recoverable, the value in use is estimated. The value in use of the CGUs corresponding to the insurance business is obtained through subtracting the distributable dividends, a technique that refers to the current value of the potential distributable dividends once the solvency requirements have been attended to. Regarding the CGUs that do not correspond to the insurance business itself, the technique of subtracting available cash flow is used.

The estimate of these values is performed by taking into account different parameters or variables such as the macroeconomic environment, the type of business, historic behaviour, etc. All parameters used in the calculation maintain internal coherence between them, as well as the hypotheses of the Group strategy, in general, and for each business individually.

The key assumptions on which the Group's management has based its projections of results to determine the present value of future cashflows from investments relative to companies pertaining to the insurance business, according to the periods covered by the most recent budgets or forecasts, are as follows:

- Premium income: an annual increase is projected based on the business forecasts for each company for the coming years.
- Claims: the claim over premium ratio is projected based on the business forecasts for each company for the coming years.
- Operating expenses: maintenance of current ratios over premiums.
- Financial result: according to company forecasts for the coming years and related to its existing asset portfolio and reinvestment expectations.
- Available capital: in the projections to obtain the cash flow and therefore the distributable amount, the withholding of cash flow necessary to obtain excess capital available over the Capital Required by Solvency II has been taken into consideration.

On the other hand, regarding the key hypotheses associated to investments relative to companies pertaining to the non-insurance business, the Group Management has taken the following decisions:

- Income from operation and investment in capital: an annual increase is projected based on the business forecasts for each company for the coming years.
- EBITDA margin level: there is a forecast depending on the evolution estimate for the business of each company.
- Investment in circulating capital in accordance with the collections period and the payment period in line with the historic averages in each company.

In all cases, the approach used to determine the values assigned to key assumptions reflect past experience and are consistent with external information sources available when they are prepared.

The Group continuously evaluates whether there are any signs that the value of the consolidation goodwill could have been impaired, based on internal and external factors that imply an adverse incidence in the same.

In the event of an impairment loss on goodwill, the loss is recognised in the income statement for the year in which the loss occurs and cannot be reversed either at the end of that year or in subsequent years. Furthermore, to this effect, the Group periodically carries out an exercise to update the projected cash flow in order to incorporate possible deviations to the recoverable value estimate and also evaluating the next year that the projections used in the test of the previous year did not significantly deviate from reality. On 31 December 2021, it was shown that the differences between the projections used in the previous test and the reality did not affect the conclusions of the previous analysis.

Goodwill attached to associates is included, purely for presentation purposes, in the book value of the CGU. In order to determine a possible loss in value, this is verified for the entirety of the book value of the investment, using IAS 36, and will be calculated using the comparison of the recoverable amount (the highest between the value of use of the fair value, minus the sales costs) with the book value, provided that the application of IAS 36 shows that the CGU value may have been impaired. In order to determine the value of use of the CGU, the Group:

- Calculates the present value of the portion of the future cash flows the subsidiary is expected to generate that is attributable to the Group, taking into account all future cash flows projected to **derive from the subsidiary's ordinary operations, plus any amounts expected ultimately to be realised on the sale, or disposal by other means, of the investment or asset in question;** or
- Updates the projected future cash flows it expects to receive by way of dividends and on the ultimate sale or other disposal of the investment.

Furthermore, as with the consolidation goodwill, the Group continuously evaluates whether there are any signs that the value of the consolidation goodwill related to associated companies could have been impaired, based on internal and external factors that imply an adverse incidence in the same. To this effect, the Group periodically carries out an exercise to update the projected cash flow in order to incorporate possible deviations to the recoverable value estimate and also evaluating the next year that the projections used in the test of the previous year did not significantly deviate from reality. On 31 December 2021, it was shown that the differences between the projections used in the previous test and the reality did not affect the conclusions of the previous analysis.

### 3.e.2) Policy portfolio acquisition expenses

The amount of this balance sheet item corresponds basically to the difference between the price paid for an insurance business transfer and the related book value. This item also includes amounts paid upon acquisition of a group of policies from various agents.

These assets are systematically amortised in the period of time when economic performance is anticipated, considering a maximum useful life of three to five years.

### 3.e.3) Other intangible assets

The specific accounting policies applied to the main assets included in Other intangible assets are described below:

#### *Computer software*

This balance sheet line consists primarily of deferred charges associated with the development of IT systems and electronic communication channels.

Acquired software licences are valued on the basis of acquisition costs and right of use of the specific software, provided they are expected to be used for several years, and are recorded as computer software acquired entirely from third parties. Also included in this line are the costs of third parties involved in developing software for the Group.

Where software is developed internally, the Group capitalises the expenses directly associated with the production of exclusive, identifiable computer software controlled by the Group, that is, the labour costs of the software development teams and the corresponding portion of associated



indirect costs. The rest of the costs associated with the development or maintenance of internal projects are expensed as incurred.

Subsequent costs are capitalised only if they increase the future benefits of the related intangible assets. Recurring costs incurred as a result of modifications or updates of computer software or systems and system overhaul and maintenance costs are recognised in profit or loss as incurred.

Computer software is amortised systematically over its useful life, which is estimated to be a maximum of three to five years for software acquired from third parties and a maximum of ten years for software developed internally.

The Group assesses, at each balance sheet date, whether there is any indication of impairment of any asset. If any such indication exists, the Group will take into account the recoverable amount of the asset.

In assessing whether there is any indication that an asset may be impaired in value, the Group will consider the following factors at least:

- (i) Evidence is available from internal reporting that indicates that the economic performance of the asset is, or will be, worse than expected.
- (ii) During the year, significant changes have taken place or are expected to take place in the near future in the extent or manner in which the asset is used or is expected to be used, which will adversely affect the Group.
- (iii) Evidence is available of the obsolescence or physical damage of an asset.

#### *Intangible assets from business combinations*

In the case of the acquisition of control of new companies, the Group identifies intangible assets at the time of purchase and estimates them when they are considered significant and can be measured reliably. The identifiable assets acquired were brands, distribution networks and policies in portfolio, which are valued at their fair value on the date of acquisition and the costs related as incurred by the purchaser are registered as expenses in the year they are produced.

The distribution networks and policies in the portfolio have a finite useful life and are therefore depreciated accordingly (ten years). In the case of trademarks, the valuation process determines whether their useful life is finite or infinite, and only those with a finite useful life are depreciated on the basis of their duration.

In addition, impairment tests are carried out at least annually regardless of the useful life of these assets.

### **3.f) Non-current assets held for sale and associated liabilities**

Assets held for sale are generally recognised at the lower of their book value and fair value, less estimated costs to sell, the latter being understood to mean all marginal costs directly attributable to their disposal, excluding any finance costs and corporation tax.

Non-current assets classified as held for sale are not amortised.

Impairment losses of their book value are recognised in the profit and loss account. Should the loss be reversed, the reversal is recognised in the profit and loss account for an amount equal to the impairment loss previously recognised.

### 3.g) Transactions in foreign currency

#### 3.g.1) Functional currency

The functional currency of the parent company and of the subsidiaries that have their registered office in the European Monetary Union is the Euro. Certain subsidiaries of Atradius N.V. present their financial statements in the currency of the main economic environment in which they operate, so their functional currency is other than the euro.

The consolidated financial statements are presented in euros, **the Group's presentation currency**.

#### 3.g.2) Rules for translation of foreign currency balances

Foreign currency balances are translated into euros in two steps:

- The foreign currency is translated into the functional currency (the currency of the main economic environment in which the subsidiary operates or into the euro in the case of companies domiciled in the Monetary Union), and
- The balances held in the functional currencies of subsidiaries whose functional currency is not the euro are translated into euros.

##### Translation of foreign currency into the functional currency:

Foreign currency transactions carried out by consolidated entities (or entities accounted for by the equity method) that are not domiciled in EMU countries are recognised initially at **their equivalent value in the entities' functional currency, using the exchange rates** prevailing at the transaction dates. Monetary items in foreign currency are subsequently **translated to the companies' functional currencies using the closing rate**. Similarly:

- Non-monetary items measured at historical cost are translated into the functional currency at the exchange rate at the date of acquisition,
- Non-monetary items measured at fair value are translated at the exchange rate on the date when the fair value was determined,
- Income and expenses are translated at the average exchange rates for the period for all the transactions performed during the year,
- The balances arising from non-hedging forward foreign currency/foreign currency and foreign currency/euro purchase and sale transactions are translated at the closing rates prevailing in the forward foreign currency market for the related maturity.

The Group follows the same rules when converting the foreign currency items and transactions of subsidiaries domiciled in the Monetary Union into euros.

##### Translation of functional currencies into euros:

The balances reported by consolidated entities (or entities accounted for by the equity method) whose functional currency is not the euro are translated into euros as follows:

- Assets and liabilities, at the closing rate.
- Income and expenses, using the average monthly exchange rates (unless the average is not a fair approximation to the cumulative effect of the rates in force at

the transaction dates, in which case the rates prevailing on the transaction dates are used), and

- Equity, at the historical exchange rates.

### 3.g.3) Recording of exchange differences

Exchange differences arising on translation of foreign currency balances into the functional currency are generally recognised in the income statement at their net amount. However:

- Exchange differences arising on non-monetary items whose fair value is adjusted against **equity are recognised in equity under “Other comprehensive income and accumulated in equity - Items that can be reclassified to profits - Available-for-sale financial assets”**.
- Exchange differences arising on non-monetary items whose gains and losses are recognised in profit or loss for the year are also recognised in profit or loss, without differentiating them from other changes in fair value.
- Exchange differences arising on translation of the financial information of subsidiaries denominated in functional currencies other than the euro are recorded in consolidated **equity under the heading “Exchange differences” until the subsidiary or associate concerned is removed from the balance sheet, at which time they are recognised in profit or loss.**

### 3.g.4) Exchange rates used

The functional currencies of the most important subsidiaries and associates of Atradius N.V. and **the currencies of the Group’s other foreign currency balances are listed, showing their year-end and average exchange rate for the years ended 31 December 2021 and 2020:**

Currency	Year-end rate		Average annual rate	
	31/12/2021	31/12/2020	31/12/2021	31/12/2020
U.S. Dollar	0.883	0.815	0.880	0.835
Pound sterling	1.190	1.112	1.174	1.113
Australian Dollar	0.640	0.629	0.629	0.616

### 3.h) Company income tax

The corporation tax charge for the year is computed on the basis of accounting profit before taxes, determined in accordance with generally accepted accounting principles in Spain and the other countries in which the subsidiaries of Atradius N.V. operate, adjusted for any permanent differences, these being differences between taxable profit (resulting from the application of the applicable legislation) and accounting profit before tax that do not reverse in subsequent periods and differences arising from application of the new IFRS in respect of which, likewise, no reversal will take place. When the differences in value are recognised in equity, the related income tax is likewise charged to equity.

Both temporary differences arising from differences between the book value and the tax base of an asset or liability and, where assets are capitalised, tax assets arising from tax credits and rebates and tax losses give rise to deferred tax assets or liabilities. Such deferred tax assets or liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

The Group recognises deferred tax liabilities for all taxable temporary differences. Deferred tax assets are recognised only to the extent that it is considered highly probable that the consolidated companies will have sufficient taxable profits in the future against which the deferred tax asset can be utilised.

The assets and liabilities for deferred taxes are determined in application of the regulations and the tax rates approved or on the verge of being approved on the date of the balance sheet and which are anticipated to be applied when the corresponding deferred tax assets take place or the deferred tax liabilities are liquidated.

Current tax assets and liabilities are measured at the amount expected to be paid to or recovered from the tax authorities, using the statutory tax rates enacted or substantively enacted by the balance sheet date. Accordingly, the Group has calculated the corporate income tax at 31 December 2021 applying the tax regulations in force in companies registered in Spain and taking the various tax regimes for foreign companies into account (subsidiaries of Atradius N.V.).

As indicated in July 2014 by the IFRS Interpretations Committee, the Group recognizes tax assets arising from payments required by the tax administration under inspection procedures in accordance with the provisions of IAS 12.

In accordance with IFRIC 23, the Group recognises under current and deferred tax assets and liabilities the amounts that the entity estimates to reflect the contingencies arising from litigation with the tax authorities in relation to corporate income tax.

### 3.i) Financial liabilities

A financial liability is a contractual obligation requiring the Group to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity on terms that are potentially unfavourable. Financial liabilities include those debits and payables that the Group has and that have arisen from the purchase of goods and services in the ordinary course of the company's business.

No securities have been issued that are convertible into shares of the parent or that grant privileges or **rights which may, under certain circumstances, make the securities convertible into shares.** The Group's most significant financial liabilities relate to the subordinated debt issued by Atradius N.V. (see Note 13.a).

After initial recognition at fair value, in general the Group measures all its financial liabilities at amortised cost using the effective interest rate method.

When a financial liability recognised at amortised cost is derecognised or the effective interest rate method is applied to it, the resulting income and expenses are recognised in the income statement.

At 31 December 2021, neither the parent nor any other Group company has guaranteed any other debt securities issued by associates or third parties unrelated to the Group.

#### 3.1.1) Debits and payables

This category includes trade and non-trade payables, including creditors and other accounts payable.

Payables are initially recognised at fair value, adjusted for directly attributable transaction costs, and subsequently measured at amortised cost using the effective interest method. This effective interest is the discount rate which equates the instrument's book value and expected future payment flows until maturity of the liability.

Nonetheless, trade payables falling due in less than one year without a contractual interest rate are carried at their face value at both initial recognition and subsequent measurement, provided that the effect of not discounting flows is not significant.

### 3.j) Insurance and reinsurance assets and liabilities

The Group applies the requirements established in IFRS 4 – Insurance Contracts to all the insurance assets and liabilities recognised in its consolidated financial statements that derive from insurance contracts, as defined in this standard

### 3.j.1) Classification of the portfolio of contracts

The Group assesses and classifies its portfolio of direct Life and Non-life business (including inward reinsurance) and of outward reinsurance taking into account the Implementation Guidance accompanying IFRS 4 and the guidelines issued, other than for statutory purposes, by the DGSFP on 22 December 2004, through the Framework Document on the Accounting System for Insurance Companies in relation to IFRS 4. All contracts are classified as “insurance contracts”, including the financial guarantee contracts issued by the Group in the form of insurance contracts, in accordance with the exception provided for in the amendment published on 27 January 2006.

The Group does not unbundle any deposit components associated with insurance contracts, since such unbundling is voluntary in nature. Also, it is considered that the surrender options issued to the insurance policyholders either have a fair value of zero or, alternatively, that their value forms part of the insurance liability.

### 3.j.2) Valuation of insurance and reinsurance assets and liabilities

IFRS 4 imposes restrictions on permitted changes to accounting policies relating to insurance contracts. Pursuant to this standard, the Group has maintained the valuation rules for insurance contract assets and liabilities applicable under the accounting principles and valuation rules established in Spain and the other countries in which the Group operates, which are mandatory for all insurance providers:

The Group applies the liability adequacy test provided for in IFRS 4, with a view to ensuring the adequacy of contractual liabilities.

- Life insurance compares the book value of technical provisions, less any deferred acquisition costs or any intangible assets related to the insurance contracts under assessment, against the amount determined as a result of considering current estimates of all future cash flows derived from insurance contracts, taking into account the temporary value of money and using realistic hypotheses (economic, biometric, etc.) according to the experience of each company. In accordance with Spanish regulations, in the above calculation the Group offsets deficits against surpluses, considering the various types of insurance included in the life insurance line as a single level of aggregation.
- In the non-life insurance and the credit insurance business, in addition to comparing the carrying amount of technical provisions with the value resulting from considering the most current estimates of future flows, the Group compares the non-life benefit provisions of the previous year with the resulting payments and provisions at the end of the period, resulting in a positive balance (positive run-off).

For a small group of the foreign subsidiaries of Atradius N.V. these calculations are made locally and are subject to external actuarial review and/or centralised assessment by the Group.

The Group considers that the adequacy of these liabilities has been effectively proven. As the liabilities were adequate according to the calculations made at 31 December 2021 and 2020, it was not necessary to increase the amount of insurance liabilities recognised as of those dates.

For the purpose of partially avoiding the mismatches caused by the use of different valuation bases for financial assets, which are classified mainly under the available-for-sale portfolio, and insurance liabilities, the Group reassigns the portion of the unrealised gains arising from the above assets which are expected to be allocated to the insured in the future as they materialise or by applying an assumed interest rate higher than the maximum rate permitted by DGSFP. The reassignment is **done by decreasing the “other comprehensive income” to equity through the “Corrections of accounting mismatches” sub-heading and recording an increase in liabilities through the “Other liabilities” sub-heading.**

The main accounting policies applied by the Group in connection with the technical provisions are summarised below:

## Unearned premiums and unexpired risks reserves

The unearned premiums provision is the proportion of premiums earned in the year to be allocated to the period from each year-end to the expiry of the policy period. The insurance companies that operate in the traditional business, calculate this provision by reference to the premium rates for each line of insurance on a policy-by-policy basis, net, where appropriate, of the loading for contingencies (i.e., commissions and other acquisition costs are not deducted).

For the credit insurance business, the Group does not make a provision for unearned premiums since the premium is fully consumed at the time the underlying business transaction takes place. This provision is only made if there are premiums invoiced prior to the start of the risk. For the credit insurance business in Spain and Portugal, a provision is made for unearned premiums, which is the fraction of the premiums earned in the year that must be allocated to the period between the end of each year and the due date for payment of the covered invoices.

The unexpired risks provision is intended to complement the provision for unearned premiums to the extent that the amount of this provision is not sufficient to reflect the measurement of all risks and expenses to be covered in relation to the coverage period not closed at year-end. It is calculated and established, as needed, for the Spanish companies in the Group, in accordance with the calculation stipulated in Article 31 of the Private Insurance Regulations (ROSSP), amended by Royal Decree 239/2007 of 16 February, considering the technical result by year of occurrence for the closing year jointly with the previous year or the four previous years, depending on the business line in question.

The above calculation is made for each line or product sold, understood as the specific guarantee or group of related guarantees with respect to the risks arising from the same type of insured object.

## Life insurance reserves

This reserve comprises the unearned premiums reserve for insurance policies with a coverage period equal to or shorter than a year and, mainly for other lines of insurance, the mathematical provision. Mathematical provisions, which represent the excess of the current actuarial value of the future obligations of insurance subsidiaries over the value of the premiums payable by policyholders, are calculated on a policy-by-policy basis using an individual capitalisation method, by reference to the valuation premium earned in the year, in accordance with the Technical Bases of each line of insurance, adjusted, as appropriate, for the mortality tables accepted under current Spanish legislation.

The Group also values the options for the insured when they can choose the maturity of the policy, primarily in endowment insurance and retirement for which there is currently no new business, including a capital or an annuity whose interest rate is fixed from the moment of contracting the policy.

Regarding the interest rates applied for calculation of the technical provisions in Spain for accounting purposes for life insurance for the contracts that are subject to sections 33.1.a).1 and 33.1.b).1 of the ROSSP, resulting from the entry into force of Royal Decree 1060/2015, of 20 November, on Organisation, Supervision and Solvency of Insurance and Reinsurance Entities, the Group decided to accept the adaptation of the temporary structure of interest rates without risk as included in article 54 of said royal decree. The adaptation will take place in a linear manner over 10 years, to be counted from 1 January 2016. The effective annual rate calculated for the year 2021 has been -0.07% and the annual effective rate applied in 2021 has been 0.66%. On 31 December 2021, there are 4 years of adaptation remaining.

**In 2021, the Group recognised a provision of €6,588 thousand (€10,221 thousand in 2020) for the application of the above-mentioned transitional measure, the total impact of the adjustment according to the November 2021 risk-free interest rate term structure being €38,283 thousand.**

## Provisions for life insurance policies where risk is borne by policyholders

For presentation purposes the technical provisions relating to insurance policies in which **policyholders bear the investment risk are included in liabilities under "Technical provisions – Life insurance provision"**. **The related technical provisions are determined based on the indices or assets established as a reference for determining the economic value of the policyholders' rights (see Note 14).**

## Claims provision

This provision includes the total amount of obligations outstanding as a result of claims, declared or not, incurred at year-end. The Group calculates this provision as the difference between the total estimated or certain cost of claims incurred but not reported, settled or paid and the aggregate amounts of such claims already paid on account.

## Claims not yet settled or paid and claims not yet reported.

### Statistical methods

The subsidiary Seguros Catalana Occidente, Sociedad Anónima de Seguros y Reaseguros uses global statistical methods to calculate the provision for outstanding and unpaid claims and claims incurred but not yet reported in the following lines, with the following dates of reporting, authorisation and effect for accounting purposes:

Lines in which global statistical methods are applied, net and gross of reinsurance	Date of reporting to DGSFP	Date of authorisation by DGSFP	Effective date for accounting purposes
General third-party liability	29 January 2007	8 January 2008	31 December 2007
Motor third party liability Other motor liabilities Multi-risk: - Family Home	17 December 2007	8 January 2008	31 December 2007
Multi-risk: - Retail - Blocks of Flats - Industrial (SME) - Others (Offices) Accident Transport	30 May 2008	10 July 2008	31 December 2008

The subsidiary Bilbao Compañía Anónima de Seguros y Reaseguros also uses global statistical methods to calculate the provision for outstanding and unpaid claims and claims incurred but not yet reported in the following lines, with the following dates of reporting, authorisation and effect for accounting purposes:

Lines in which global statistical methods are applied, net and gross of reinsurance	Date of reporting to DGSFP	Date of authorisation by DGSFP	Effective date for accounting purposes
Motor third party liability Other motor liabilities General third-party liability Multi-risk: - Family Home - Retail - Blocks of Flats - Industrial (SME) Accident Transport - merchandise	22 June 2010	24 September 2010	31 December 2010

The subsidiary company Plus Ultra, Seguros Generales y Vida, S.A. de Seguros y Reaseguros, since 2006 when it received authorisation from the DGSFP, also uses global statistical methods to calculate the technical provisions of the services as regulated in article 43 of the ROSSP:

Lines in which global statistical methods are applied, net and gross of reinsurance	Date of reporting to DGSFP	Date of authorisation by DGSFP	Effective date for accounting purposes
Motor Body Motor Material Civil liability Multi-risk: - Family Home - Retail - Blocks of Flats - SMEs Accident Combined Industrial and Fire Transport Machinery breakdown Electrical equipment All construction risk Health	28 April 2006	28 July 2006	31 December 2006

For the purpose of homogenizing the global statistical methods used in the calculation of the provision for claims pending settlement or payment and claims pending declaration of Plus Ultra, on 3 August 2015, a new authorisation was requested from the DGSFP for the application of these methods as of the close of the accounts for the 2015 financial year. This request was authorised by said Directorate General on 29 March 2016.

For these lines, the provision for outstanding or unpaid claims and unreported losses is calculated globally, without separating the two components. For these same lines, the provision has been calculated in accordance with the best estimate provided by internal actuarial calculations, using generally accepted deterministic and stochastic models. Details of the methods and the main assumptions used in calculating these provisions at 31 December 2021, are given below:

- The Group has chosen the (deterministic) Chain Ladder method for calculating claims paid and incurred, complemented by the (stochastic) Bootstrap technique.



- Outlier claims, defined as claims whose estimated cost exceeds a certain amount, depending on the line, are excluded from these methods, despite of being assessed at an individual level.
- Estimated payments are net of recoveries.
- No effect of inflation or financial discount over time has been considered.

These subsidiaries undertake an annual suitability check of the calculations made in accordance with the requirements of the Regulations.

For the purpose of the fiscal deductibility of the statistically calculated claims provision, the minimum amount of the provision has been calculated in accordance with the requirements of the Sixth Additional Provision of ROSSEAR. Differences between the provisions made and those considered a tax-deductible expense have been recorded as temporary differences.

For the credit business from the sub-group Atradius N.V., statistical methods are used for the calculation of the provision for direct credit insurance business, excluding larger claims, for which individual valuations are made. Expected losses are estimated using historical claims data, which are compared with claims estimates and other known trends and developments. Claims estimates are based on trends in reported claims, the time elapsed between each claim event and the reporting of the claim, the average costs of claims, the proportion of expenses, and recoveries.

Estimates of future guarantee payments are established on the basis of the required amount of guarantee minus the amount to be taken into account for estimated recoveries, calculated on the basis of specific historical information for each case.

#### *Individual assessments*

For all other outstanding and unpaid claims of the remaining companies and/or lines, the amount of the provision is calculated on a case-by-case basis, using the best information available at year-end.

#### Unreported claims

Except for the lines in which statistical methods are used, the provision for unreported losses is calculated based on the insurance companies' **experience, taking into account the average costs and unreported losses of the last five (5) years.**

For credit business, the provision for outstanding claims is the estimate for future claims payments that will result from risks assumed, but for which no notification of loss has been received.

#### Internal claims settlement expenses

The claims provision includes an estimated amount for internal management and claims handling expenses. This is to meet any expenses the company may incur in finally settling claims that have to be included in the claims provision for direct insurance and inward reinsurance. This estimate is calculated in accordance with Article 42 of the ROSSP, taking into account the ratio between claims-related internal expenses and claims paid, adjusted for the change in the claims provision in each line. This percentage is applied to the claims provision for each line, taking into account the expense allocation system and the systems for calculating the claims provision explained previously.

Independently of the valuation method used and pursuant to current law, the Group does not discount the claims provision.

#### Provisions for policyholder dividends and returns

These provisions include the earnings accrued to insured customers or beneficiaries that are not yet allocated at year-end. They do not reflect the effect of allocating part of the unrealised capital gains **on the investment portfolio to policyholders, which is included in the "Other liabilities" sub-heading.**

### Other technical provisions – Provision for funeral insurance

The funeral provision is calculated using individual capitalisation methods, i.e., it is calculated **insured party by insured party, unlike the current actuarial value of the company's future obligations and those of the insured party.**

For policies issued prior to the entry into force of the eleventh transitional provision of the ROSSP approved by Royal Decree 2486/1998, the provision has been made in accordance with the aforementioned transitional provision. Said provision states that the insurance companies that, on 31 December 2014, still had policies where the technical bases and provisions were not in conformance with the provisions of articles 79 and 46, would have a maximum period of 20 years, counted from 1 January 2015, to register in their balance sheet the provision resulting from carrying out the corresponding adaptation, which must take into consideration the characteristics of the different types of contract, specifically, the date of first insurance and the premiums that the policyholder is obliged to pay from that time to the insurance entity. Based on this, it is calculated for each of the years of the transitory period, the difference between the amount of the provision that must be constituted in conformance with the actuarial approach of the operation and that constituted, increasing the provision each year in conformance with the systematic plan presented to the DGSFP, in virtue of which the provision has been provided for 31 December 2021, 2020 and previous years.

Lastly, details of the rest of the main accounting policies, other than the technical provisions, used by the Group in relation to other assets and liabilities related to insurance contracts are given below:

### Commissions and deferred acquisition expenses

**It should be noted that the “Other assets” heading on the asset side of the balance sheet consists essentially of commissions and other acquisition costs relating to premiums written that are to be allocated in the period between each year-end and the end of the contract term, the costs recognised in income being those actually incurred in the period, subject to the limit established in the Technical Basis.**

**Likewise, the “Other liabilities” heading on the liabilities side of the balance sheet includes commissions and other acquisition costs relating to outward reinsurance that are to be allocated in subsequent periods in line with the cover period of the ceded policies.**

Commissions and acquisition costs directly related to new premiums written are never capitalised, but are recognised in income in the year in which they are incurred.

### Amount for estimated recoveries

According to the establishments of article 14 of Order EHA/339/2007, of 16 February, which develops certain precepts of the regulatory standards for private insurance, with regards to the establishments of the second paragraph of section 1. Recognition of the registry standard and **valuation 8, “Financial instruments”, of the Accounting plan for insurance entities, approved by Royal Decree 1317/2008, of 24 July, recoveries can be activated by the entities that operate in credit and bond insurance, using statistical methods that comply with the requirements that, for the provision of services, are established in sections 1 and 3 of article 43 of the Regulation on Organisation and Supervision of Private Insurance.**

The international regulations applicable to insurance contracts, IFRS 4, permits continuing with the accounting practices used in the valuation of insurance contracts that must be applied in a consistent manner over time.

In this regard, in general, the recoveries of claim credits are counted only when their performance is sufficiently secured. The entirety of these recoveries come from the subsidiary Atradius N.V.

In the estimated recoveries from claims, the Group uses actuarial techniques that are broadly **accepted on the market and that include from deterministic “Chain Ladder” techniques to**

individualised calculated by debtor in large claims, using historic information of the claim behaviour for the different products of credit and bond insurance.

Annually, there are internal comparison procedures for the calculations made with said actuarial techniques in order to guarantee adequacy of the estimates made.

Estimated recoveries, **net of reinsurance, are recorded in the “Receivables – Other receivables” sub-heading** in the consolidated balance sheet.

#### Agreements between insurers

The subsidiaries Seguros Catalana Occidente, Seguros Bilbao and Plus Ultra are members of the CICOS system for the settlement of certain Motor claims (in application of the CIDE-ASCIDE agreements). Claims against insurers arising under such claims settlement agreements are recorded **under the heading “Receivable under auto agreements” on the asset side of the Group balance sheet, together with the other items included under the “Other receivables” sub-heading in “Loans and receivables”**.

Amounts payable to insurers under claim settlement agreements are included under the heading **“Payable under agreements with insurers”, which is included along with the rest of the provisions under “Non-technical provisions” in the accompanying consolidated balance sheet. In any case,** where the insurance companies have insured the liable party, any amounts payable to other insurers under these agreements are included in the claims provision.

#### Reinsurance

**The reinsurance contracts entered into by the Group’s insurance subsidiaries with other insurance entities transfer, in all cases, a significant proportion of the insurance risk to the reinsurers.**

In some cases, the above contracts provide for commission payment agreements (profit-sharing) with their reinsurance companies, which are based on the claims ratio per underwriting year. The Group entities record these fees taking into account detailed assessments of expected loss ratios. In the case of Atradius NV, the scale fees (an additional income or expense on top of the provisional fee) are based on an estimate by the management of the institution of the final loss ratio for a subscription year.

Any profits or losses arising, at the time of entering into reinsurance contracts, from the use of different measurement bases for pricing the contract and measuring the insurance liabilities covered are recognised directly in the profit and loss account.

### 3.k) Non-technical provisions

**The Group’s consolidated financial statements include all the material provisions with respect to which it is considered more likely than not that the related obligation will have to be settled.** Contingent liabilities are not recognised in the consolidated financial statements.

Provisions, which are quantified on the basis of the best information available regarding the consequences of the event giving rise to them and are reviewed and adjusted at the end of each year, are used to cater for the specific risks for which they were originally recognised. Provisions are fully or partially reversed when such risks cease to exist or are reduced.

#### 3.k.1) Provisions for pensions and similar obligations

##### Post-retirement benefits

The main companies of the Group with pension commitments and other similar obligations are Seguros Catalana Occidente, Seguros Bilbao and Atradius.

These companies have post-employment pension obligations classified as either defined-contribution plans or defined-benefit plans, which are covered by insurance policies and

employment pension plans or trustee-administered funds. Other post-employment benefits, as well as long-term benefits, such as service awards, are covered by internal provisions.

For defined contribution plans, Group companies make pre-determined contributions to a separate entity or to a Group entity, with no legal or effective obligation to make additional contributions if the separate entity is unable to pay employee benefits related to services rendered in the current and prior periods.

In defined-benefit plans the amount of the benefits will depend on one or several factors, such as age, length of service and salary. The Group makes the necessary contributions to a separate entity (or the Group, as applicable). In contrast with the case of defined-contribution plans, however, it does have a legal or effective obligation to make further contributions if the separate entity is unable to pay benefits due to employees in relation to services rendered in the current or previous years.

In accordance with IAS 19 - *Employee Benefits*, **the liability recognised in the Group's balance sheet** for defined-benefit plans is the present value of the defined-benefit obligation at the balance sheet date less the fair value of the plan assets (if any) out of which the obligations are to be settled directly.

The plan assets covering the defined benefit obligations of Atradius are represented by instruments, vehicles or insurance companies that are not part of the Group.

The Group has opted to recognise actuarial gains and losses on all post-employment defined-**benefit plans in full outside the income statement, under the heading "Actuarial gains/(losses) on long-term employee benefits" in the statement of recognised income and expense. "Actuarial gains and losses" are considered to be those which result from changes in the actuarial assumptions used** for quantification of our obligations, the difference between assumptions and experience, as well as the income of assets over net interest.

The annual calculation of the obligations under the defined benefit plans is carried out by independent experts, using the so-called "projected calculation unit" method and using unbiased and mutually compatible assumptions. The discount rate used to determine the present value of the obligations is the interest rate of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity that approximate the terms of the related pension liabilities. The estimated retirement age is the earliest age at which each employee is entitled to retire under current Social Security regulations.

The reversal of assets can occur when the plan assets are higher than the projected benefit **obligation and the Group cannot recover any surplus through refunds from the pension's vehicle** due to solvency or control requirements. These reversals are presented in the statement of recognised income and expense.

Contributions made to defined contribution pension plans are accounted as expenses on the profit and loss account of the year of occurrence in each company of the Group.

The cost of services in the current year, understanding the increase in actuarial value of bonds stemming from services rendered during the year by employees, are expensed in the profit and loss account in the year in which they are incurred in each of the Group companies.

### 3.k.2) Other non-technical provisions

Other non-technical provisions basically cover debts arising from payments the Group must make under agreements entered into with insurance companies and estimated amounts payable to meet potential or actual liabilities such as litigation in progress, compensation, redundancy pay or other obligations.

### 3.l) Treasury shares

The negative balance of the “Equity – Treasury shares and participation units” account in the consolidated balance sheet relates to shares of the Group held exclusively by the subsidiary Sociedad Gestión Catalana Occidente, S.A. These shares are held at acquisition cost. The related adjustments and the profits and losses arising from disposal of treasury shares are credited or charged, as appropriate, to the equity heading “Other reserves for changes in accounting policies – Gains/(losses) on transactions in own shares”.

A summary of the transactions carries out with the Group’s own shares during the year is provided in Note 16.c) to the consolidated financial statements.

### 3.m) Income and expenses

The Group recognises income and expenses on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises.

The main principles used by the Group to recognise income and expenses are summarised below:

#### 3.m.1) Income from Written Premiums

Premiums written during the year, less cancellations and return premiums, are recorded as period income, corrected by the change in the premiums accrued and not issued, which are derived from contracts created or extended during the year, in relation to which the right of the insured party to collect from the same arises during said period.

In the traditional business segment, premiums for Non-Life insurance and renewable annual Life contracts in the direct business are recognised as income over the term of the contracts, based on the time elapsed. These premiums are accrued via the establishment of provisions for unearned premiums. Life insurance premiums are long-term contracts, whether single or regular premium policies, and are recognised when the insurer’s collection right comes into effect.

In the credit insurance business segment, premium income is recorded on the dates when receipts are issued for the estimated provisional premium (credit area) or final premium (surety area). This provisional premium is regularised in accordance with the actual sales insured, and is recorded under the heading ‘Other assets - Accruals and deferrals - Unearned and unissued premium’.

The assumptions used for these estimates are based on the most recent trends in the insured business, customer-specific information, information on outstanding claims and, where relevant, macroeconomic information. It is this changing macroeconomic information, in the context of an unprecedented pandemic, which requires a quantification of the additional uncertainty about the normal process followed in the estimates of earned and unearned premium, to ensure that possible future developments do not adversely affect the financial statements in future years. The positive historical evolution arising from this process shows that any potential deviation in unreported insured sales within this unprecedented pandemic and an uncertain economic environment would be covered without significant impacts on insurance premium income. However, the Group performs a detailed analysis of the different components included in the automatic calculations of the premium determined by the model, adjusting those components of the calculation that the Group believes could be more uncertain due to the low claims environment experienced in the year.

**The Group’s income through fees for instalment payments of premiums is recognised as an increase** in finance income and is accrued over the collection period of the bills generating these surcharges.

Premiums for outward reinsurance are recognised on the basis of reinsurance contracts written and in accordance with the same criteria used for direct insurance.

### 3.m.2) Income from information services and other technical income

This income comes mainly from Atradius and includes fees for information services, collections and short-term credit management services and income from activities carried out as an agent of the Dutch state. This income is recognised when the service is provided, in line with IFRS 15.

### 3.m.3) Income from funeral services and other non-technical income

The income from Other activities mostly includes the income originating from the funeral services provided by Grupo Asistea. This income is recognised in accordance with IFRS 15 at the fair value of the consideration received or receivable arising from the consideration, with income being recognised when, or as, the entity meets its performance obligation to its customers.

In addition, this section includes the income from management commissions for investment funds and pension funds.

### 3.m.4) Interest income and expense and similar items

In general, these items are recognised using the effective interest method, irrespective of the monetary or financial flow deriving from the financial assets. Dividends are recognised as income **as the consolidated companies' right to receive them arises.**

### 3.m.5) Claims incurred and changes in provisions

Claims incurred comprise benefits paid during the year, related changes in technical provisions and the portion of general expenses allocated to the claims function.

### 3.m.6) Commissions

Commission income and expense is recognised in income over the period in which the associated service is provided, except for commissions associated with a specific, individual act, which are recognised at the time they arise.

## 3.n) Business combinations

The business combinations are accounted for by applying the acquisition method which determines the date of acquisition and calculates the cost of the combination, registering the identifiable assets acquired and the liabilities assumed at their fair value referring to said date. In the case of liabilities from insurance contracts, these are registered in conformance with IRFS 4.

The cost of the combination is determined by aggregation of the price paid plus the amount of all minority interests plus the fair value of the prior shares from the business acquired, where applicable.

The goodwill represents the excess cost, including deferred payments, whether true or contingent, over the net amount on the date of acquisition of the identifiable assets acquired and the liabilities assumed.

In the exceptional case of there being a negative difference in the combination, this is attributed to the profit and loss account as income.

If on the close date of the year when the combination occurs the valuation processes necessary to apply the method of acquisition described above cannot be concluded, this accounting will be considered provisional, and said provisional values can be adjusted in the period necessary in order to obtain the information required which under no circumstances will be more than one year. The effects of the adjustments made in this period are accounted for retrospectively, modifying the comparative information if necessary.

The later changes to the fair value of the contingent payment are adjusted in comparison to the results, except where said payment has been classified as equity, in which case the later changes to the fair value are not recognised.

## 4. Risk and capital management

Grupo Catalana Occidente understands that solvency is ensured by gaining a strong capital position by achieving long-term results and a responsible and sustainable shareholder remuneration policy.

All Group entities must maintain the necessary financial strength to develop the business strategy, taking prudently risks and meeting the required solvency needs.

Risk management is one of the basic aspects of the insurance business.

### 4.a) Capital management

Grupo Catalana Occidente seeks to maintain a strong capital position.

Capital management is governed by the following principles:

- Ensure that Group companies have sufficient capitalisation to meet their financial obligations, even as they face extraordinary events.
- Manage the adaptation of capital of the Group and its entities in consideration of the economic and accounting perspective and the capital requirements and objectives established in the risk appetite.
- Optimise the capital structure through efficient allocation of resources between entities, ensuring financial flexibility and properly remunerating shareholders.

Grupo Catalana Occidente defines the strategic plan and the risk strategy considering the capital management policy, using the solvency projections made in the internal evaluation process of risks and solvency (ORSA). Capital quantification is carried out at the Group level and at the level of each of the insurance and reinsurance entities, using different models for monitoring: ORSA, rating agencies, economic and regulatory models.

Since 1 January 2016 the Group's capital has been quantified on the basis of the standard formula set out in the Solvency II regulations, except in the credit and surety business for which, in order to take account of the specific features of the business, a model has been developed for calculating its underwriting risks, approved by the Board of Supervisors in July 2017. Thus, the Group's solvency ratio and that of each of its entities is the result of comparing the equity of the entity at market value (economic capital) to the mandatory solvency capital requirement (SCR). The mandatory solvency capital requirement includes all of the risks to which the entity is exposed, particularly the following: market risk, subscription risk, counterparty default risk and operational risk.

In February 2021, Moody's affirmed the 'A2' rating of the operating entities in the credit insurance business under the Atradius brand, upgrading the outlook to stable. The confirmation of this rating reflects Moody's confidence in the strength of the Atradius brand, even in situations of economic uncertainty such as that generated by COVID-19. This is due to Atradius' dynamic risk exposure management, its strong economic capitalisation and its solid positioning as the second largest global credit insurance player.

In turn, A.M. Best confirmed in July 2021 the financial strength rating of A (excellent) with a stable outlook for the Group's main operating entities, both in traditional business and credit insurance business. This rating reflects the solid balance sheet strength, excellent operating results and appropriate capitalisation of the Group's main operating entities. Furthermore, it considers that exposure to natural disasters is limited, thanks to the existence of a national coverage system (Consortio de Compensación de Seguros).

Grupo Catalana Occidente and all of its individual entities have the objective of maintaining a solvency ratio that allows them to favour growth and to undertake prudent and stable remuneration of shareholders.

Subsidiaries with insurance activity in Spain are supervised by the Directorate General of Insurance and Pension Funds (DGSFP). In addition, Grupo Catalana Occidente is supervised by the Board of European Supervisors conformed by the DGSFP and the Central Bank of Ireland (hereinafter, "CBI").

The subsidiaries with insurance activities outside of Spain and its respective territories are: Atradius Reinsurance DAC. in Ireland, regulated by the CBI; Atradius Seguros de Crédito, S.A. in Mexico, regulated by the National Commission of Insurance and Finance (CNSF); Atradius Trade Credit Insurance, Inc. in the United States, regulated by Maryland Insurance Administration (MIA); and Atradius Rus Credit Insurance LLC in Russia, which is regulated by the Central Bank of the Russian Federation. The regulators mentioned above are responsible for regulating the calculation of the solvency margin in their respective countries.

The Group has a robust, solvent asset position that is not expected to be materially impacted in the event of a possible economic downturn as a result of the COVID-19 pandemic.

#### 4.b) Risk management

**The Group's risk management system works holistically, consolidating this management by business, activity, subsidiary and support area at the corporate level.**

The principal elements that form part of the Risk Management System are:

- i. Risk government: Organisational structure of the Risk Management System. The Risk Government is regulated by policies, other regulations and a clear attribution of roles and responsibilities.
- ii. Risk management process: Establishes the process that the Group and its entities use to identify, accept, evaluate, monitor, mitigate and inform the risks. Furthermore, the process defines the Risk Strategy and insures that the integration of the same with the Business Strategy permits compliance with the risk appetite and tolerance defined by the Board of Directors.
- iii. Business Strategy: The Business Strategy is defined in the Strategic Plan. As mentioned in section ii above, the Business Strategy is in line with the Risk Strategy. The process of self-assessment of risks and solvency (ORSA) contributes towards guaranteeing this alignment.

These elements promote a common risk culture within the Group and ensure efficiency of the Risk management system.

The government of the Risk management system is based on the principle of the **"three lines of defence"**. The principle of the three lines of defence establishes the levels of activity, roles and responsibilities that govern the Risk management system in such a manner that the first line of defence consists of the business units which are responsible for the risk and which assume the management of the same. The second line of defence consists of the actuarial function, the risk management control function and the compliance verification function. The third line of defence is the function of internal audit.

On the other hand, the Board of Directors is responsible for guaranteeing efficiency of the Risk Management System through compliance with the general strategies of the Group and the Management Committee is responsible for ensuring correct implementation, maintenance and monitoring of the Risk Management System in conformance with the guidelines defined by the Board of Directors.

In order to complete the government of the Risk Management system, the Group and its entities have developed written policies that, together with the existing Technical Standards, guarantee ideal administration of the risks. These policies, in their content, identify the own risks of each affected area, establishes risk quantification measures, determines actions to supervise and control said risks, establishes measures to mitigate the impact of the same and determines the information and internal control systems that are used to control and manage the risks.

Through the risk management process, the Group and its entities identify, measure, control, manage and inform of the risks that are present or may be present. Specifically, the Group and its entities identify and determine, among others: (i) the different types of risks facing the group, (ii) the level of risk deemed acceptable, (iii) the mechanisms to mitigate the impact of the risks identified, should they



materialize, and (iv) the information and internal control systems used to mitigate these risks, including contingent liabilities and off balance sheet risks. This system of risk management of the group also aims to develop processes and systems of capital allocation in light of the risks assumed by each area.

Based on this process, the Group defines its risk strategy by establishing the level of risk it is willing to take to achieve the targets set in its strategic plan and annual guidelines, according to the three pillars: Growth, Profitability and Solvency. Moreover, it stipulates risk limits controlled by the management units with the objective of appetite and tolerance levels being adhered to, thus ensuring that both are aligned with day-to-day business.

In the framework of risk management, the Group undertakes the internal assessment of future risks (ORSA; Own Risk and Solvency Assessment) according to the criteria defined in its ORSA Policy. The ORSA process is performed both for the Consolidated Group and the different companies of the traditional insurance business and credit insurance business. Within this process, the useful stress scenarios are also defined for decision making.

The Governing Bodies (Steering Committee and Board of Directors) play an active role in the prospective internal assessment of own risks, managing the process and checking results. The Board of Directors of each insurance entity, as ultimately responsible for risk management, approves the ORSA report **specifying the capital consumption projection and capital available for the plan's medium-term** time horizon for each entity, approving the ORSA report for the Group by the Board of Directors of the Company.

**The main risks that may affect the achievement of the Group's objectives are as follows:**

- Traditional Technical Business Risks
- Credit insurance and Bonding risk
- Financial Market Risks
- Operational Risks
- Other non-operational risks such as reputational risk and strategic risk.
- Environmental, social and governance risks

The risks arising from the COVID-19 pandemic crisis have been mitigated, by activating the contingency and continuity protocol. Specifically, in 2020 the Group set up a Contingency Committee to ensure, as a matter of priority, the safety of all employees and collaborators and the continuity of the business maintaining the service to our customers. Its tasks can be summarised as follows:

- To guarantee the protection of employees, in coordination with the Prevention Service, and the continuity of doing their job.
- To guarantee the stability of the systems and the maintenance of the operations in a crisis context of with a 100% demand of teleworking positions.
- To organise and apply the stages of the Contingency Plan referring to the continuity of the business.
- To prepare communications to the entire Group, both to employees and to commercial networks and customers.

In addition, since the start of the pandemic, the impact on COVID-19's results and solvency has been monitored and analysed, not only taking into account the information in force but also adapting the possible adverse scenarios to the increase in the loss ratio of the credit business and the fall in the financial markets. Since the beginning of the pandemic and in all future scenarios analysed, the Group's solvency ratio has been and is expected to be well above the Group's approved risk appetite.

#### **A. Traditional Technical Business Risks**

With regard to non-life insurance, underwriting risk is divided into those of insufficient premiums, insufficient technical provisions, portfolio fall and catastrophe risk. These risks are managed differently depending on the business line.

With regards to the life insurance, biometric risks are contemplated (including the risks of mortality, longevity, morbidity/disability) as well as non-biometric (falling portfolio, expenses and catastrophes).

The technical subscription standards consider the specificities of each business and establish:

- The limits for subscription, through delegation of powers to the customers based on their specific knowledge.
- The specific approvals for operations that exceed the established limits.
- Monitoring of the business.
- The cease of risk through reinsurance contracts.

The Group measures the subscription risk through the standard formula, except for the credit insurance business where the Group uses its internal model.

Measures taken to monitor and control these risks include:

- On-going development of Technical Standards, establishing automatic and preventive mechanisms to ensure that policy underwriting meets the standards.
- Product analysis, aimed at determining the adequacy of premiums and technical provisions.
- Business diversification in both general and life insurance.
- Quantification of European Embedded Value in the Life business line.
- Implementation of Appraisal Value methodology in Non-Life.
- Use of reinsurance to cover deviations from the expected claims rate, allowing the Group to retain as much business as possible, in so far as its scale of operations and solvency allow. For outward reinsurance, the Group uses only market-leading reinsurers, with ratings that guarantee the necessary solvency, financial and management capacity, and business and service continuity.
- On-going analysis of policy returns and results, taking whatever measures are needed to prevent high claims rates.
- Traceability mechanisms in Internal Control.

Also, the Group carries out continuous monitoring of the level of risk concentration. In traditional business, it has a very diversified range of products. The distribution by business of the portfolio based on the premiums attributed to direct business and reinsurance accepted on 31 December 2021 is as follows: Life 29.3%; Motor 23.3%; Multi-risk 25.4% and Others 22.0% (see Note 18).

In the business of GCO Reaseguros, S.A., it consists of portfolios granted from companies with Grupo Catalana Occidente. For this, it maintains reinsurance contracts under the modality of excess loss, surplus and quota share. When channelling reinsurance, the traditional business companies in the Group also maintain a very diversified business.

The panel of reinsurers is:

- Solvent, in terms of credit rating: all reinsurers external to GCO have an A rating or higher on the S&P scale. 70% of the premiums go back to reinsurers with a rating of AA or higher.
- Diversified, in the shares assigned to reinsurers. The panel of external reinsurers consists of 12 reinsurers, where the 5 main companies in the panel hold 81% of the premiums.
- Stable, there is stability in the panel of reinsurers, thus comply with the principle of continuity for the business. There are no significant changes in the shareholdings assigned to the reinsurers, nor in the inputs and outputs to the reinsurers panel.

Finally, when completing the risk management, the Group identifies the sources of uncertainty and undertakes the sensitivity analysis for the risks it is exposed to:

- The status of the economy is an important factor in the frequency and severity (average cost) of the claims, at the same time, all sections of the Group can be affected in provisions as a consequence of the legislative changes.
- In life insurance, the main sources of uncertainty are the evolution of interest rates, expenses, the behaviour of the policyholders and insured parties and the evolution of mortality and survival.
- In non-life insurance in traditional business, the principal sources of uncertainty are: the frequency of claims and the quantity of the same, the number and size of serious claims and the estimate of recoverable percentages.

Also, to assess the level of uncertainty for the technical provisions:

- In the case of non-life traditional business:

In non-life insurance, a stochastic analysis of the “chain ladder” method is undertaken, where the aim is to obtain predictive distribution of future payments based on the company’s experience. Specifically, a generalised overdispersed Poisson linear model is assumed where the prediction errors are estimated using the Bootstrap technique.

- In the case of Life insurance:

For Life insurances, there is a stochastic analysis of the value of the options and guarantees resulting from using one thousand random scenarios of the temporary structure of the interest rates without risk, including adjustment for volatility and consistent with the prices of the assets in the financial markets.

- With regards to the main sensitivities performed by the Group in traditional business, we can highlight:
  - Interest rates: in the year 2021, the sensitivity analysis for increase or decrease of 100 basic points in the type of discount represented +/- 4.2% with regards to the solvency provisions of the Group.
  - Increase in claims: in the year 2021, the sensitivity analysis carried out, according to an increase in sensitivity of 5% in the segment of Motors third party liability and 10% in other guarantees and multi-risks, represented an increase of 1.6% with regards to the solvency provisions of the Group.

The COVID-19 crisis has not significantly impacted traditional business risks. In view of the above, no additional sensitivity scenarios have been carried out in the traditional business since the results for the year have remained at the usual pre-crisis levels and no disruptive impact is expected.

## B. Technical Risks of the credit insurance business

The Group operates two main types of direct insurance products: credit and surety insurance. Credit insurance can be divided into three categories: traditional credit insurance, instalment protection and special products. Each of these categories has the characteristics of specific risks.

- **Traditional credit insurance**

The Group insures its customers against the risk of non-payment for commercial purposes. The causes of loss covered differ depending on the policy and usually include all forms of legal insolvency. Without intending to give an exhaustive list, policies can also cover so-called political causes of loss, which among others include the risk of non-payment due to cancellation of import-export licences, transfer problems and contract cancellation.

Each policy has defined credit limits that the policyholder can offer to its buyers without prior approval from the Group. Policies are issued for a fixed period, usually not longer than three years.

In addition, customers are obliged to retain part of the risk (self-retention), using different formulas.

Customers are covered for the credit risk on a given buyer only if the Group has established a credit limit (rating) for that buyer. Credit limits are an important risk control and mitigation instrument because they allow the Group to limit its exposure to any given customer. Ratings may also be withdrawn in cases where the desired aggregate exposure on a certain customer thresholds is exceeded.

For traditional credit insurance there are two underwriting processes: policy underwriting and buyer underwriting. In the first of these, the Group decides on the appropriateness of the potential policyholder in addition to the guarantee terms and conditions to be included. Buyer underwriting is the process by which the Group manages the risk on the portfolio of existing policies related to a single buyer.

One of the most effective instruments for controlling exposure to risk is the Group's capacity to impose, or remove, conditions for certain forms of cover at country level.

- **Instalment payment protection**

Instalment payment protection covers the medium and long-term risks that financial and corporate policyholders face in their multiple instalment payment agreements with companies and private individuals, and is available in Belgium and Luxembourg.

Here the Group typically insures portfolio loans. This product does not cover losses as a result of fraud by the customer.

- **Special products**

The Group also offers a range of tailor-made policies, for example policies where only one commercial transaction is guaranteed.

- **Surety**

Bonding insurance is offered in Italy, Spain, France and the Scandinavian countries. The bond types issued vary by location, owing to differing legal environments, but typically include bid bonds, performance bonds and maintenance bonds. The Group manages risk by underwriting the obligations to be covered by the bond, the financial strength of customers and their ability to perform, and also by working with customers and beneficiaries of bonds to resolve any conflicts.

In addition, Atradius Reinsurance DAC is the reinsurer of the Group for Credit Insurance products. It has a diversified portfolio in about 70 countries. Most programmes are entered into quota-share.

### Specific controls in the credit insurance business.

Fully defined risk authorisation systems and processes are in place. Sales staff has limited authority. As the credit limit increases, decisions need authorisation from one or more co-signatories of increasing seniority. Even senior levels have authority only up to certain thresholds.

Credit committees have been established at local level for the entire credit business. Local credit committees may sign off on amounts up to certain thresholds, beyond which only the Credit Committee can decide. The Group Credit Committee also authorises exposures to large customers and customers with the largest overall exposure.

The Group monitors exposures by counterparty, sector and country through a single database (Symphony) that contains details of the majority of credit insurance policies and credit limits and all customers with whom the Group has exposure to default risk. This database is used as a source of management information. Because of the inclusion process of the Spanish business through Atradius Crédito y Caución, S.A. De Seguros y Reaseguros in Atradius, the database, despite being independent, is accessible to the global database.

Most policies, both new business and renewals, are priced according to a structured system based on the risks, costs and outlook assigned by the Group according to country, sector and buyer credit ratings.

Exposure from the instalment credit protection business is monitored separately, as the risk is assumed by consumers not companies. Premiums for these policies are calculated on the basis of the probability of default, expected losses, volume and maturity of loans.

All customers with whom the Group has significant exposure are reviewed annually, although on a continuous basis information concerning defaults, both from companies and from individuals, is received.

The Group is exposed to the concentration risk by purchaser and by country and sector of the purchaser. Concentration risk is controlled and monitored through what is known as Total Potential Exposure (TPE). The TPE is a higher credit limit approximate to the real exposure with individual purchasers.

On a portfolio level, the real exposure tends to be in the range of 10% to 30% of the TPE, without taking into account that the customers also have their own withholdings. Each policy stipulates the maximum **discretionary limit permitted and, for the majority of policies, this is not more than €20 thousand per buyer**. This illustrates that the TPE is an absolute measure of exposure and that, in aggregate, the actual exposure will be much lower.

Following there is a detail of TPE by country, sector and buyer group:

<b>Buyer's country</b>	Of which	<b>TPE 2021 Millions of euro</b>	<b>TPE 2020 Millions of euro</b>
Denmark, Finland, Norway, Netherlands, Sweden, Baltic Countries	The Netherlands	33,204	29,875
	Other	35,311	30,779
Austria, Czech Republic, Germany, Greece, Hungary, Poland, Slovakia, Switzerland	Germany	108,235	93,568
	Other	77,682	64,630
UK, North America, Australia, Asia and Others	United Kingdom	51,211	42,033
	Ireland	5,300	4,306
	USA and Canada	70,655	54,188
	Mexico and Central America	12,166	9,030
	Brazil	11,218	8,546
	Asia and Australia	101,050	84,153
	Other	11,933	10,011
Southern Europe	France	50,601	45,239
	Italy	50,352	42,001
	Spain and Portugal	86,970	79,231
	Belgium and Luxembourg	19,155	16,959
<b>Total</b>		<b>725,043</b>	<b>614,549</b>

Industrial sector	TPE 2021 Millions of euro	TPE 2020 Millions of euro
Durable consumer goods	81,697	69,071
Metals	78,757	61,597
Electronics	90,137	73,189
Construction	53,451	47,073
Chemicals	99,390	82,804
Transport	61,673	53,098
Machinery	46,328	39,635
Food	71,101	63,860
Construction Materials	34,801	29,345
Services	25,211	23,346
Textiles	16,987	15,404
Finance	15,497	13,131
Agriculture	34,441	29,845
Paper	15,572	13,151
Total	725,043	614,549

Grouping by number of buyers	TPE 2021 Millions of euro	TPE 2020 Millions of euro
0 – 20	364,886	322,137
20 – 100	129,838	103,940
100 – 250	78,455	69,176
250 – 500	61,236	50,378
500 – 1,000	48,517	34,522
Over 1,000	42,111	34,396
Total	725,043	614,549

Surety and instalment protection exposures have different characteristics and are therefore not **included in the tables above**. **The surety exposure as at 31 December 2021 is €25,600 million and the term payment protection exposure amounts to €3,100 million.**

Under normal circumstances, the most relevant assumption used in the main methods of calculating technical provisions for traditional credit insurance, in order to estimate the number of claims in the most recent months of sales, is that the claims inflow in early 2022 will be around 20% higher than the level at the end of 2021. The main methods of estimating claims provisions for traditional credit insurance account for 74% (2020: 81%) of traditional credit insurance claims provisions.

Due to the high uncertainty caused by the current environmental circumstances, a similar approach has been adopted for the 2021 year-end as was taken for the 2020 year-end. During the second half of 2020, the number of reported claims decreased significantly compared to the first half of 2020. At the time, this was partly related to a fall in insured business, measures and restrictions adopted by governments in the early 2020s, as well as government support for the economy. Nevertheless, although insured shipments have since recovered, the number of reported claims has remained at the same low level as in the second half of 2020. The year-end provisions for credit insurance claims have been determined based on the assumption that this low claims experience is temporary, with a sharp increase of 10% - 40% in the number of claims expected at the beginning of 2022, depending on the country, above the level experienced in the first half of 2020. In the event that the expected increase in claims does not materialise, there could be releases of these provisions corresponding to the 2021 financial year in the second half of 2022.

An indicator of the sensitivity to the expected number of claims would be as follows: if the estimated number of claims during the most recent six months of risk were to change by 10%, the claims **provisions would change by €35 million, gross of reinsurance (2020: €35 million)**. Also, as the provisions for the most recent months are set as the product of the estimated number of claims and the expected average cost of claims, the sensitivity is approximately linear and applicable to both

direct and accepted reinsurance business. Unless otherwise stated, the same applies to other sensitivities mentioned in this section.

By their nature, it is not easy to quantify an estimate of the inflow of large claims. The order of magnitude of this sensitivity would, in the Management's view, be similar to the sensitivity of the estimated number of claims in the most recent months, although, as is inevitable with severity risk, this has a longer run and a greater extension in time. Historical data shows that the correlation between the aggregate estimated ultimate losses from large claims per underwriting year and mass claims losses is over 80%. Considering the above, the approach based on historical experience determines a final loss from large losses as a proportion of the total losses of the last two risk years. In the event that this ratio were 10% higher, provisions for traditional credit insurance claims would **increase by €66 million (2020): €71 million).**

**Recoveries undertaken may deviate from expected recoveries. Expected recoveries amount to €373 million (2020: €490 million). The two largest components of expected recoveries are traditional credit insurance recoveries of €142 million (2020: €218 million) and for instalment payment protection €138 million (2020: €154 million).**

Given that recovery rates differ by country and product, and also that the evolution depends on the age of the underwriting year, it is difficult to provide insight into sensitivity by measuring the impact of a simple change in parameters. In the case of traditional credit insurance, final recoveries are first estimated through commonly used projection methods. The estimates are then adjusted to take into account a margin of uncertainty such that a favourable development of the estimates is **the most likely outcome. However, the impact of reducing these estimates by 10% is €14 million (2020: €22 million). With respect to term credit protection, for which similar uncertainty margins are included, the impact of reducing estimates by 10% is €13 million (2020: €15 million).**

In response to the COVID-19 pandemic crisis, the Group took a number of actions to mitigate the risks arising from the crisis: restrictive underwriting measures, risk mitigation actions taken selectively for the protection of our customers, and through the agreements established by the various European governments.

In 2020 the Group signed agreements in the form of reinsurance schemes under EU state aid rules with Denmark, Germany, Norway, Belgium, France, Luxembourg, the Netherlands, the United Kingdom, Italy and Spain and extended until 30 June 2021 the governance arrangements in Denmark, Germany, Norway, Belgium, Luxembourg, the Netherlands, the United Kingdom and Spain. After the expiry of the agreements until 30 June 2021, no renewal of the agreements has taken place.

The combined impact of these measures on these consolidated financial statements is as follows:

- **Balance sheet: debts (net of credits) for reinsurance operations amount to €125,754 thousand at 31 December 2021 (€195,371 thousand at 31 December 2020) and the reinsurance share of technical provisions amounts to €132,883 thousand (€224,233 thousand at 31 December 2020).**
- **Income statement: loss of €253,128 thousand (loss of €44,856 thousand in the 2020 financial year) consisting of €323,805 thousand as premiums earned from ceded reinsurance, (€35,527) thousand as claims recovered from ceded reinsurance and €106,204 thousand as commissions from ceded reinsurance.**

### C. Financial market risks

The Group's investment policy approved by the Board of Directors takes into account the ratio of assets to liabilities, risk tolerance and liquidity of positions in different scenarios. It also expressly considers the prerequisites for the use of derivative instruments and structured financial products.

At present, the Group differentiates between four types of portfolios: Life portfolios, Non-life portfolios, Credit Insurance portfolios and portfolios in which the risk is borne by the customer.

The aim in the case of Life portfolios is to optimise asset and liability matching using asset liability management (ALM) frameworks, while verifying compliance with legal and internal requirements. The aim in the case of Non-life portfolios is to maximise long-term return through appropriate diversification of assets. In the insurance credit portfolios, the aim is to maintain the solvency and liquidity required by the business. Lastly, the portfolios in which the risk is borne by the customer (whether in insurance contracts or in any other type of financial product) are managed in accordance with the policies established in each case in the statement of terms and conditions or prospectus.

- **Credit risk.** The credit risk is the risk that the issuer or other party in a financial operation does **not comply with their contractual obligations. The Group's policy on credit risk is based on two** basic principles:
  - Prudence: the minimum rating for fixed-income investments is A-. Any investment below this threshold requires express senior management approval and must be reported to the Board of Directors. If Spain's sovereign rating were to drop below A-, investment in government bonds issued or guaranteed by the State shall not require authorisation as long as the investment level is maintained. In this sense, in the selection or credit risks, priority is given to those with the highest credit rating.
  - Diversification: high diversification across industries and issuers, with maximum risk limits per issuer.
- **Liquidity risk.** **The Group's policy with respect to liquidity risk is to maintain sufficient cash** balances to meet any contingencies arising from obligations to customers. Said liquidity risk is managed by adapting the investments to the characteristics of the liabilities in the various businesses where the Group operates. In this sense, there is a periodic ALM analysis for all portfolios that permit mitigation of this risk. On the other hand, almost all the investments are in securities traded in organised markets that permit flexibility, so the Group will be able to take measures if there is any liquidity pressure.
- **Exchange rate risks.** The Group has the objective of minimising the risks derived from the exchange rate. Thus, in the portfolios of companies with traditional insurance business, basically located in Spain, it only maintains positions in currencies other than the euro derived from its investment in international equities, with the exposure considered to be reduced. On the other hand, in the specific case of the credit business, in cases where the local legislation in each country of operation requires, investment is maintained in the corresponding currency. In these cases, the objective is for there to be natural coverage between the positions and the local business.
- **Market risk.** Market risk is the risk of loss in the fair value of the assets as a consequence of the movements in the market variables that have an impact in their valuation. The Group regularly analyses the sensitivity of its portfolios to market risk, due mainly to changes in interest rates and stock prices. In this sense, there is a monthly control of the modified durations of the fixed income portfolios and, with a period nature, there is a study of the asset-liability suitability on a product level of analyse and verify the structural correspondence between the same, as well as different stress scenarios.

One of the standard measurements for market risk is the Value at Risk (VaR), which is based on a methodology of variance-covariance that uses the historic volatility of the prices in stock indexes, the exchange rates and the rate curves, and the correlation between them, as principal inputs. This risk measurement measures the maximum potential loss of the financial instruments due to adverse movements in the prices of the shares, the exchange rates and the interest rates within a fixed period of time and with a specific level of reliability (probability). Although the Group does not manage its investments based on the VaR level of the same, it uses this indicator as additional reference information together with the other periodic risk controls that it carries out on the investment portfolios. The risk of using the variance-covariance methodology or any other methodology based on historic data is that it underestimates the risk of the financial instruments. This is because these methods assume that the historic volatility and the correlation between the financial instruments will be



repeated in the future. Therefore, the objective is not to represent future prices, but to use this as a guide only for information and comparison purposes for historic behaviour. In the specific case of the calculation carried out by the Group, there is a level of reliability of 99.5% and a period of 12 months, which implies that there is a probability of 0.5% of underestimating the maximum potential loss for the next 12 months.

The Group's investment policy approved by the Board of Directors has not changed substantially due to the impact of COVID-19.

The economic situation generated by the pandemic has had a very significant impact on financial markets, especially on equity markets, which suffered significant falls in the first half of 2020. During the second half of 2020 and throughout 2021, the gradual recovery of economic activity and advances in vaccine development and, subsequently, in vaccination programmes, have allowed a recovery in most stock exchanges to pre-pandemic levels.

The Group has monitored its exposure to the various risks. Specifically:

- The evolution of the positions held in liquidity has been monitored, although the levels of cash held minimise any impact in this regard.
- Credit exposure to certain sectors that could be particularly affected by the impact of the pandemic (tourism, restaurants, airlines, among others) has been monitored. It is important to note that there is no material investments in any of them. Additionally, the portfolio diversification controls in place would mitigate any risk in this regard.
- In relation to investments in equities, as in the case of fixed-income investments, the exposure to certain securities that might be particularly affected in the future by the impact of the economic crisis arising from COVID-19 has been analysed in detail. It is important to note that no significant exposure is maintained in sectors such as airlines, tourism or catering.

With regards to the main sensitivities performed by the Group for the financial market risks, we can highlight:

- Fixed income: An increase in the curve of 100bps represents +4.7% solvency ratio whereas a decrease in the curve of 100 bps represents -5.1% in solvency ratio.
- Equities: An decrease in the equities of the stock market of -10% represents +10% solvency ratio whereas a decrease in the equities of -25% represents +14.1% in solvency ratio.
- Properties: A decrease in value of 5% of the property value implies -1.4% of the solvency ratio.
- A combined decrease of 10% in the equities value and of 5% in the properties implies an **increase of +8.6% of the Group's solvency ratio.**

#### D. Operational risks

Defines operational risk is understood as the risk of loss of inadequate or poorly functioning internal processes, staff or systems, or as a result of external events. In order to meet the operational risk, the Group has for both the traditional business and the credit insurance business various IT tools that permit monitoring and quantification. In particular, the risks associated to the various processes have been categorised with the aim of standardizing this classification across all Group companies, which allows obtaining the necessary information that enhances operational risk management, in each Group company individually and in the Group as a whole.

This system allows fair undertaking of an appropriate operational risk management.

The Group likewise ensures compliance with the various regulations applicable to entities comprising the Group through audits carried out by various Departments. Amongst which we should highlight :

- Legal and General Secretariat Department: One of its objectives is to maintain, through the Compliance Verification Unit, adequate compliance with legal and internal regulations within the organisation of the different entities of the Group, as well as to ensure that these regulations are applied consistently. To this end, it has a Compliance Verification Committee, whose task is to coordinate, supervise and establish common criteria in the Group's main entities. In addition, for those regulations that are particularly sensitive in relation to the sector in which the Group operates, such as those aimed at the prevention of money laundering and the financing of terrorism and the protection of personal data, internal committees have been set up to ensure compliance with these regulations.
- Department of Management and Planning Control: **The unit, belonging to the Company's Financial Management, among other objectives, aims to arrange and implement adequate control of the Group's financial information and its budgets, and to ensure that it complies with domestic and international accounting standards.**
- Corporate Internal Audit Department: This department, under the Audit Committee, is responsible for seeing that the above bodies have successfully implemented the control and self-control measures stipulated by the Group, with regard to both operational and regulatory compliance risk.

## Brexit

Brexit affects, among others, regulations (including rights such as Freedom to Provide Services or Freedom of Establishment) and financial information. The United Kingdom left the European Union on 31 January 2020 and on 1 January 2021 all permitted legal and regulatory arrangements for a transition period ceased.

To mitigate the impact of this change the Group, through its subsidiary Atradius NV, applied to the UK Regulator (*Prudential Regulatory Authority*, 'PRA') for authorisation as a Third Country UK Branch. In December 2021, PRA approved the application. As of 1 January 2022, Third Country Branch status is authorised for both credit and surety insurance. This puts an end to any uncertainty as to what structures and control measures the Group must adopt in order to operate in the United Kingdom.

## E. Other non-operational risks such as reputational risk and strategic risk.

Reputational risk: Risk associated to the occurrence of an event that has a negative impact on the **image or notoriety of the Group and, in consequence on it's reputation. This risk is materialised** through unfavourable information in public media, internet/social media or reports of a claim.

The causes can vary from poor management of a claim, inappropriate behaviour of employees or collaborators, defects in the provision of services, fraud in mediation, etc. For management of this risk, the Group:

- It has a reputational risk management policy whose purpose is to establish an action policy, as well as to establish an operating procedure and valid interlocutors for those events and/or situations that may cause a reputational crisis affecting the external image of the Group or of any of the individual entities that comprise it.
- Avails of a code of ethics signed by the board members, associates and service providers.
- There is a protocol for action in the event of irregularities and fraud (whistle-blowing channel) of the Group.
- Determines the requirements of aptitude and honour.
- Monitors the information published in communication media.

Strategic risk: Risk of loss in profit or capital resulting from inappropriate strategic decisions, defective execution of decisions or inappropriate adaptation to the evolution of the economic environment.

**Compliance with the Group's objectives is monitored by the steering committee and by each of the areas, in such a manner that there is exhaustive monitoring of the plan in the medium-term and of the circumstances that may occur in it.**

## F. Environmental, social and governance risks

Sustainability risks are defined as those risks that constitute the possibility of losses driven by environmental, social and governance ("ESG") factors.

- With respect to investments, any environmental, social or governance event or condition that, if it were to occur, could have an actual or potential material adverse effect on the value of the investment.
- With respect to liabilities, an environmental, social or governance event or condition that, should it occur, may cause an actual or potential material adverse impact on the value of the liability.

Environmental risks are those arising from issues related to the quality and functioning of the natural environment and natural systems. These risks include: biodiversity loss, greenhouse gas emissions, climate change, renewable energy, energy efficiency, air, water or resource depletion or pollution, waste management, stratospheric ozone depletion, land use change, ocean acidification, and changes in the nitrogen and phosphorus cycles. Environmental risks are classified according to whether they are physical risks, transition risks or liability risks.

Social risks are those that encompass issues relating to the rights, welfare and interests of individuals and communities. These issues include: human rights; labour standards in the supply chain; child, slave and bonded labour; workplace health and safety; freedom of association and freedom of expression; human capital management and employee relations; diversity; relations with local communities; activities in conflict zones; health and access to medicine; HIV/AIDS; consumer protection; and controversial weapons.

Governance risks refer to issues related to the governance of companies and other investees, including: board structure, size, diversity, skills and independence, executive pay, shareholder rights, stakeholder interaction, information disclosure, business ethics, bribery and corruption, internal controls and risk management, and, in general, issues related to the relationship between a company's management, its board of directors, its shareholders and its stakeholders. This risk may also include business strategy issues, which encompass both the implications of the business strategy for environmental and social issues, as well as how the strategies will be implemented.

Bearing in mind that these risks may affect the Group as a whole directly or indirectly and that, therefore, they must be integrated transversally in the risk policies of Grupo Catalana Occidente, a Sustainability Committee has been defined at Group level with the aim of:

- Design a Sustainability Master Plan to land in an annual action plan the necessary actions corresponding to all areas to adapt the Group and all its entities to the "ESG" principles, criteria and commitments.
- Incorporate ESG risks into the risk management strategy through the Group's governance policies and, in particular, in a climate change and environment policy that serves as an umbrella, like the other policies, for the various action plans in this area.
- Define criteria on the content, methodology and presentation of the information to be disclosed with respect to ESG factors, including climate change.

The management, measurement and monitoring of these risks is defined in the climate change and environment policy, as well as in the rest of the Group's governance policies, according to which:

- The impacts of such risks, to the extent relevant, are analysed in financial planning with the aim of adapting, if necessary, strategic planning in the light of the risks identified.
- The necessary metrics are implemented to help measure and manage the risks and opportunities arising from climate change.
- A periodic report is made at the highest level on the quantification of the main risks to which the Group is exposed and the capital resources available to deal with them, as well as information on compliance with the limits set in the risk appetite.

During the 2021 financial year, Grupo Catalana Occidente has carried out an exercise to assess the risks derived from climate change in its activity under alternative climate scenarios. The Group's risk profile was used to estimate the impact on the Group of two opposing climate scenarios: one with a global temperature increase of no more than 2°C, and the other with an increase of more than 2°C.

To simulate both scenarios, an analysis of the climate scenarios proposed by the *Intergovernmental Panel on Climate Change* (IPCC) in its latest report of August 2021 has been carried out, where the most robust climate futures have been defined, considering environmental and socioeconomic factors intrinsically linked to climate change. Based on this information, the scenarios studied are:

- Scenario with global planetary temperature increase of no more than 2°C: the SSP2-RCP4.5 scenario has been selected in line with the upper limit of the achievement of the Paris Agreement targets and the nationally determined contributions updated at COP26.
- Scenario with global temperature increase exceeding 2°C: information from the SSP5-RCP8.5 scenario has been used, which represents a *non-climate-policy* scenario that allows us to study the most unfavourable conditions for the climate.

The results of the analysis of these scenarios projected over a 5-year time horizon show the following possible impacts on the business:

- On the one hand, an increase in the accident rate of around 1% in the least unfavourable scenario and less than 5% in the worst case scenario.
- On the other hand, a possible negative impact on equity valuation of between 5% and 10% for each scenario, respectively.

### G. Monitoring risks

Through mechanisms deployed to identify, analyse and address the associated risks in different areas, the Group recognises and addresses the risks it faces. To do so it boasts:

- Stringent strategic planning
- A process of internal self-evaluation of risks and solvency.
- Prudent management of operational risk

**The Group's main committees are responsible for control and monitoring of the various risks.**

Monitoring of the risk strategy is performed by the business units through early alert indicators that are the basis both for monitoring the risks and for compliance with the risk appetite approved by the Board of Directors. Also, the internal control area and the function of risk management control perform due monitoring.

### H. Risk mitigation measures

The Group assesses and reviews risk mitigation measures. These include the following:

- Underwriting risk: The main mitigation mechanism is the reinsurance programme and the underwriting techniques.
- Market risk: a detailed analysis of asset-liability matching (ALM) is carried out periodically, including VaR analysis of investment portfolios and sensitivity analysis of future scenarios.
- Counterparty default risk: The credit rating of major financial counterparties and reinsurers is monitored. Exposure from commercial credit risk with agents and the age of the debt is also monitored.
- Operational Risk: thought internal control system its monitoring via its integrated tool and the reporting, as described below.

Additionally, there are plans in place to ensure business continuity. These establish processes to minimize the impact on business functions in the event of a disaster, and thus reduce downtime of information and systems.

#### 4.c) Internal Control

Grupo Catalana Occidente boasts an internal control system which ensures the objectives of effectiveness and efficiency of operations, reliability of financial reporting, asset protection and compliance with applicable laws and regulations, and which also permits availing of adequate mechanisms with regards to solvency in order to identify and measure all of the significant risks existing and to cover them suitably with own permitted funds.

To this end, the internal control system is built around five components:

- The control environment is an essential element of internal control, since all other **components are based on it, and it boosts employees' awareness of its importance.**

In order to ensure that the Group has an environment of adequate control, the Board of Directors applies the principles of Good Governance with transparency and rigour, availing of a human resources policy geared to motivate and retain talent and also has a Code of Ethics and Internal Behaviour Regulation that formalizes the commitment of employees, Management and the Board of Directors to behave under the principles of good faith and integrity.

- Risk assessment. The Group knows and approaches all of the risks it faces, establishing mechanisms to identify, analyse and process the corresponding risks in the various areas and has a framework policy for the entire risk management system with specific policies for each specific risk, in conformance with the establishments of the insurance regulations.
- The control activity. The Group has a number of policies and procedures, with appropriate authorisation levels, and adequate segregation of duties, that help ensure that management and Board of Directors directives are carried out and risks associated with the achievement of objectives are properly managed.

The control activities of the Group take place under a framework of: (i) a suitable segregation of tasks and responsibilities both between the personnel and between the functions carried out, (ii) a suitable structure of powers and capacities for the performance of operations linked to critical processes, establishing a system of limits adjusted to the same, (iii) a system of authorisations prior to the assumption of risks, global information security guidelines, understood as the preservation of the confidentiality, integrity and availability of the information and of the systems that process it against any threat, risk or damage that may be suffered, especially in the field of cybersecurity, in accordance with its importance for the Group, and (iv) the existence of the mechanisms necessary to guarantee the continuity of the business. The existence of these mechanisms has allowed the Group to continue operating in the current COVID-19 situation without incurring

significant operational losses beyond the IT-related costs incurred, without calling into question the going concern principle.

- Information and communication. The Group has adequate systems of internal and external communication.

Regarding internal communication, the Group avails of a structure of committees and different processes that guarantee transparency and correct supply of information.

In reference to communication with external stakeholders, it should be noted that, in compliance with the recommendations of the CNMV regarding the Internal Control System of Financial Reporting (ICFRS), in 2021 and through the Internal Control Unit and its mission, the Group has made progress in strengthening the reliability of the financial reporting released through the documentation of the processes, the homogenisation of criteria and the reflection on efficiency improvements. The result has been noticeable improvement in the traceability of this information.

- Supervision. The internal control system is subject to a monitoring process that verifies proper operation over time. This is achieved through continuous supervision activities and periodic supervision.

The continued supervision occurs over the course of the operations and includes both normal activities of management and supervision as well as other activities carried out by personnel during the performance of their roles. The scope and frequency of the periodic evaluations will essentially depend on an evaluation of the risks and the efficacy of the continued supervision processes.

In addition, the Group has independent supervisors who check that adequate operation of the internal control system is maintained over time. Specifically, there are three fundamental functions: risk management control function, actuarial function and compliance verification function, which act as the second line of defence, and an internal audit function which acts as the third line of defence, undertaking integral supervision of the internal control system.

### Internal Control in the area of Financial Investments

The investment control systems constitute a useful early warning system given the current situation of financial markets.

In this sense, the concentration and dispersal of fixed income and equity, the average rating of the portfolio, exposures by rating and how they have changed, changes in the optionality of assets due to changes in interest rates, and the performance of underlying assets are monitored at monthly intervals.

Furthermore, based on the regulations derived from solvency II, the Group has continued to examine the capital charge that might result from the credit risk associated with investments.

The financial investments are valued at their fair value, which corresponds to the price that would be received for the sale of a financial asset through a transaction organised between the participants in the market on the date of valuation, except:

- **Financial investments included in the “Maturity portfolio”, which is valued for its amortised cost using the method of the effective interest rate.**
- The financial assets which are capital instruments where the fair value cannot be estimated in a reliable manner, and are valued at cost.

The fair value valuations of the financial investments included in the portfolio available for sale and in the negotiation portfolio are classified according to the levels of variables used in the valuation (see Note 3.b.3).

The breakdown of financial assets at 31 December 2021 according to the inputs used is as follows (in € thousand):

	Tier 1	Tier 2	Tier 3	Total at 31/12/2021
Financial assets held for trading	-	-	-	-
Derivatives	-	-	-	-
Other financial assets at fair value through profit or loss	719,745	-	-	719,745
Financial Investments in Equity	-	-	-	-
Stakes in investment funds	48	-	-	48
Debt securities	-	-	-	-
Investments held for the benefit of policyholders who bear the investment risk	719,697	-	-	719,697
Available-for-sale financial assets	9,468,700	466,046	278,874	10,213,620
Financial Investments in Equity	1,580,761	-	86,156	1,666,917
Stakes in investment funds	521,448	-	192,718	714,166
Debt securities	7,366,491	30,283	-	7,396,774
Loans	-	-	-	-
Deposits with credit institutions	-	435,763	-	435,763
<b>Total at 31 December 2021</b>	<b>10,188,445</b>	<b>466,046</b>	<b>278,874</b>	<b>10,933,365</b>

At 31 December 2021, financial instruments at fair value classified in Level 3 represent 2.26% of financial assets (1.11% at 31 December 2020).

The same information reported at the end of **the year 2020 is as follows (in € thousand)**:

	Tier 1	Tier 2	Tier 3	Total at 31/12/2020
Financial assets held for trading	-	-	-	-
Derivatives	-	-	-	-
Other financial assets at fair value through profit or loss	585,341	-	-	585,341
Financial Investments in Equity	-	-	-	-
Stakes in investment funds	49	-	-	49
Debt securities	-	-	-	-
Investments held for the benefit of policyholders who bear the investment risk	585,292	-	-	585,292
Available-for-sale financial assets	9,225,213	507,502	129,726	9,862,441
Financial Investments in Equity	1,283,901	-	18,042	1,301,943
Stakes in investment funds	420,826	-	111,684	532,510
Debt securities	7,520,486	34,424	-	7,554,910
Loans	-	-	-	-
Deposits with credit institutions	-	473,078	-	473,078
<b>Total at 31 December 2020</b>	<b>9,810,554</b>	<b>507,502</b>	<b>129,726</b>	<b>10,447,782</b>

The Group carries out a periodic review of the existing portfolio in order to analyse whether it is necessary to change the classification of any of the existing assets. As a result of this review, a number of financial instruments have been reclassified from one valuation level to another in 2021 (in € thousand):

	From to	Tier 1	
		Tier 2	Tier 3
Available-for-sale financial assets			
Financial Investments in Equity		-	-
Stakes in investment funds		-	25,259
Debt securities		-	-
Deposits with credit institutions		-	-
<b>Total at 31 December 2021</b>		-	25,259

The same information reported for the financial year is as follows (in € thousand):

	From to	Tier 1	
		Tier 2	Tier 3
Available-for-sale financial assets			
Financial Investments in Equity		-	20,605
Stakes in investment funds		-	48,315
Debt securities		-	-
Deposits with credit institutions		176,363	-
<b>Total at 31 December 2020</b>		176,363	68,920

The amount of financial instruments that have been transferred between the different valuation levels during the 2021 financial year is not significant with respect to the total financial investment portfolio, and they do not reflect changes in the measurement method of these instruments with respect to the previous financial year.

In addition, below is a breakdown of the movement in financial assets classified in Level 3 (in € thousand):



	Available-for-sale financial assets (AFS)		Total
	Financial Investments in Equity	Stakes in investment funds	
Net book value on 1 January 2020	-	-	-
Purchases	20	88,654	88,674
Sales and amortisations	(695)	(25,810)	(26,505)
Reclassifications and transfers	20,605	48,315	68,920
Changes in value against reserves	(1,888)	525	(1,363)
Changes in value against results	-	-	-
Effect of changes on the exchange rates	-	-	-
Changes in loss due to value impairment	-	-	-
<b>Net book value on 31 December 2020</b>	<b>18,042</b>	<b>111,684</b>	<b>129,726</b>
Purchases	68,037	54,776	122,813
Sales and amortisations	(298)	(955)	(1,253)
Reclassifications and transfers	-	25,259	25,259
Changes in value against reserves	375	1,954	2,329
Changes in value against results	-	-	-
Effect of changes on the exchange rates	-	-	-
Changes in loss due to value impairment	-	-	-
<b>Net book value on 31 December 2021</b>	<b>86,156</b>	<b>192,718</b>	<b>278,874</b>

In order to obtain the fair value of the equity assets classified in Level 3, for whose measurement there are no directly observable market data, alternative techniques are used, based mainly on quotations provided by brokers or market contributors. The Group has assessed that small changes in the assumptions used in these valuation models would involve no substantial changes in the values obtained.

The credit rating of the fixed income and deposits issuers in credit entities on 31 December 2021 and 2020 is shown below (amounts in € thousand):

Rating	31/12/2021						
	AAA	AA	A	BBB	Under investment grade	No rating	TOTAL
Public Fixed Income	239,673	329,964	2,055,444	329,969	-	15,022	2,970,072
SPPI	239,022	327,861	2,054,962	329,969	-	15,022	2,966,836
Other	651	2,103	482	-	-	-	3,236
Private fixed income	35,325	128,817	1,419,428	2,572,013	222,373	48,746	4,426,702
SPPI	32,277	124,803	1,353,165	2,500,841	222,373	48,746	4,282,205
Other	3,048	4,014	66,263	71,172	-	-	144,497
<b>Total fixed income</b>	<b>274,998</b>	<b>458,781</b>	<b>3,474,872</b>	<b>2,901,982</b>	<b>222,373</b>	<b>63,768</b>	<b>7,396,774</b>
% Fixed-Income	3.72%	6.20%	46.98%	39.23%	3.01%	0.86%	100.00%
Deposits with credit institutions	40,000	13,000	117,993	14,000	-	435,763	620,756
SPPI	40,000	13,000	117,993	14,000	-	-	184,993
Other	-	-	-	-	-	435,763	435,763

Rating	31/12/2020						
	AAA	AA	A	BBB	Under investment grade	No rating	TOTAL
Public Fixed Income	246,365	336,226	2,340,954	337,184	5,924	6,449	3,273,102
SPPI	245,639	334,084	2,321,328	337,184	5,924	6,449	3,250,608
Other	726	2,142	19,626	-	-	-	22,494
Private fixed income	34,042	193,737	1,006,715	2,938,005	102,777	6,532	4,281,808
SPPI	30,691	189,383	957,494	2,837,309	102,777	5,516	4,123,170
Other	3,351	4,354	49,221	100,696	-	1,016	158,638
Total fixed income	280,407	529,963	3,347,669	3,275,189	108,701	12,981	7,554,910
% Fixed-Income	3.71%	7.01%	44.31%	43.35%	1.44%	0.17%	100.00%
Deposits with credit institutions	38,000	(4,000)	44,347	22,000	-	473,078	573,425
SPPI	38,000	(4,000)	44,347	22,000	-	-	100,347
Other	-	-	-	-	-	473,078	473,078

The investment criteria also include various measures of risk diversification by sector, country and currency (amounts in € Thousand):

Sector	31/12/2021				31/12/2020			
	Equity instruments	%	Representative debt values	%	Equity instruments	%	Representative debt values	%
Communications	146,108	6.14%	479,706	6.49%	124,609	6.79%	483,491	6.40%
Cyclical consumer goods	164,332	6.90%	775,598	10.49%	123,570	6.74%	670,486	8.87%
Non-cyclical consumer goods	300,053	12.60%	533,417	7.21%	216,785	11.82%	539,642	7.14%
Energy	14,998	0.63%	88,671	1.20%	12,564	0.68%	96,705	1.28%
Financial	499,119	20.96%	1,693,339	22.89%	343,682	18.73%	1,703,347	22.55%
Industrial	197,055	8.28%	443,878	6.00%	155,164	8.46%	344,586	4.56%
Technological	246,389	10.35%	90,973	1.23%	170,411	9.29%	89,521	1.18%
Public Services	146,785	6.17%	317,190	4.29%	165,082	9.00%	350,707	4.64%
Diversified	3,451	0.14%	1,737	0.02%	3,484	0.19%	1,937	0.03%
Commodities	23,434	0.98%	2,194	0.03%	18,785	1.02%	2,653	0.04%
Governance	-	-	2,970,071	40.15%	-	-	3,271,835	43.31%
Others (*)	639,407	26.85%	-	-	500,366	27.28%	-	-
Total	2,381,131	100.00%	7,396,774	100.00%	1,834,502	100.00%	7,554,910	100.00%

(\*) Includes investment funds.

Year 2021

€ Thousand

Country	Equity instruments	Public Fixed Income	Private fixed income	Deposits in banks	Cash and other equivalent assets
Spain	631,780	2,267,046	1,722,743	261,428	1,246,507
Greece	-	-	-	-	9,814
Portugal	-	4,056	-	-	3,003
Ireland (*)	389,064	13,524	6,592	1,607	62,784
Italy	30,178	66,079	7,968	237	1,280
Germany	198,072	86,585	303,388	16,918	6,473
France	274,984	180,794	676,775	-	15,166
United Kingdom	17,204	3,759	454,431	35,373	1,903
The Netherlands	96,226	13,650	532,582	37,539	220,395
Other Europe	247,735	89,865	236,048	168,292	19,578
U.S.A.	474,907	95,941	387,159	736	7,900
Rest OECD	12,684	105,484	96,450	66,265	78,518
Rest of the world	8,297	43,289	2,566	32,361	59,852
<b>Total</b>	<b>2,381,131</b>	<b>2,970,072</b>	<b>4,426,702</b>	<b>620,756</b>	<b>1,733,173</b>

(\*) Ireland equity instruments are investment funds.

Year 2020

€ Thousand

Country	Equity instruments	Public Fixed Income	Private fixed income	Deposits in banks	Cash and other equivalent assets
Spain	479,844	2,570,015	1,523,553	257,158	1,077,371
Greece	-	-	-	-	4,510
Portugal	-	5,138	-	-	2,076
Ireland (*)	290,687	17,276	17,656	-	64,489
Italy	31,457	68,846	7,177	309	1,905
Germany	180,780	83,384	337,534	16,918	5,043
France	222,175	200,829	671,504	-	13,020
United Kingdom	18,950	7,842	425,576	32,201	1,795
The Netherlands	64,344	33,088	554,647	810	154,059
Other Europe	195,510	96,816	181,048	187,579	23,334
U.S.A.	330,970	74,230	495,707	1,813	12,448
Rest OECD	8,799	84,980	64,270	53,284	66,204
Rest of the world	10,986	30,658	3,136	23,353	51,721
<b>Total</b>	<b>1,834,502</b>	<b>3,273,102</b>	<b>4,281,808</b>	<b>573,425</b>	<b>1,477,975</b>

(\*) Ireland equity instruments are investment funds.

Below are the financial investments broken down by currencies, along with the other assets and liabilities held by the Group as of 31 December 2021 and 2020:

Year 2021

Currency						€ Thousand
	Equity Instruments	Debt securities	Deposits in banks	Cash and other equivalent assets	Other assets	Total Assets at 31 December 2021
Euro	1,604,297	6,989,951	493,195	1,445,739	5,205,528	15,738,710
GB pound	85,018	37,695	6,108	33,457	238,444	400,722
U.S. Dollar	489,347	251,884	59,168	95,295	294,104	1,189,798
Other	202,469	117,244	62,285	158,682	402,955	943,635
Total	2,381,131	7,396,774	620,756	1,733,173	6,141,031	18,272,865

Year 2020

Currency						€ Thousand
	Equity Instruments	Debt securities	Deposits in banks	Cash and other equivalent assets	Other assets	Total Assets at 31 December 2020
Euro	1,282,892	7,229,056	504,728	982,629	5,064,555	15,063,860
GB pound	43,320	37,534	878	199,155	218,123	499,010
U.S. Dollar	340,709	192,277	25,127	147,301	247,946	953,360
Other	167,581	96,043	42,692	148,890	396,300	851,506
Total	1,834,502	7,554,910	573,425	1,477,975	5,926,924	17,367,736

Year 2021

Currency				€ Thousand
	Subordinated liabilities	Technical provisions	Other Liabilities	Total Liabilities at 31 December 2021
Euro	194,876	10,409,712	1,858,147	12,462,735
GB pound	-	126,518	177,670	304,188
U.S. Dollar	-	354,332	90,302	444,634
Other	-	403,904	184,564	588,468
Total	194,876	11,294,466	2,310,683	13,800,025

Year 2020

Currency				€ Thousand
	Subordinated liabilities	Technical provisions	Other Liabilities	Total Liabilities at 31 December 2020
Euro	200,704	10,181,926	1,859,629	12,242,259
GB pound	-	119,624	136,444	256,068
U.S. Dollar	-	288,667	80,624	369,291
Other	-	392,245	170,254	562,499
Total	200,704	10,982,462	2,246,951	13,430,117

The average spot exchange rates at year-end most often used in translating these types of foreign currency balances into euros coincide with the rates published by the European Central Bank and are detailed in Note 3.g.4 to the consolidated financial statements.

**The Group's exposure to risk arising from credit derivatives is immaterial.**

## 5. Principal operations and changes in the consolidation perimeter

### 5.a) Acquisition of 100% of Legion Empresarial, S.L.

On 2 November 2020, Grupo Catalana Occidente, through its investee Funerarias Bilbaína y La Auxiliadora, S.L., reached an agreement to acquire 100% of the shares of Aguirre y García de Andoin, S.L. (hereinafter “Funeraria Aranguren” for €1,770 thousand.

After having obtained the corresponding authorisation for the transfer and acquisition of the shares from the National Markets and Competition Commission on 27 January 2021, the execution of the sale and purchase agreement was formalised on 8 February 2021.

Finally, the price paid by Funerarias Bilbaína y La Auxiliadora, S.L. was €1,882 thousand, corresponding to the initially agreed price of €1,770 thousand, adjusted by the difference between the net financial debt at 7 February 2021 (the closest closing date to the transaction) and the net financial debt estimated in the contract. All of this consideration was paid in cash.

#### Provisional accounting for the business mergers

The effective takeover date was 08 February 2021, the date on which the execution of the sales contract was formalized.

The Group has valued the identifiable assets acquired and liabilities assumed at their fair value at the date of the combination, according to the IFRS 3.

For this, the Group has performed a Purchase Price Allocation (PPA) analysis in order to determine the fair value of Funeraria Aranguren’s assets and liabilities at 7 February 2021. The accounting regulations stipulates a period of one year during which the valuation of assets and liabilities acquired is not final, wherefore the valuations carried out are the best available estimate on the date of preparation of these financial statements and they are in any case interim.

The amount of the consideration paid amounts to €1,882 thousand, which corresponds to the acquisition price on the date of the business combination.

The fair value of the assets identified net of liabilities amounts to €874 thousand. In the exercise of the PPA, no intangible assets of the acquired entity have been recognised.

Expenses incurred in the transaction amounted to €202 thousand and were recorded in the consolidated profit and loss account.

The transaction generated goodwill of €1,008 thousand (see Note 10.a).

## 6. Cash and other equivalent liquid assets

The breakdown of cash and cash equivalents at 31 December 2021 and 2020 are as follows:

Cash and other cash equivalents	€ Thousand	
	31/12/2021	31/12/2020
Cash in banks and in cash	1,593,319	1,447,960
Short-term bank deposits	139,854	30,015
Total	1,733,173	1,477,975

## 7. Financial assets

The breakdown of financial assets at 31 December 2021, without taking into account the shares in entities valued by equity accounting, is as follows (in € thousand):

Investments classified by category of financial asset and by type	Other financial assets at fair value through profit or loss (FVPL)	Available-for-sale financial assets (AFS)	Loans and receivables (LR):	Total at 31.12.2021
FINANCIAL INVESTMENTS:	719,745	10,213,620	471,608	11,404,973
Equity Instruments				
- Financial Investments in equity	-	1,666,917	-	1,666,917
- Stakes in investment funds	48	714,166	-	714,214
Debt securities	-	7,396,774	-	7,396,774
Derivatives	-	-	-	-
Hybrid instruments	-	-	-	-
Investments on behalf of policyholders assuming the investment risk	719,697	-	37,536	757,233
Loans	-	-	216,551	216,551
Other financial assets	-	-	10,427	10,427
Deposits with credit institutions	-	435,763	184,993	620,756
Deposits for accepted reinsurance	-	-	22,101	22,101
RECEIVABLES:	-	-	935,804	935,804
Credits for direct insurance direct and coinsurance	-	-	374,375	374,375
Receivables arising from reinsurance operations	-	-	74,652	74,652
Other receivables	-	-	486,777	486,777
Total net	719,745	10,213,620	1,407,412	12,340,777

The same information reported at year-end, 31 December 2020 is as follows (in € thousand):

Investments classified by category of financial asset and by type	Other financial assets at fair value through profit or loss (FVPL)	Available-for-sale financial assets (AFS)	Loans and receivables (LR):	Total at 31.12.2020
FINANCIAL INVESTMENTS:	585,341	9,862,441	362,620	10,810,402
Equity Instruments				
- Financial Investments in equity	-	1,301,943	-	1,301,943
- Stakes in investment funds	49	532,510	-	532,559
Debt securities	-	7,554,910	-	7,554,910
Derivatives	-	-	-	-
Hybrid instruments	-	-	-	-
Investments on behalf of policyholders assuming the investment risk	585,292	-	33,089	618,381
Loans	-	-	195,034	195,034
Other financial assets	-	-	10,143	10,143
Deposits with credit institutions	-	473,078	100,347	573,425
Deposits for accepted reinsurance	-	-	24,007	24,007
RECEIVABLES:	-	-	886,604	886,604
Credits for direct insurance direct and coinsurance	-	-	358,952	358,952
Receivables arising from reinsurance operations	-	-	74,853	74,853
Other receivables	-	-	452,799	452,799
Total net	585,341	9,862,441	1,249,224	11,697,006

## 7.a) Financial investments

The movements in this section, broken down by portfolio, are shown below (in € thousand):

*Financial assets at fair value with changes in profit and loss*

	<b>€ Thousand</b>				Total FVPL
	Other financial assets at fair value with changes in PL (FVPL)				
	Equity Instruments	Debt securities	Investments held for the benefit of policyholders who bear the investment risk (1)	Deposits with credit institutions	
Net book value on 01 January 2020	26,259	1,026	551,734	-	579,019
Additions to the perimeter - Business Combinations	-	-	-	-	-
Purchases	-	-	158,963	-	158,963
Sales and amortisations	(24,421)	(1,067)	(112,347)	-	(137,835)
Reclassifications and transfers	435	-	(435)	-	-
Change of implicit interest	-	41	902	-	943
Changes in value against results	(2,224)	-	(13,525)	-	(15,749)
Effect of changes on the exchange rates	-	-	-	-	-
Changes in loss due to value impairment	-	-	-	-	-
Net book value on 31 December 2020	49	-	585,292	-	585,341
Additions to the perimeter - Business Combinations	-	-	-	-	-
Purchases	22	-	207,335	-	207,357
Sales and amortisations	(500)	-	(135,601)	-	(136,101)
Reclassifications and transfers	453	-	(453)	-	-
Change of implicit interest	-	-	979	-	979
Changes in value against results	24	-	62,145	-	62,169
Effect of changes on the exchange rates	-	-	-	-	-
Changes in loss due to value impairment	-	-	-	-	-
<b>Net book value on 31 December 2021</b>	<b>48</b>	<b>-</b>	<b>719,697</b>	<b>-</b>	<b>719,745</b>

(1) At 31 December 2021, the unrealised gains and losses on investments held on behalf of policyholders who bear the **investment risk amounted to €61,459 and (€11,759) thousand (€29,321 and (€42,814) thousand at 31 December 2020, respectively).**

Most of the revaluations credited to the profit and loss account, net of the related tax effect and of the allocation to minority interests, arose from financial instruments that are quoted on organised markets or for which a sufficiently reliable market valuation is available (see Note 4.c).

*Available-for-sale financial assets*



	<b>€ Thousand</b>					
	Available-for-Sale financial assets (AFS)					Total AFS
	Financial Investments in Equity	Stakes in investment funds	Fixed-income securities	Non-mortgage loans and advances on policies	Deposits with credit institutions	
Net book value on 01 January 2020	1,292,467	476,687	7,337,199	-	479,989	9,586,342
Additions to the perimeter - Business Combinations	-	-	-	-	-	-
Purchases	283,615	198,496	1,558,417	-	-	2,040,528
Sales and amortisations	(210,566)	(110,992)	(1,332,078)	-	(23,366)	(1,677,002)
Reclassifications and transfers	-	-	-	-	-	-
Revaluation adjustments	(56,162)	(30,372)	47,006	-	18,783	(20,745)
Change of implicit interest	-	-	(29,409)	-	(2,328)	(31,737)
Effect of changes on the exchange rates	-	(1,309)	(26,225)	-	-	(27,534)
Changes in loss due to value impairment	(7,411)	-	-	-	-	(7,411)
Net book value on 31 December 2020	1,301,943	532,510	7,554,910	-	473,078	9,862,441
Additions to the perimeter - Business Combinations	-	-	-	-	-	-
Purchases	221,197	117,274	1,470,636	-	211,963	2,021,070
Sales and amortisations	(98,882)	(3,200)	(1,421,746)	-	(217,510)	(1,741,338)
Reclassifications and transfers	-	-	-	-	-	-
Revaluation adjustments	252,437	64,610	(209,640)	-	(30,370)	77,037
Change of implicit interest (**)	-	-	(23,128)	-	(1,398)	(24,526)
Effect of changes on the exchange rates	-	2,972	25,742	-	-	28,714
Changes in loss due to value impairment	(9,778)	-	-	-	-	(9,778)
Net book value on 31 December 2021	1,666,917	714,166	7,396,774	-	435,763	10,213,620

(\*) Includes unmaturred accrued interest on assets.

(\*\*) Includes the variation for the year derived from implicit interest, both of what is above par and generates implicit interest, as well as the implicit interest that is derecognised with the sale and maturity of securities in the portfolio.

Most of the revaluations credited to the profit and loss account, net of the related tax effect and of the allocation to minority interests, arose from financial instruments that are quoted on organised markets or for which a sufficiently reliable market valuation is available.

**During 2021, the Group derecognised from equity €114,473 thousand from the heading "Adjustments for changes in value" relating to net unrealised losses in the "Available-for-Sale" portfolio. This amount was recognised in the consolidated profit and loss account for the period following the assets' disposal. In 2020 for the same concept, net losses of €19,385 thousand were recognised in the profit and loss account.**

Loans and receivables

	<b>€ Thousand</b>							Total LR
	Loans and receivables (LR)							
	Non- mortgage loans and advances on policies	Investment s held for the benefit of policyholder s who bear the investment risk	Mortgage loans	Other financial assets	Deposits with credit instituti ons	Deposits constituted by accepted reinsurance	Debt securitie s	
Net book value on 01 January 2020	100,380	23,382	65,025	8,335	128,639	25,391	-	351,152
Additions to the perimeter								
- Business Combinations	-	-	-	-	-	-	-	-
Purchases	32,000	20,698	6,120	1,808	113,727	81,313	-	255,666
Sales and amortisations	(2,872)	(10,991)	(5,942)	-	(137,969)	(82,736)	-	(240,510)
Reclassifications and transfers	-	-	-	-	-	-	-	-
Change of implicit interest	318	-	5	-	-	-	-	323
Effect of changes on the exchange rates	-	-	-	-	(4,050)	39	-	(4,011)
Changes in loss due to value impairment	-	-	-	-	-	-	-	-
Net book value on 31 December 2020	129,826	33,089	65,208	10,143	100,347	24,007	-	362,620
Additions to the perimeter								
- Business Combinations (*)	-	-	-	-	-	-	-	-
Purchases	30,659	32,534	7,136	469	185,486	7,872	-	264,156
Sales and amortisations	(7,082)	(28,087)	(9,019)	(185)	(105,855)	(9,854)	-	(160,082)
Reclassifications and transfers	-	-	-	-	-	-	-	-
Change of implicit interest	213	-	9	-	-	-	-	222
Effect of changes on the exchange rates	-	-	-	-	5,015	76	-	5,091
Changes in loss due to value impairment	-	-	(399)	-	-	-	-	(399)
<b>Net book value on 31 December 2021</b>	<b>153,616</b>	<b>37,536</b>	<b>62,935</b>	<b>10,427</b>	<b>184,993</b>	<b>22,101</b>	<b>-</b>	<b>471,608</b>

(\*) Includes unmatured accrued interest on assets.

As of 31 December 2021, the fair value of financial assets classified in the “Loans and receivables” category does not differ significantly from their book value.

### 7.a.1) Equity investments

The breakdown of the balances of this sub-heading at 31 December 2021 and 2020, is as follows:

	<b>€ Thousand</b>			
	Other financial assets at fair value through profit or loss (FVPL)		Available-for-Sale financial assets (AFS)	
	31/12/2021	31/12/2020	31/12/2021	31/12/2020
Shares of listed companies	-	-	1,579,938	1,283,078
Shares of non-listed companies	-	-	86,979	18,865
<b>Total</b>	-	-	<b>1,666,917</b>	<b>1,301,943</b>

The fair value of the shares of unlisted companies has been determined using valuation methods that are generally accepted in the financial industry.

**Dividends received by the Group in 2021 amounted to €85,309 thousand (€44,133 thousand in 2020).**

### 7.a.2) Holdings in investment funds

A breakdown of the investments classified under this sub-heading by type of investment is given below:

	<b>€ thousand</b>			
	Other financial assets at fair value through profit or loss (FVPL)		Available-for-Sale financial assets (AFS)	
	31/12/2021	31/12/2020	31/12/2021	31/12/2020
Fixed Income	1	-	72,448	49,138
Equities	47	49	455,046	354,400
Money market	-	-	108,621	57,556
Other investment funds	-	-	78,051	71,416
<b>Total</b>	<b>48</b>	<b>49</b>	<b>714,166</b>	<b>532,510</b>

The value of the investment funds has been taken to be the net asset value published by the fund management companies.

Listed below is the equity of the investment funds managed by GCO Gestión de Activos, and that are not consolidated (see Note 2.f.1), as well as the participation available to the Group of each one of them on 31 December 2021 and 2020 (excluding the participation corresponding to investments on behalf of policyholders, see Note 7.a.4):

	31/12/2021			31/12/2020		
	Equity managed by GCO Gestión de Activos at 31.12.2021 (€ Thousand)	Share percentage (%)	Equity (€ thousand).	Equity managed by GCO Gestión de Activos at 31.12.2020 (€ Thousand)	Share percentage (%)	Equity (€ thousand).
GCO Mixto, FI	42,808	-	-	12,055	-	-
GCO Acciones, FI	157,437	63%	99,141	141,180	63%	89,355
GCO Eurobolsa, FI	38,416	49%	18,815	28,745	55%	15,766
GCO Renta Fija, FI	26,420	-	-	29,144	-	-
GCO Global 50, FI	72,113	6%	4,074	36,200	10%	3,696
GCO Internacional, FI	61,197	33%	20,413	37,630	43%	16,327
GCO Bolsa USA, FI	8,992	100%	8,992	-	-	-
GCO Ahorro, FI	50,842	-	-	44,981	-	-
Total	458,225		151,435	329,935		125,144

### 7.a.3) Fixed-income securities

The breakdown of the balances included under this sub-heading is as follows:

	€ Thousand			
	31/12/2021		31/12/2020	
	FVPL	AFS	FVPL	AFS
Public debt, obligations and public bonds	-	2,970,072	-	3,273,102
Issued by financial institutions and other private entities	-	4,426,702	-	4,281,808
Total	-	7,396,774	-	7,554,910

The yield of the portfolio at 31 December 2021 was 1.95% (2.05% at 31 December 2020), with an estimated average maturity of approximately 4.06 years (4.45 years at 31 December 2020)

Any income earned on these fixed-income securities other than changes in their fair value, consisting mainly of interest and net earned premiums for the year, is recognised in the profit and loss account under "Income from property, plant and equipment and investments". In 2021 this income amounted to €143,626 thousand (€160,266 thousand in 2020).

The maturities of the securities included under this sub-heading, classified by the portfolio to which they were assigned at 31 December 2021 and 2020 and taking their fair value into account, are as follows:

Residual maturity	€ Thousand			
	31/12/2021		31/12/2020	
	FVPL	AFS	FVPL	AFS
Less than 1 year	-	806,362	-	967,679
1 to 3 years	-	2,527,647	-	2,026,041
3 to 5 years	-	1,909,431	-	1,801,714
5 to 10 years	-	1,412,109	-	1,935,259
10 to 15 years	-	210,359	-	265,852
15 to 20 years	-	141,519	-	87,708
20 to 25 years	-	223,750	-	232,076
Over 25 years	-	165,597	-	238,581
Total	-	7,396,774	-	7,554,910

#### 7.a.4) Investments held for the benefit of insurance policyholders who bear the investment risk

The **breakdown by nature of the investment at 31 December 2021 and 2020** is as follows (in € thousand):

	31/12/2021		31/12/2020	
	FVPL Portfolio	LR	FVPL Portfolio	LR
Equities	198,885	-	154,642	-
Stakes in investment funds	439,714	-	330,571	-
Fixed-Income	81,098	-	100,079	-
Other Balances affected				
- Banks (current accounts and short-term deposits)	-	37,412	-	32,955
- Other debts by management fees	-	-	-	-
- Others	-	124	-	134
Total	719,697	37,536	585,292	33,089

The balance of “Other balances affected” is included in “Loans and receivables”, as it is the policyholders who bear the investment risk in each year.

The market value of investments held for the benefit of insurance policyholders who bear the **investment risk is determined by the same method as the market value of the Group’s own investments of the same type.**

A breakdown of the above fixed-income securities and other assigned balances by maturity year is given below:

Residual maturity	€ Thousand			
	31/12/2021		31/12/2020	
	Fixed Income	Other Balances affected	Fixed Income	Other Balances affected
Less than 1 year	17,075	37,536	23,329	33,089
1 to 3 years	33,356	-	43,813	-
3 to 5 years	30,667	-	32,937	-
5 to 10 years	-	-	-	-
Over 10 years	-	-	-	-
Rest of investments without maturity	-	-	-	-
Total	81,098	37,536	100,079	33,089

The mathematical provisions at 31 December 2021 and 2020, of insurance contracts where the investment risk is borne by policyholders are as follows:

Policyholder investment	€ Thousand	
	Mathematical provision	
	31/12/2021	31/12/2020
SEGUROS CATALANA OCCIDENTE		
Patrimonio Fondo	146,164	135,767
Universal Inversión + Multiahorro Variable	49,033	49,372
Universal PIAS Variable	48,408	47,319
Universal Inversión Futura	22,385	22,650
Fondo Elección	172,072	97,098
SEGUROS BILBAO		
Flexivida	82,415	53,898
PIAS	9,389	9,303
Orbita Link	19,478	20,432
Cuenta Ahorro Seguro + Cuenta Única	15,770	12,802
Other	785	736
PLUS ULTRA		
Vida Fondo	11,900	6,228
Plan de Previsión Social de Directivos	179,961	162,776
Total	757,760	618,381

At 31 December 2021 and 2020 the balance of stakes in investment funds is classified in the portfolio valued at fair value with changes in the profit or loss account and corresponds to investment funds managed by GCO Gestión de Activos according to the following breakdown:

Type of Asset	Description (name)	€ Thousand	
		31/12/2021	31/12/2020
FI	GCO Ahorro	46,956	39,643
FI	GCO Mixto	38,778	9,006
FI	GCO Acciones	46,930	40,736
FI	GCO Eurobolsa	14,318	9,244
FI	GCO Renta Fija	23,227	25,001
FI	GCO Global 50	55,206	26,004
FI	GCO Internacional	31,623	15,784
		257,038	165,418

On 31 December 2021 and 2020, the Group's share in the investment funds managed by GCO Gestión de Activos, corresponding to policyholder investments, is as follows:

	Share percentage (%)	
	31/12/2021	31/12/2020
GCO Mixto, FI	91%	75%
GCO Acciones, FI	30%	29%
GCO Eurobolsa, FI	37%	32%
GCO Renta Fija, FI	88%	86%
GCO Global 50, FI	77%	72%
GCO Internacional FI	52%	42%
GCO Ahorro, FI	92%	88%

#### 7.a.5) Loans and other financial assets

The breakdown of the balances making up this sub-heading at 31 December 2021 and 2020 is as follows:

	€ Thousand			
	31/12/2021		31/12/2020	
	AFS	LR	AFS	LR
Non-mortgage loans and advances on policies:				
- Advances on policies	-	18,218	-	19,809
- Loans to brokers	-	16	-	16
- Other loans	-	135,382	-	110,001
Mortgage loans	-	62,935	-	65,208
Other financial assets	-	10,427	-	10,143
Total	-	226,978	-	205,177

The maturities of mortgage loans and other loans held by the Group at amortised cost are as follows:

Year of maturity	€ Thousand			
	31/12/2021		31/12/2020	
	AFS	LR	AFS	LR
Mature and up to three months	-	3,571	-	4,094
Between 3 months and up to 1 year	-	2,043	-	3,026
Between one year and five years	-	130,784	-	60,301
Over five years	-	61,919	-	107,788
Total	-	198,317	-	175,209

**There are some group of mortgage loans ("reverse mortgages"), totalling €32,213 thousand, at a fixed interest rate of between 6.00% and 7.50%. The remaining mortgage loans bear annual interest rates of between 0.00% and 2.25% (between 0.00% and 1.92% in 2020). The interest rate is fixed in the first year and variable from the second year. The reference rate used is the one-year interbank rate (EURIBOR).**

### 7.a.6) Deposits with credit institutions

The long-term deposits relate mainly to euro deposits, trust deposits, structured deposits and asset swaps held with credit institutions. The maturity of these deposits is as follows:

Residual maturity	€ Thousand					
	31/12/2021			31/12/2020		
	AFS	LR	Total	AFS	LR	Total
From 3 months to 1 year	5,957	183,459	189,416	(14,292)	98,766	84,474
From 1 year to 3 years	3,177	1,534	4,711	10,692	1,581	12,273
From 3 years to 5 years	(11,411)	-	(11,411)	(4,576)	-	(4,576)
From 5 years to 10 years	123,982	-	123,982	151,362	-	151,362
From 10 years to 15 years	(8,076)	-	(8,076)	(16,027)	-	(16,027)
From 15 years to 20 years	78,489	-	78,489	107,010	-	107,010
From 20 years to 25 years	(16,892)	-	(16,892)	13,008	-	13,008
Over 25 years	260,537	-	260,537	225,901	-	225,901
	435,763	184,993	620,756	473,078	100,347	573,425

### 7.a.7) Impairment losses

During 2021 impairment losses for value impairment stood at €10,177 thousand (€7,411 thousand in 2020).

### 7.b) Receivables

A breakdown of the receivables from insurance, reinsurance and coinsurance contracts at 31 December 2021 and 2020, together with other receivables, is given below:

	€ Thousand	
	LR	
	31/12/2021	31/12/2020
Receivables arising from direct insurance operations:		
- Policyholders - outstanding invoices:		
. Direct business and coinsurance	241,533	236,624
. Credits for invoices pending issue	110,066	107,399
. (Provision for premiums pending collection)	(18,274)	(18,228)
- Intermediaries:		
. Outstanding balances with intermediaries	42,730	34,924
. (Provision for impairment of balance with intermediaries)	(1,680)	(1,767)
Receivables arising from reinsurance operations:		
. Outstanding balance with reinsurers	74,956	75,157
. (Provision for impairment of balance with reinsurance)	(304)	(304)
Other credits:		
. Credits with Public Administrations	12,478	12,916
. Rest of credits	477,659	442,781
. (Provision for impairment of rest of credits)	(3,360)	(2,898)
Total	935,804	886,604



As of 31 December 2021 we estimate that the fair value of loans does not differ significantly from the net book value.

The changes in and detail of the impairment losses recognised in 2021 and 2020 are shown in the following table, with the various changes **under “Earned premiums, net of reinsurance” and “Net operating expenses” being recognised in the income statement.**

<b>(Figures in € Thousand)</b>	Provision for premiums pending	Provision for impairment of balance with intermediaries	Provision for impairment of balance with reinsurance	Provision for impairment of rest of credits
Balances at 1 January 2020	17,458	1,690	90	3,614
Additions into the scope of consolidation	-	-	-	-
Provisions charged against profit	770	77	214	-
Amounts released with a credit to profit	-	-	-	(716)
Balances at 31 December 2020	18,228	1,767	304	2,898
Additions into the scope of consolidation	-	-	-	-
Provisions charged against profit	46	-	-	462
Amounts released with a credit to profit	-	(87)	-	-
Balances at 31 December 2021	18,274	1,680	304	3,360

A breakdown of other credits in the consolidated balance sheet on 31 December 2021 and 2020 is given below:

	<b>€ Thousand</b>	
	31/12/2021	31/12/2020
Other credits:		
Credits with Public Administrations	12,478	12,916
Rest of credits	477,659	442,781
Outstanding and estimated recoveries (Note 3.b)	224,757	281,482
Debtors for motor agreements (Note 3.j)	10,975	10,065
Balances of brokers with dubious collection and other dubious balances	1,297	1,283
Commissions to collect for Credit Insurance information services	36,532	33,838
Personnel	1,304	1,349
Debtors by leases	3,799	3,929
Sundry debtors	198,995	110,835
Provision for impairment of rest of credits	(3,360)	(2,898)
Total	486,777	452,799

On 25 September 2018, GCO Activos Inmobiliarios reached an agreement to acquire 100% of Peñalvento, S.L.U., Inmobiliaria Colonial, Socimi, S.A., with the ultimate aim of obtaining property of the construction of a future office building in Méndez Alvaro Norte I (Arganzuela district- Madrid) for an estimated total price of **€94,281 thousand. This building will become part of the Group's property assets once the conditions precedent provided for in the aforementioned agreement are met, which include, inter alia, completion of construction and delivery of the building to GCO Activos Inmobiliarios once the delivery window has been completed, which extends from 1 May 2022 to 28 February 2023, inclusive.**

Within the sub-heading **“Various debtors” there is an amount of €28,901 thousand, corresponding to the three first payments made by GCO Activos Inmobiliarios for the acquisition of Peñalvento S.L.U.**

As indicated in Note 3.b.3), the Group assesses the financial assets at their fair values, with the exception of certain loans and receivables that are valued at amortised cost. For the latter, its book value is a fair approximation of its fair value.

## 8. Investments in entities accounted for using the equity method (associates accounted for using the equity method)

The composition and movements during 2021 of those investments in the capital of companies over which the Group exercises significant influence is as follows:

Company	€ thousand					Balances at 31 December 2021
	Balances at 31/12/2020	Consolidation perimeter inputs and outputs	Increases due to non-distributed profit for the year	Other valuation changes	Impairment losses	
Asitur Asistencia, S.A.	7,252	-	1,167	(658)	-	7,761
Calboquer, S.L.	119	-	(19)	(4)	-	96
Gesiuris, S.A. S.G.I.I.C. (1)	3,976	-	149	4	-	4,129
MB Corredors d'Assegurances, S.A.	35	(35)	-	-	-	-
Inversiones Credere, S.A.	-	-	-	-	-	-
CLAL Credit Insurance Ltd. (2) (4)	15,969	-	1,553	1,907	-	19,429
Compañía de Seguros de Crédito Continental S.A. (3) (4)	42,480	-	7,970	(3,590)	-	46,860
The Lebanese Credit Insurer S.A.L. (4)	-	-	-	-	-	-
Credit Guarantee Insurance Corporation of Africa Limited (4)	15,352	-	5,533	(88)	-	20,797
<b>TOTAL</b>	<b>85,183</b>	<b>(35)</b>	<b>16,353</b>	<b>(2,429)</b>	<b>-</b>	<b>99,072</b>

- (1) **Includes goodwill totalling €1,836 thousand.**  
(2) CLAL includes **goodwill totalling €2,127 thousand.**  
(3) **CSC Continental includes goodwill totalling €11,366 thousand.**  
(4) Participated through the company Atradius N.V.

These investments are accounted for using the equity method, using the best estimate available at the time of preparing the financial statements. Annex II details the data on total assets, capital, reserves, **profit or loss, dividends from this financial result, and the year's earned premiums net of reinsurance** or otherwise standard earned incomes.

As shown in Note 3.b.4, the Group has conducted the test for impairment on the companies included in the heading "holdings in entities valued by the equity method", considering the projections of future business of the companies and financial market parameters.

The flows of dividends and cash flows are estimated using a projection period and a normalised period. The projection period is 10 years, where the projections of the first 1-3 years are based on quotes and/or financial forecasts. The remaining years are estimated using growth rates and ratios, which are considered the relevant figures for each of the estimated lines, which converge toward their normalised terminal value.

The discount rate used varies depending on the location and the associated company, using custom risk-free rates, Betas of the market and country risk premiums. The terminal value is calculated on the

basis of the flow of dividends/free cash flows in the normalised period through a perpetuity that applies a growth rate of 3% and the specific discount rate. For those associated to the use of the valuation of discounted dividends, it is assumed that the profits, if available after complying with the capital requirements, are distributable dividends. The capital requirements are calculated on the basis of local targets for regulation and management.

The discount rates, before taxes, and the perpetual growth rates used in 2021 and 2020 have been as follows:

Insurance entity CGU	Discount rate	
	31/12/2021	31/12/2020
CLAL - Israel	5.38%	3.90%
CSC Continental - Chile	9.33%	6.30%

Insurance entity CGU	Perpetual growth rate	
	31/12/2021	31/12/2020
CLAL - Israel	3.00%	3.00%
CSC Continental - Chile	3.00%	3.00%

In parallel to this central valuation scenario, possible changes have been calculated in the main assumptions of the model and the CGU has been subject to a sensitivity analysis. The impacts regarding the value in use derived from this analysis are the following:

Insurance entity CGU	Discount rate		Perpetual growth rate		Combined ratio		Solvency ratio	
	+ 50 bp	- 50 bp	+ 50 bp	- 50 bp	+ 50 bp	- 50 bp	+ 1,000 bp	- 1,000 bp
CLAL	-10.7%	16.3%	13.0%	-8.5%	-21.2%	21.2%	-3.0%	3.0%
CSC Continental	-6.0%	7.0%	3.9%	-3.4%	-18.4%	18.4%	-2.5%	12.9%

At 31 December 2021, based on the results of the impairment tests, the Group has not recognised any impairment in the consolidated income statement.

2020 movements are shown below:

Company	€ thousand					Balances at 31/12/2020
	Balances at 31/12/2019	Consolidation perimeter inputs and outputs	Increases due to non-distributed profit for the year	Other valuation changes	Impairment losses	
Asitur Asistencia, S.A.	7,090	-	846	(684)	-	7,252
Calboquer, S.L.	102	-	30	(13)	-	119
Gesiuris, S.A. S.G.I.I.C. (1)	4,000	-	70	(94)	-	3,976
MB Corredors d'Assegurances, S.A.	28	-	7	-	-	35
Inversiones Credere, S.A.	-	-	-	-	-	-
CLAL Credit Insurance Ltd. (2) (4)	15,538	-	759	(328)	-	15,969
Compañía de Seguros de Crédito Continental S.A. (3) (4)	41,419	-	1,924	(863)	-	42,480
The Lebanese Credit Insurer S.A.L. (4)	-	-	22	(22)	-	-
Credit Guarantee Insurance Corporation of Africa Limited (4)	17,617	-	(67)	(2,198)	-	15,352
<b>TOTAL</b>	<b>85,794</b>	<b>-</b>	<b>3,591</b>	<b>(4,202)</b>	<b>-</b>	<b>85,183</b>

- (1) **Includes goodwill totalling €1,836 thousand.**  
(2) CLAL includes **goodwill totalling €2,127 thousand.**  
(3) **CSC Continental includes goodwill totalling €11,366 thousand.**  
(4) Participated through the company Atradius N.V.

At 31 December 2020, based on the results of the impairment tests, the Group has not recognised any impairment in the consolidated income statement.

## 9. Property, plant and equipment and investment property

### 9.a) Tangible fixed assets

The breakdown by type of items that make up the balance of this segment and sub segment of the condensed consolidated **income statement, on 31 December 2021 is as follows (in € thousand):**

	Owner-Occupied Property	Furniture and installations	Transport equipment	Data processing hardware	Improvements to owned property	Rights of use	Other tangible fixed asset	Total
<b>Cost on 1 January 2021</b>	294,338	135,841	6,981	101,282	84,815	185,118	19,478	827,853
<b>Accumulated Depreciation on 1 January 2021</b>	(79,332)	(100,994)	(3,993)	(83,396)	(47,029)	(58,144)	(1,594)	(374,482)
<b>Impairment losses</b>	(7,352)	-	-	-	-	-	-	(7,352)
<b>Net book value on 1 January 2021</b>	207,654	34,847	2,988	17,886	37,786	126,974	17,884	446,019
Additions to the perimeter - Business Combinations	1,689	218	318	5	-	-	-	2,230
Investments or Additions	721	10,847	1,087	9,340	15,487	21,866	-	59,348
Advances in progress	-	-	-	-	-	-	-	-
Reclassifications and transfers (Note 9.b)	(9,322)	(6,630)	-	-	6,322	-	(17,876)	(27,506)
Sales and Withdrawals	(440)	(19,346)	(1,065)	(6,642)	(18,567)	(3,534)	-	(49,594)
Effect of changes on the exchange rates	69	1,284	-	1,557	-	2,290	-	5,200
Additions to the perimeter - Business Combinations	(715)	(196)	(308)	(5)	-	-	-	(1,224)
Depreciation for the year	(4,464)	(11,417)	(793)	(10,827)	(8,164)	(31,475)	(8)	(67,148)
Reclassifications and transfers of the amortisation (Nota 9.b)	2,880	5,942	-	-	(5,942)	-	-	2,880
Withdrawals from amortisation	176	19,017	716	6,492	16,640	1,994	-	45,035
Effect of changes on the exchange rates	(13)	(840)	-	(1,198)	-	(679)	-	(2,730)
Impairment losses	287	-	-	(104)	-	-	-	183
<b>Net book value on 31 December 2021</b>	198,522	33,726	2,943	16,504	43,562	117,436	-	412,693

#### **Breakdown of the net book value on 31 December 2021 (in € thousand):**

	Owner-Occupied Property	Furniture and installations	Transport equipment	Data processing hardware	Improvements to owned property	Rights of use	Other tangible fixed asset	Total
Cost on 31 December 2021	287,055	122,214	7,321	105,542	88,057	205,740	1,602	817,531
Accumulated Depreciation on 31 December 2021	(81,468)	(88,488)	(4,378)	(88,934)	(44,495)	(88,304)	(1,602)	(397,669)
Impairment losses	(7,065)	-	-	(104)	-	-	-	(7,169)

The movement and detail for the year 2020 are as follows (in € thousand):

	Owner-Occupied Property	Furniture and installations	Transport equipment	Data processing hardware	Improvements to owned property	Rights of use	Other tangible fixed asset	Total
Cost on 1 January 2020	302,788	130,677	7,448	95,588	71,361	158,880	11,237	777,979
Accumulated Depreciation on 1 January 2020	(81,813)	(97,390)	(4,240)	(78,548)	(42,663)	(30,449)	(1,516)	(336,619)
Impairment losses	(7,259)	-	-	-	-	-	-	(7,259)
Net book value on 1 January 2020	213,716	33,287	3,208	17,040	28,698	128,431	9,721	434,101
Additions to the perimeter - Business Combinations	-	-	-	-	-	-	-	-
Investments or Additions	499	9,057	1,047	12,865	14,359	32,349	296	70,472
Advances in progress	-	-	-	-	-	-	7,945	7,945
Reclassifications and transfers (Note 9.b)	(6,044)	-	-	-	-	-	-	(6,044)
Sales and Withdrawals	(2,694)	(2,901)	(1,514)	(5,719)	(905)	(3,781)	-	(17,514)
Effect of changes on the exchange rates	(211)	(992)	-	(1,452)	-	(2,330)	-	(4,985)
Additions to the perimeter - Business Combinations	-	-	-	-	-	-	-	-
Depreciation for the year	(3,155)	(7,177)	(756)	(8,612)	(4,901)	(31,661)	(78)	(56,340)
Reclassifications and transfers of the amortisation (Nota 9.b)	5,233	-	-	-	-	-	-	5,233
Withdrawals from amortisation	367	2,760	1,003	2,690	535	3,350	-	10,705
Effect of changes on the exchange rates	36	813	-	1,074	-	616	-	2,539
Impairment losses	(93)	-	-	-	-	-	-	(93)
Net book value on 31 December 2020	207,654	34,847	2,988	17,886	37,786	126,974	17,884	446,019

**Breakdown of the net book value on 31 December 2020 (in € thousand):**

	Owner-Occupied Property	Furniture and installations	Transport equipment	Data processing hardware	Improvements to owned property	Rights of use	Other tangible fixed asset	Total
Cost on 31 December 2020	294,338	135,841	6,981	101,282	84,815	185,118	19,478	827,853
Accumulated Depreciation on 31 December 2020	(79,332)	(100,994)	(3,993)	(83,396)	(47,029)	(58,144)	(1,594)	(374,482)
Impairment losses	(7,352)	-	-	-	-	-	-	(7,352)

At 31 December 2021 and 2020, the Group holds own use in full own-use and there were no liens of any type over any of them.

On 31 July 2019, GCO Activos Inmobiliarios (buyer) entered into an agreement with Inmobiliaria de Edificios Industriales, S.L. (seller), by which it will acquire a plot of land located in the industrial sector

of the partial plan "Mas Duran - Can Feu" in Sant Quirze del Vallés (Barcelona), in order to build an industrial building there. This agreement was subject to a condition precedent until the seller complied with the conditions for the acquisition of the land and the granting of a building permit. Under this **contract GCO Activos Inmobiliarios disbursed €1,920 thousand which were recorded as advances on other tangible fixed assets. During 2020 €3,614 thousand were additionally disbursed as advances as a result of meeting the milestones established in the contract. On 20 January 2021 the contract for the purchase and sale of the property was signed, derecognising the advances and recognising the aforementioned property as investment property for the amount of €5,361 thousand (see Note 9.b).**

On 8 November 2019, Seguros Bilbao signed a private purchase agreement with Metrovacesa Promoción y Arrendamiento, S.A. for the future construction of a building on calle Foresta 8 (Madrid), **subject to a condition precedent. Under this contract, Seguros Bilbao paid €6,497 thousand relating to 15% of the purchase price, which was recognised as an advance on other property, plant and equipment. In addition, in 2020, €4,331 thousand were paid, corresponding to 10% of the purchase price. As of 31 December 2020, the building permit was obtained and building started in January 2021, which is progressing normally and according to schedule. During the 2021 financial year, an additional €2,880 thousand have been disbursed for the future construction of this property. In the current year, all advances for real estate whose future use is investment property have been reclassified as investment property (see Note 9.b).**

The Group has no other significant commitments to acquire new properties.

At year-end 2021, all the Group's tangible assets were used directly in operations.

There were no significant impairment losses on tangible fixed assets during the year.

The net value of own-use properties located abroad was €19,791 thousand at 31 December 2021 (€20,244 thousand at 31 December 2020).

During 2021, profits were obtained from own-use property amounting to €507 thousand.

The market value at 31 December 2021 of the Group's own-use properties was as follows (in € thousand):

	Market value on 31/12/2021				
	Traditional Business Segment			Segment Credit insurance business	Total
	Non-Life	Life	Other activities		
Owner-Occupied Property	145,197	71,335	25,171	103,338	345,041

At the end of the previous year, the market value of property used by the Group assigned to the traditional business segment categories, i.e. non-life, life and other activities, was €144,828 thousand, €82,469 thousand and €22,887 thousand, respectively, and €103,537 thousand for the credit insurance business segment.

**The gains associated with the property for own use amounted to €146,519 thousand in the year 2021 (€146,067 thousand in the 2020 financial year).**

The market value of the own-use property has been obtained according to the methodology described in Note 3.c).

#### Leases: Rights of use assets

Right-of-use assets relate 94% to buildings (95% in 2020) and 5% to cars (6% in 2020) under a number of operating leases.

The leases at 31 December 2021 and 2020 for which the Group is the lessee are (in € Thousand):

	Year 2021	Year 2020
Lease liabilities (see Note 13-b)	122,150	130,055
Amounts recognised in the consolidated income statement:		
Cost of amortization of rights of use	31,132	31,214
Interest expense on lease liabilities	3,540	3,696
(minus) Rent expense (*)	(35,669)	(35,396)
Gross profit impact	(997)	(486)
Fiscal impact	250	128
Net profit impact	(747)	(358)

(\*) Cash outflows for the year

The Group has excluded those contracts with a term of 12 months or less from the general treatment of leases, as well as those contracts where the value of the leased item is €5,000 or less. Lease expenses for these exclusions have been recognised in the Group's income statement and amounted to € 3,234 thousand in 2021 (2020: €3,583 thousand).

### 9.b) Investment property

The breakdown by type of items that make up the balance of this segment and sub segment of the condensed consolidated income statement, on 31 December 2021 is as follows (in € thousand):

	Buildings for third party use	Investment property advances	Total investment properties
Cost on 1 January 2021	843,521	-	843,521
Accumulated Depreciation on 1 January 2021	(145,500)	-	(145,500)
Impairment losses	(5,145)	-	(5,145)
Net book value on 1 January 2021	692,876	-	692,876
Additions to the perimeter - Business Combinations	-	-	-
Investments or Additions	20,129	2,880	23,009
Reclassifications and transfers (Note 9.a)	9,322	18,184	27,506
Sales and Withdrawals	(3,670)	(6,606)	(10,276)
Effect of changes on the exchange rates	25	-	25
Additions to the perimeter - Business Combinations	-	-	-
Depreciation for the year	(12,314)	-	(12,314)
Reclassifications and transfers of the amortisation (Note 9.a)	(2,880)	-	(2,880)
Withdrawals from amortisation	1,454	-	1,454
Effect of changes on the exchange rates	(3)	-	(3)
Impairment losses	(1,132)	-	(1,132)
Net book value on 31 December 2021	703,807	14,458	718,265

#### Breakdown of the net book value on 31 December 2021 (in € thousand):

	Buildings for third party use	Investment property advances	Total investment properties
Cost on 31 December 2021	869,327	14,458	883,785
Accumulated Depreciation on 31 December 2021	(159,243)	-	(159,243)
Impairment losses	(6,277)	-	(6,277)



The movement and detail for the year 2020 are as follows (in € thousand):

	Buildings for third party use	Investment property advances	Total investment properties
Cost on 1 January 2020	791,789	-	791,789
Accumulated Depreciation on 1 January 2020	(129,096)	-	(129,096)
Impairment losses	(1,303)	-	(1,303)
Net book value on 1 January 2020	661,390	-	661,390
Additions to the perimeter - Business Combinations	-	-	-
Investments or Additions	48,290	-	48,290
Reclassifications and transfers (Note 9.a)	6,044	-	6,044
Sales and Withdrawals	(2,520)	-	(2,520)
Effect of changes on the exchange rates	(82)	-	(82)
Additions to the perimeter - Business Combinations	-	-	-
Depreciation for the year	(12,306)	-	(12,306)
Reclassifications and transfers of the amortisation (Note 9.a)	(5,233)	-	(5,233)
Withdrawals from amortisation	1,126	-	1,126
Effect of changes on the exchange rates	9	-	9
Impairment losses	(3,842)	-	(3,842)
Net book value on 31 December 2020	692,876	-	692,876

**Breakdown of the net book value on 31 December 2020 (in € thousand):**

	Buildings for third party use	Investment property advances	Total investment properties
Cost on 31 December 2020	843,521	-	843,521
Accumulated Depreciation on 31 December 2020	(145,500)	-	(145,500)
Impairment losses	(5,145)	-	(5,145)

As regards the most significant acquisitions in 2021, in addition to the acquisition of the property in Sant Quirze del Vallés for €5,361 thousand described in Note 9.a), the Group has acquired a property in Sant Cugat del Vallés (Barcelona) through the subsidiary Seguros Bilbao, for the amount of €1,694 thousand.

The Group has full title to its investment property and has no commitments in addition to those recorded in its consolidated financial statements for the acquisition of new property, plant and equipment.

**Impairment losses on investment property amounting to €1,132 thousand (2020: €3,842 thousand)** were recognised in 2021.

The most significant investments under this heading of the consolidated balance sheet relate to commercial property, mainly office buildings, which the Group operates on a lease basis.

At year-end 2021 there were no restrictions of any kind on the execution of further property investments, on the collection of income from investment property or in relation to the proceeds of disposals.

**During the 2021 financial year, profits were obtained from property investment amounting to €1,928 thousand.**

The **market value of the Group's investment property** at 31 December 2021 was as follows (in € thousand):

	Market value on 31/12/2021				
	Traditional Business Segment			Segment Credit insurance business	Total
	Non-Life	Life	Other activities		
Property investments, third party use	347,055	415,663	309,633	23,220	1,095,571

At the end of the previous year, the market value of property used by the Group assigned to the traditional business segment categories, i.e. non-life, life and other activities, was **€336,185 thousand, €424,045 thousand and €288,419 thousand respectively**, and **€23,282 thousand** for the credit insurance business segment.

The unrealised capital gains associated with property investments amounted to **€377,306 thousand** in the 2021 financial year (**€379,055 thousand** in 2020).

The market value of the third-party property has been obtained according to the methodology described in Note 3.d).

The income from investment property rentals that generated income from rentals and the direct operating expenses related to property investments (under operating leases or otherwise) recorded in the consolidated profit and loss account for the year 2021 and 2020 are listed below:

€ thousand	Granted in operating lease		Property investments	
	Year 2021	Year 2020	Year 2021	Year 2020
	Rental income	44,400	41,535	-
Direct Operating Expenses	14,720	15,169	1,346	1,043

In line with the above and taking into account the current situation of the COVID-19 health crisis, the Group has considered it appropriate to carry out certain renegotiations and lease extensions in order to keep tenants in the properties.

As of 31 December, the minimum future Incomes for the last two years of non-cancellable operating leases are as follows:

Future operating lease receipts	€ thousand	
	31/12/2021	31/12/2020
Less than 1 year	52,204	39,031
Over one year but less than five	132,752	107,397
Over five years	131,750	117,583
Total	316,706	264,011

The Group has not taken into account Income from contingent charges for the years 2021 and 2020.

Most leases have a duration of between 5 and 10 years and are renewable.

## 10. Intangible assets

Activity of this balance sheet item in 2021 and 2020 was as follows (in € thousand):

	Goodwill	Policy portfolio acquisition costs	Other intangible assets					Other intangible assets not generated internally	Total other intangible assets
			Internally generated IT applications	IT Applications acquired	Brand	Distribution network	Portfolio policies		
Cost on 1 January 2020	814,975	359	241,683	153,182	13,650	16,140	33,000	352	458,007
Accumulated Depreciation on 1 January 2020	-	(10)	(108,055)	(117,879)	-	(3,632)	(3,025)	(352)	(232,943)
Impairment loss on 1 January 2020	(10,000)	-	(34,990)	(383)	-	-	-	-	(35,373)
Net book value on 1 January 2020	804,975	349	98,638	34,920	13,650	12,508	29,975	-	189,691
Additions to the perimeter - Business Combinations	-	-	-	-	-	-	-	-	-
Additions	-	-	32,649	16,263	-	-	-	100	49,012
Reclassifications and transfers	-	-	(1,492)	1,492	-	-	-	-	-
Withdrawals	-	(20)	(933)	(6,360)	-	-	-	-	(7,293)
Effect of changes on the exchange rates	(3)	-	(4,707)	(1,291)	-	-	-	-	(5,998)
Additions to the perimeter - Business Combinations	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	(10)	(8,563)	(13,547)	-	(807)	(3,300)	(17)	(26,234)
Reclassifications and transfers	-	-	-	-	-	-	-	-	-
Withdrawals in amortisation	-	-	294	4,786	-	-	-	-	5,080
Effect of changes on the exchange rates	-	-	3,100	1,232	-	-	-	-	4,332
Impairment losses	(3,000)	-	(16,447)	(383)	-	-	-	-	(16,830)
Cost on 31 December 2020	814,972	339	267,200	163,286	13,650	16,140	33,000	452	493,728
Accumulated Depreciation on 31 December 2020	-	(20)	(113,224)	(125,408)	-	(4,439)	(6,325)	(369)	(249,765)
Impairment loss on 31 December 2020	(13,000)	-	(51,437)	(766)	-	-	-	-	(52,203)
Net book value on 31 December 2020	801,972	319	102,539	37,112	13,650	11,701	26,675	83	191,760
Additions to the perimeter - Business Combinations	1,008	-	-	12	-	-	-	-	12
Additions	-	-	32,769	9,356	-	-	-	-	42,125
Reclassifications and transfers	-	-	-	-	-	-	-	-	-
Withdrawals	-	-	(987)	(19,002)	-	-	-	-	(19,989)
Effect of changes on the exchange rates	(1)	-	6,476	1,414	-	-	-	-	7,890
Additions to the perimeter - Business Combinations	-	-	-	(12)	-	-	-	-	(12)
Depreciation for the year	-	(107)	(10,897)	(14,073)	-	(6,052)	(3,300)	(10)	(34,332)
Reclassifications and transfers	-	-	-	-	-	-	-	-	-
Withdrawals in amortisation	-	-	987	14,971	-	-	-	-	15,958
Effect of changes on the exchange rates	-	-	(4,723)	(1,347)	-	-	-	-	(6,070)
Impairment losses	-	-	(43,005)	-	(11,985)	-	-	-	(54,990)
Cost on 31 December 2021	815,979	339	305,458	155,066	13,650	16,140	33,000	452	523,766
Accumulated Depreciation on 31 December 2021	-	(127)	(127,857)	(125,869)	-	(10,491)	(9,625)	(379)	(274,221)
Impairment loss on 31 December 2021	(13,000)	-	(94,442)	(766)	(11,985)	-	-	-	(107,193)
Net book value on 31 December 2021	802,979	212	83,159	28,431	1,665	5,649	23,375	73	142,352

Key information relating to these intangible assets is given below.

## 10.a) Goodwill

The breakdown of the “Goodwill” account in the consolidated balance sheet, according to the cash-generating units (CGUs) from which it arose, is as follows:

CGU	€ thousand	
	31/12/2021	31/12/2020
Fully consolidated companies:		
Atradius N.V.	461,633	461,634
Plus Ultra Seguros Generales y Vida, S.A. de Seguros y Reaseguros	123,002	123,002
Bilbao, Compañía Anónima de Seguros y Reaseguros, S.A.	94,398	94,398
Nortehispana de Seguros y Reaseguros, S.A.	38,396	38,396
Seguros Catalana Occidente, S.A. de Seguros y Reaseguros	23,086	23,086
Asistea Servicios Integrales S.L.U. (*)	41,049	40,041
Graydon Holding N.V.	17,920	17,920
Grupo Catalana Occidente Activos Inmobiliarios, S.L.	3,255	3,255
Other	240	240
Gross Total	802,979	801,972
Less: Impairment losses	-	-
Net book value	802,979	801,972

(\*) The increase in 2021 was €1,008 thousand and is due to the incorporation of Funeraria Aranguren (see Note 5.a).

The Group, as defined by IAS 36, considers that Asistea is defined as a CGU given that it is the smallest identifiable group of assets that generates cash input independent of other cash flows arising from other assets or groups of assets. In this sense, Management controls the operations of the funeral business in a unified manner and takes the decisions to continue, sell or otherwise avail of the assets and operations of the entity. All of the information relevant to the management of the entity is generated jointly for the entire funeral business. Management approves the estimates of flows and the medium-term plans jointly without traceability for a smaller group of assets.

As indicated in Note 3.e.1, at year-end we evaluate whether any goodwill show impairment losses based on the calculation of value in use of the related CGU.

The financial projections used in the assessment exercises cover a period of 3 years and are based on business plans previously approved by the Group's directors. From the fourth year, growth is expected in accordance with the perpetual rate.

In the case of goodwill for Atradius N.V., the projection of cash flows has been made for a period of 10 years so as to allow the model to reflect a full business cycle. This extended period is necessary to increase the reliability of projections, given the close relationship between the economic cycle phase and changes in the cash flows from the credit insurance business. The first three years are based on financial budgets and/or forecasts. The remaining years are estimated using normalized ratios and growth rates.

Key assumptions are detailed below, on which the projections were based, used to determine the value in use of the insurance and non-insurance business:

Key assumptions used in the calculations for value in use:

	Traditional business (insurance)	Credit business (insurance)	Traditional business (non-insurance)	Credit business (non-insurance)
Key assumptions	Projection period	Projection period	Projection period	Projection period
Basis for determining the value(s) assigned to each key assumption(s)	-The financial projections cover a 3-year period, from 2022 to 2024, based on the business plans approved by the Group's Directors.	-The financial projections approved by the Group's Directors cover a 3-year period. The projection period has been extended to 10 years, from 2025 to 2031, as this is a cyclical business and the extension of the projection period allows for a complete economic cycle to be taken into account.	-The financial projections cover a 3-year period, from 2022 to 2024, based on the business plans approved by the Group's Directors.	-The financial projections cover a 3-year period, from 2022 to 2024, based on the business plans approved by the Group's Directors.
Key assumptions	Premium income	Premium income	Income	Income
Basis for determining the value(s) assigned to each key assumption(s)	-The Group's Directors consider an income growth until 2024 based on their historical experience in their business plan. -Income growth in perpetuity is based on macroeconomic expectations, as well as estimates from market analysts and other comparable entities.	-The Group's Directors consider a revenue growth based on their historical experience and which converges until 2027 with the estimated growth in perpetuity in their business plan. In 2028, negative growth was considered in line with that observed in 2020. - Growth is considered to be in line with the growth expectations of market analysts and other comparable entities in order to calculate terminal value income.	-The business plan estimates a drop in income in 2022 due to a reduction in the death rate in view of the exceptional levels recorded in 2020, and from 2023 onwards, growth is expected to be in line with the range of estimates for growth in perpetuity. -Growth in line with macroeconomic expectations and the expected growth of deaths are taken into account in order to calculate the terminal value.	-The average income growth in the business plan for the years 2022 to 2024 is based on the Group's historical experience and is within the range of the estimated growth in perpetuity. -Income growth in perpetuity is based on macroeconomic expectations, as well as estimates from market analysts and other comparable entities.
Key assumptions	Claims	Claims	EBITDA margin	EBITDA margin
Basis for determining the value(s) assigned to each key assumption(s)	- In the period 2022 to 2024, the business plan projects progressive improvements in the claims ratio based on the Group's historical experience.	-In the period 2022 to 2024 the loss ratio is based on the current situation of the cycle, with a normalization in the period 2024 to 2031 being taken into account to cover a complete economic cycle. -The loss ratio considered in perpetuity reflects the Group's historical experience by reflecting the historical average of a complete economic cycle.	-A progressive improvement in the EBITDA margin for the period projected in the business plan is taken into account, based on efficiency improvements founded, among others, on the optimization of supplies. -The terminal value calculated for its EBITDA margin in perpetuity reflects the past experience of the Group's Directors taking into account a historical average.	-An improvement in EBITDA margins in the 2022 to 2024 forecast period of the business plan is taken into account as a result of the implementation of technological initiatives. -The EBITDA margin determined in the terminal value is based on the estimate made by the Group's Directors in the business plan for the last year of projection.
Key assumptions	Operating expenses	Operating expenses		
Basis for determining the value(s) assigned to each key assumption(s)	-The business plan estimates an improvement in operating expenses based on a redistribution of the internal distribution network initiated in recent years within the Group.	-The evolution of operating expenses estimated by the Group's Directors in the business plan for 2022 to 2024 is based on the Group's historical experience.		

The discount rates, before taxes, used in the financial year 2021 for updating the cash flow projections obtained from the projection of income and expenditure carried out according to the criteria mentioned above, have been as follows:

CGU	Discount rate	
	31/12/2021	31/12/2020
Atradius N.V.	8.40%	8.20%
Plus Ultra	8.10%	8.40%
Seguros Bilbao	8.10%	8.40%
NorteHispana	8.10%	8.40%
Seguros Catalana Occidente	8.10%	8.40%
Asistea Servicios Integrales S.L.U.	6.70%	6.70%
Graydon Holding N.V.	6.90%	6.80%

The inputs used in the calculation of the discount rate have been the risk-free rate, the risk premium of the country or countries where the CGU develops its activity, the market risk premium and leveraged beta, in accordance with each of the CGUs being valued.

With regard to the perpetual growth rates used beyond the period covered in the financial projections, the following are the details of the CGUs:

CGU	Perpetual growth rate	
	31/12/2021	31/12/2020
Atradius N.V.	1.00%	1.00%
Plus Ultra	1.00%	1.00%
Seguros Bilbao	1.00%	1.00%
NorteHispana	1.00%	1.00%
Seguros Catalana Occidente	1.00%	1.00%
Asistea Servicios Integrales S.L.U.	2.40%	2.40%
Graydon Holding N.V.	1.50%	1.50%

The rate of growth has been substantiated, generally, in the analysis of real GDP growth in the country in which each CGU develops its business, considering both the history and the forecast estimated, except for the CGU of Asistea where, due to the specificities of the business, obtaining this rate has been based on the evolution of the CPI and the anticipated national growth in deaths. To obtain both rates, wherever possible, the discount and perpetual growth rates used in the valuation of comparable companies in business, dimension and geographic location have been compared, so that the values obtained are close on average to those used in similar companies.

To estimate the terminal value, two different methodologies have been used, depending on the business typology the CGU: for non-insurance business the terminal value has been estimated based on the formula of Gordon Saphiro, while in the case of insurance business, the methodology has been based on the formula of perpetual income of distributable dividend, having compared this calculation methodology with other similar and generally accepted methodologies such as Gordon-Shapiro and resulting in insignificant differences.

As for the calculation of the perpetual income of the normalized distributable dividend, it is assumed that the dividend of the last year of projection increases according to the growth rate in perpetuity ("g"). With regards to the Gordon Saphiro model, the normalised flow has been calculated by adjusting the free flow of the last year projected by Management, assuming an increase of income in accordance with the perpetual growth rate and a normalised EBITDA margin in accordance with the evolution of the CHU in question.

The excess capital available over the capital required by Solvency II is positioned at 175% for Atradius N.V., and at 150% for the units located in Spain.

In parallel to this central valuation scenario, possible changes have been calculated in the main assumptions of the model and the CGU has been subject to a sensitivity analysis. The impacts regarding the value in use derived from this analysis are the following:

Insurance entity CGU	Discount rate		Perpetual growth rate		Combined ratio		Solvency ratio	
	+ 50 bp	- 50 bp	+ 50 bp	- 50 bp	+ 50 bp	- 50 bp	+ 1,000 bp	- 1,000 bp
Atradius N.V.	-5.7%	6.5%	1.0%	-0.9%	-1.9%	1.8%	-5.2%	5.2%
Plus Ultra	-5.8%	6.7%	5.9%	-5.1%	-5.8%	5.8%	-5.1%	5.1%
Seguros Bilbao	-6.0%	6.9%	6.1%	-5.3%	-4.2%	4.2%	-6.0%	6.0%
NorteHispana	-4.9%	5.6%	4.9%	-4.3%	-1.8%	1.8%	-6.7%	6.7%
Seguros Catalana Occidente	-6.4%	7.4%	6.5%	-5.7%	-1.7%	1.7%	0.0%	0.0%

Non-insurance CGUs	Discount rate		Perpetual growth rate		EBIDTA	
	+ 50 bp	- 50 bp	+ 50 bp	- 50 bp	+ 50 bp	- 50 bp
Asistea Servicios Integrales S.L.U.	-8.4%	10.5%	9.6%	-7.6%	2.3%	-2.3%
Graydon Holding N.V.	-8.1%	9.8%	11.1%	-9.2%	10.2%	-10.2%

At 31 December 2021, according to the estimates, projections and independent expert reports available to the Directors and Management of the parent company, the forecast income and cash flows attributable to the Group from these companies considered as CGUs support the value of the net assets recorded and therefore the Group has not recognised any impairment losses affecting the goodwill on consolidation (at 31 December 2020, based on the update of the assumptions of Graydon's short-term business plan and in accordance with the result of the test, the Group **proceeded to recognise an impairment of €3,000 thousand corresponding to Graydon's goodwill**).

Furthermore, no sensitivity analysis mentioned above would imply that the book value of the units would exceeds the recoverable amount.

## 10.b) Other intangible assets

### 10.b.1) IT applications

These intangible assets have a defined useful life, in accordance with their nature, and their amortisation as set criteria have been in the accounting policies (see Note 3.e.3).

The book value of investments in intangible assets consisting of rights exercisable outside **Spain or related to investments outside Spain amount to €365,142 thousand, with accumulated amortisation of €271,828 thousand**.

The Group evaluates all capitalized software to determine whether the capitalization criteria are met (see Note 3.e.3). Based on this assessment, the Group has recorded impairment losses **on internally generated software from Atradius N.V. amounting to €43,005 thousand (€16,447 thousand in 2020)**, mainly related to the need to redesign part of the solutions in its transformation programmes, including data models, user needs, leveraging of shared components, new functionalities and multichannel/omnichannel integrations to offer the best customer experience.

### 10.b.2) Brand

On 19 June 2015, and derived from the acquisition of Plus Ultra, the Group incorporated the value of the brand "Plus Ultra" in the balance sheet at fair value. The fair value was determined **through the "royalty" method, with the method of internal profitability rate for a hypothetical licensee, determining the "royalty" fee from comparables belonging to the insurance industry,** and with a cash-flow attributable to the brand for a period of 5 years and a terminal value of the same. In the process of valuation, an indefinite useful life was established for the brand Plus Ultra.

As part of the preparation of the strategic plan, we are evaluating the possibility of discontinuing the use of the Plus Ultra brand in the near future, the most probable alternative, according to the information available at the present time, being that this will be undertaken in the 2023 financial year. As a result of the foregoing, in accordance with the applicable accounting regulations, the useful life of this asset has become definite, with an impairment of **€11,985 thousand being recorded in the current year and the remaining value being amortised** in 2022.

**The financial projections used in the brand's valuation cover a period of 1 year and are based** on the business plan previously approved by management. The discount rate applied in the **brand's valuation was 8.1% (8.4% in the previous year) corresponding to the cost of equity.** As it is an intangible asset, and therefore has greater uncertainty than the business as a whole, a premium of intangibility has been used for the cost of own resources of 1%.

### 10.b.3) Distribution network

As part of the process of allocating the acquisition cost of Plus Ultra, the Group incorporated an intangible asset to its balance sheet during the year 2015, at fair value, corresponding to the network of intermediaries of "Plus Ultra". Said fair value was determined based on the "Method of Multi-period excess profits" based on the excess profit from the contributory assets required for the operation of the business.

The estimated useful life for the network of mediators was initially determined at twenty years according to the type of mediators and their historical age. In the current year, this useful life has been re-estimated to ten years taking into account the legally established terms, which has **led to the recording of an accelerated depreciation of €5.2 million. This asset is depreciated on** a straight-line basis over ten years.

### 10.b.4) Portfolio policies

In the business combination of Seguros de Vida y Pensiones Antares, S.A. (merged with Plus Ultra), **the Group included an intangible asset amounting to €33,000 thousand for the fair** value of the collaboration agreement with Telefónica. This fair value determined using the Multi-period Excess Earnings Method, with the support of an independent expert, assigning a useful life of ten years, as established in the acquisition contract.

The Group has no further commitments to those recorded in its consolidated financial statements for the acquisition of intangible assets. At 2021 year end, all intangible assets of the Group are directly affected by the operation.

## 11. Tax position

### 11.a) Tax consolidation regime

From the year 2002, part of the companies included in the trade consolidation perimeter with corporate address in Spain pay taxes, for the purposes of corporation tax, in accordance with the special regime of tax consolidation anticipated by Chapter VI of Title VII of the Act 27/2014, of 27 November, on **Corporation Tax (hereinafter "LIS") applicable in common territory.**



In 2021, the tax consolidation group number 173/01 consists of the company Grupo Catalana Occidente, S.A. (as parent company) and the following subsidiaries: (i) Atradius Collections, S.L.; (ii) Atradius Crédito y Caución S.A. de Seguros y Reaseguros; (iii) Atradius Information Services BV Sucursal en España; (iv) Atradius Participations Holding, S.L., Sociedad Unipersonal; (v) Catalana Occidente Capital, Agencia de Valores, S.A.; (vi) Cosalud Servicios, S.A.; (vii) Funeraria Merino Díez, S.L.; (viii) Funeraria Nuestra Señora de los Remedios, S.L.; (ix) GCO Gestora de Pensiones, EGFP, S.A.; (x) GCO Reaseguros, S.A.; (xi) Grupo Catalana Occidente Activos Inmobiliarios, S.L.U.; (xii) Grupo Catalana Occidente Gestión de Activos, S.A. S.G.I.I.C.; (xiii) Iberinform Internacional, S.A.; (xiv) Iberinmobiliaria, S.A.; (xv) Invercyca, S.A.; (xvi) Nortehispana, de Seguros y Reaseguros, S.A.; (xvii) Nortehispana Mediación Agencia de Seguros, S.A.U.; (xviii) Plus Ultra, Seguros Generales y Vida, S.A. de Seguros y Reaseguros; (xix) Seguros Catalana Occidente, S.A. de Seguros y Reaseguros; (xx) Sociedad Gestión Catalana Occidente, S.A. and (xxi) Tecniseguros, Sociedad de Agencia de Seguros, S.A.

From 2016, the tax base that, according to the tax legislation, has been obtained by this tax consolidation group is subject to a tax rate of 25% (28% in 2015 and 30% in the other years that have not expired).

On the other hand, the company Bilbao Compañía Anónima de Seguros y Reaseguros, S.A. is the representative of the tax consolidation group number 0497B which is subject to the tax regulations in the territory of Vizcaya and whose subsidiaries in 2021 are: (i) Asistea Servicios Integrales S.L.U. (Formerly called Arroita 1878, S.L.); (ii) Bilbao Hipotecaria, S.A., E.F.C.; (iii) Bilbao Telemark, S.L.; (iv) Bilbao Vida y Gestores Financieros, S.A.; (v) Funerarias Bilbaína y La Auxiliadora, S.L.U.; (vi) Mediagen, S.L.U.; **(vii) Previsora Bilbaína, Agencia de Seguros, S.A. (“Previsora Agencia”); y (viii) S. Órbita Sociedad Agencia de Seguros, S.A.** The tax base which, in accordance with local tax legislation, has been obtained by this tax consolidation group is subject to a tax rate of 24% (26% in 2018 and 28% from the other years subject to time-barred limitations).

The other companies with tax domicile in Spain that form part of the trade consolidation perimeter are subject to the general tax rates established in the regulations applicable in common territory or local territory, as appropriate. As an exception, Catoc, SICAV S.A. and Hercasol, S.A. SICAV are subject to a tax rate of 1% as they are investment companies with variable capital that comply with the requirements of Chapter V of Title VII of the LIS.

Atradius N.V., its subsidiaries and branches that are located outside Spanish territory apply the various tax regimes in force in the various countries in which they reside or are established, with the effective tax rate being 26.76% for the year 2021.

From the year 2014, part of the companies included in the trade consolidation perimeter with tax address in common territory pay taxes, for the purposes of Value Added Tax, in conformance with the Special Regime for the Group of Entities anticipated by Chapter IX of the Title IX of Act 37/1992 on Value Added Tax.

In 2021, the group of entities VAT number 002/14 (hereinafter, VAT Tax Group) is formed by Grupo Catalana Occidente, S.A. (as parent company) and subsidiaries: (i) Catalana Occidente Capital, Agencia de Valores, S.A.; (ii) Cosalud Servicios, S.A.; (iii) GCO Reaseguros, S.A.; (iv) Grupo Catalana Occidente Contact Center, A.I.E.; (v) Grupo Catalana Occidente Gestión de Activos, S.A. S.G.I.I.C.; (vi) Grupo Catalana Occidente Tecnología y Servicios, A.I.E.; (vii) Nortehispana, de Seguros y Reaseguros, S.A.; (viii) Plus Ultra, Seguros Generales y Vida, S.A. de Seguros y Reaseguros; (ix) Prepersa de Peritación de Seguros y Prevención, A.I.E.; and (x) Seguros Catalana Occidente, S.A. de Seguros y Reaseguros.

## 11.b) Current Assets and Liabilities

Current tax assets and liabilities at 31 December 2021 and 2020 include the following items:

	€ thousand	
	31/12/2021	31/12/2020
Current tax assets:		
Public Treasury debtor for:		
• Debtor balance Liquidation Consolidated tax group parent company	14,126	12,576
• Other debtor balances of other tax groups or individual companies	56,638	71,771
Total current tax assets	70,764	84,347
Current tax liabilities:		
Public Treasury creditor for:		
• Corporate tax litigation	1,627	1,627
• Other creditor balances of other tax groups or individual companies	49,931	45,322
Total current tax liabilities	51,558	46,949

Current tax assets and liabilities consist of tax assets and liabilities that are expected to be offset against **the Group's corporation tax liability when the tax return is filed.**

**At 31 December 2021, in application of the provisions of IFRIC 23, €1,627 thousand has been recognised under current tax liabilities to reflect contingencies arising from litigation with the tax authorities in relation to corporate income tax (31 December 2020: €1,627 thousand).**

## 11.c) Deferred tax assets and liabilities

In addition, at 31 December 2021 the Group had anticipated and deferred **tax assets totalling €226,844 thousand and €504,236 thousand respectively, recognised under "Deferred tax assets" and "Deferred tax liabilities".**

**At 31 December 2020 the deferred tax assets and liabilities amounted to €271,945 thousand and €488,816 thousand, respectively.**

The origins of the deferred tax assets and liabilities available to the Group at 31 December 2021 and 2020, are as follows:

Deferred taxes debtors with origin in:	€ thousand	
	31/12/2021	31/12/2020
Tax losses passed on	43,289	9,267
Tax adjustments in technical provisions	110,425	101,755
Tax goodwill	1,927	2,149
Provisions for insolvencies	3,180	3,591
Expense from outsourcing of pensions	18,100	36,672
Accelerated depreciation balance sheet update	204	119
Provision for invoices pending collection	2,233	1,971
Adjustments for valuation of financial investments	104,713	143,040
Other deferred tax debtors	49,524	50,228
SUM	333,595	348,792
Balance compensation (*)	(106,751)	(76,847)
TOTAL	226,844	271,945

(\*) This offsetting complies with the criteria for offsetting deferred tax assets and liabilities established by IAS 12.

Deferred taxes creditors with origin in:	€ thousand	
	31/12/2021	31/12/2020
Adjustments for valuation of financial investments	378,770	386,616
Stabilisation reserve	168,583	131,015
Tax adjustments in technical provisions	-	-
Corporate tax litigation	-	-
Other deferred tax creditors	63,634	48,032
SUM	610,987	565,663
Balance compensation (*)	(106,751)	(76,847)
TOTAL	504,236	488,816

(\*) This offsetting complies with the criteria for offsetting deferred tax assets and liabilities established by IAS 12.

At 31 December 2021, in accordance with IFRIC 23, no contingencies arising from corporate income tax litigation with the tax authorities have been recognised under deferred tax liabilities. At 31 December 2020, no deferred tax liabilities were recognised in this respect either.

The Group does not have, on 31 December 2021, losses or tax credits of a significant amount for which deferred tax assets have been recognised on the balance sheet.

## 11.d) Reconciliation of accounting result and tax base

The reconciliation between the accounting result and tax base for Corporate Tax is as follows:

	Year 2021 in € thousand				Total
	Profit and loss account		Income and expenses directly attributed to net equity		
	I	D	I	D	
Balance of income and expenses for the year	468,292		266,441		734,733
Company income tax	139,051		66,282		205,333
Permanent differences	104,846	(17,095)	-	-	87,751
Temporary differences	222,205	(486,489)	2,112	(334,835)	(597,007)
Off-setting for negative tax bases from previous years	-		-		-
Tax base	430,810		-		430,810
	Year 2020 in € thousand				
	Profit and loss account		Income and expenses directly attributed to net equity		Total
	I	D	I	D	
Balance of income and expenses for the year	270,132		(81,633)		188,499
Company income tax	94,442		(22,708)		71,734
Permanent differences	23,778	(98,451)	-	-	(74,673)
Temporary differences	172,528	(195,634)	73,639	30,702	81,235
Off-setting for negative tax bases from previous years	-		-		-
Tax base	266,795		-		266,795

The main permanent differences for the 2021 financial year are as follows:

	€ thousand	
	Increases	Decreases
Tax rate adjustment	21,070	-
Adjustments in tax settlements 2020	22,425	-
Non-deductible expenses	15,939	-
Impairment Financial investments	8,466	-
Foreign withholdings	5,440	-
Donations	3,712	-
Other	27,794	(17,095)
Other permanent differences	104,846	(17,095)

The main temporary differences for the 2021 financial year are as follows:

	<b>€ thousand</b>	
	Increases	Decreases
Tax losses passed on	148,568	-
Tax adjustments in technical provisions	37,860	-
Outsourcing of pensions	-	(81,100)
Valuation of financial investments	34,262	(167,367)
Stabilisation reserve	-	(164,052)
Other	1,515	(73,970)
<b>Total temporary differences</b>	<b>222,205</b>	<b>(486,489)</b>

### 11.e) Reconciliation of accounting result and corporate income tax expense

The reconciliation between the income tax expense resulting from applying the general tax rate in force in each country to the accounting profit obtained by the various companies forming part of the Group and the income tax expense recorded for 2021 and 2020 is presented below:

	<b>€ thousand</b>	
	Year 2021	Year 2020
Result before tax	607,343	364,574
Non-tax consolidation adjustments	(36,932)	63,969
Adjustments for permanent differences	87,751	(74,673)
Integrated tax base	658,162	353,870
25% of adjusted pre-tax profit	164,541	88,468
Tax effect by tax rates other than 25%	(13,822)	6,112
Market share resulting from applying the tax rate of each country	150,719	94,580
Deductions from the quota	(5,362)	(3,842)
Compensation for negative tax bases	-	-
Current tax expense with origin in previous years	(6,306)	3,704
Expense of corporate income tax registered with offsetting in the income statement	139,051	94,442

Of the corporate income tax expense for the year recognised in the income statement, an amount of **€199,572 thousand relates to current tax (€100,618 thousand in 2020) and an amount of €60,521 thousand (€6,176 thousand in 2020) relates to changes in deferred** taxes, in both cases corresponding in full to continuing operations.

The possible impacts of Act 11/2020, of 30 December, on the General State Budget for 2021, which approved certain amendments to corporate income tax with effect for tax periods beginning on or after 1 January 2021, have been assessed, concluding that there is no relevant impact on the year-end 31 December 2021.

Double taxation deductions have not been considered in the previous table as they are mostly from dividends charged from subsidiaries eliminated in the consolidation process.

### 11.f) Years open for review by the tax authorities

According to current legislation in Spain, tax returns cannot be deemed definitive until they have been inspected by the tax authorities or, as the case may be, the statute of limitations period has elapsed (currently, and in general, four years from the day after the end of the regulatory deadline established for filing the corresponding declaration or self-assessment).

On 31 December 2021, Grupo Catalana Occidente and the tax consolidation group have the following years open for inspection:

Taxes	Years
Corporate tax	2016-2020 (*)
Value Added Tax	December 2017-November 2021 (**)
Withholdings from Income Tax and Corporation Tax	December 2017-November 2021 (**)
Tax on insurance premiums	December 2017-November 2021 (**)
Other	2018-2021
Local Taxes	2018-2021

(\*) The Corporate Income Tax for the year 2021 is pending presentation, with the maximum date for submission being 25 July 2022.

(\*\*) In accordance with a judgement by the Supreme Court, which defends a thesis which is in principle already overcome, the year 2017 expires on 30 January 2022, after the completion of the deadline for submission of annual summaries for that financial year.

In general, the Group companies are open to inspection by the tax authorities for the years determined by the applicable tax regulations in relation to the main taxes applicable to them, without prejudice to the following:

- (i) On 2 January 2019, Plus Ultra and Grupo Catalana Occidente received communication of the start of proceedings for audit and investigation of a partial character. In particular, the inspection is designed to check the tax deductible financial goodwill regarding the Corporate Tax of Plus Ultra (years 2014 and 2015) and the individual corporation tax of the same, (years 2016 and 2017). Therefore, the statute of limitations period for the years 2014 and 2015 Corporate Income Tax of Plus Ultra was interrupted.

In this sense, in the past, the Tax Authority already inspected this same concept and, at the opening of 2019, Plus Ultra has opened a number of contentious-administrative proceedings against the records of inspection: (i) in relation to the goodwill deducted in 2005 to 2010, the Company had filed a contentious-administrative appeal with the Spanish National Appellate Court ("AN") against the decision of the Central Economic Administrative Tribunal ("TEAC") of **13 January 2016, amounting to €4,021 thousand; and (ii) in relation to the goodwill deducted in 2011 to 2013, the Company is awaiting a ruling from the TEAC, which amounts to €2,022 thousand.**

On 19 December 2019, the AN issued a judgement, the content of which was made known to Plus Ultra on 27 January 2020. In that judgement, the AN upheld the Company's claims, confirming that the total amount of goodwill for accounting purposes is tax deductible for the purposes of determining the taxable income for income tax purposes for 2007, 2008, 2009 and 2010. On 2 June 2020, the AN declares the previous sentence to be final and the Administration is notified for its execution and compliance.

**As a result of the foregoing, the Group has recognised a provision of €11,419 thousand under "Tax Liabilities" in the consolidated balance sheet, relating to the risk associated with this contingency from 2007 to the present day.** During the first half of 2020, the Group has recognised the aforementioned amount as income under the heading 'Other non-technical income' in the income statement for the period, thereby cancelling this provision.

- (ii) On 5 July 2018, Atradius Crédito y Caución, S.A. de Seguros y Reaseguros (hereinafter 'Atradius Crédito y Caución') received notification of the initiation of partial verification and investigation proceedings. Specifically, the purpose of the inspection was to verify the R&D+IT deduction for the 2013 and 2014 financial years. Consequently, the limitation period for the 2013 and 2014 corporate income tax years of Atradius Crédito y Caución was interrupted.

On 30 September 2020, the Tax Agency notified Atradius Crédito y Caución of the Settlement Agreement issued, with a total settlement of **€1,789 thousand due to discrepancies regarding**

the quantification of the deduction for the development of innovation and development activities applied in 2013 and 2014.

This settlement was paid and was the object of an Economic-Administrative Claim, presented in due time and form. In addition, the Tax Agency opened a penalty proceeding against Atradius Crédito y Caución **for a total of €734 thousand**.

On 19 May 2021, Atradius Crédito y Caución filed a written economic-administrative claim against the penalty imposed by the Tax Agency, having submitted the corresponding allegations on 25 November 2021.

- (iii) On 20 November 2020, the tax authorities notified Grupo Catalana Occidente, S.A., in its capacity as the parent company of the consolidated tax group, of the commencement of partial tax audits limited to the verification of the tax credit for international double taxation applied in 2016, 2017 and 2018 by Seguros Catalana Occidente, S.A. de Seguros y Reaseguros. Consequently, the limitation period for corporate income tax for the aforementioned years of the consolidated group was interrupted.
- (iv) In October 2021, the Tax Agency notified Atradius Collections S.L. of the initiation of a limited verification procedure for Value Added Tax for the year 2020. Consequently, the statute of limitations period for Value Added Tax of Atradius Collections S.L. for the aforementioned fiscal year was interrupted.

The foregoing shall be interpreted without prejudice to Article 66.bis of Act 58/2003, of 17 December, General Tax, which establishes the right in favour of the Administration to start the procedure for checking: (i) the bases or fees offset or pending offset or deductions applied or pending application, will expire after 10 years from the day after the end of the regulatory deadline established for filing the declaration or self-assessment corresponding to the tax year or period in which the right to offset said bases or quotas or to implement said deductions was generated; and (ii) to investigate the facts, acts, elements, activities, operations, businesses, values and other determining factors of the tax obligation in order to verify correct compliance with the applicable regulations.

On the other hand, as a result of possible varying interpretations of applicable tax legislation for the years subject to inspection, contingent tax liabilities might result, which cannot be objectively quantified. However, the Directors of the parent company believe that the applicable tax debt, if any, would not have a significant effect on the financial statements.

In compliance with the provisions of Article 86 of the LIS and Article 110 of Vizcaya Regulation 11/2013, of 5 December, on corporate income tax ("NFIS"), the following is stated:

- In 1996, and as a result of the process of total spin-off of Depsa, S.A. de Seguros y Reaseguros, the Company received a 100% stake in the company formed after the aforementioned spin-off process, which the same insuring activity and the same company name as the earlier company. The book value for which the Company recorded the shares received from the new company is the same that it held for its participation in the **spin-off company, i.e., €296 thousand**.
- On 2 October 2001 the Company made a contribution in kind of a line of business, receiving in exchange 298,515 shares of Seguros Catalana Occidente, S.A. de Seguros y Reaseguros of **€60.101210 par value each, resulting in a total accounting value of €17,941 thousand**. The list of assets, rights and obligations transferred to the transferee company, along with their corresponding accounting figures, appears in the detailed inventory of assets and liabilities included in the portfolio transfer and capital reduction/extension of Seguros Catalana Occidente, S.A. de Seguros y Reaseguros, executed before the Notary of Barcelona, Mr. Miguel Tarragona Coromina on 2 October 2001, No. 4,311 of his protocol.
- On 22 March 2007 the shareholders of Compañía Española de Seguros y Reaseguros de Crédito y Caución, S.A. (i.e., Crédito y Caución) formed a new company called Grupo Compañía Española de Crédito y Caución, Sociedad Limitada, through the contribution of all the shares they had from the first, and by cash contribution of the remaining amount to reach the established share capital and share premium. According to the above, the Company subscribed for 7,772 shares of

the new company, which accounts for a 43.18% stake of its share capital, the same as it had at that time at Crédito y Caución.

- On 21 May 2015, the sole shareholder of Seguros Catalana Occidente, S.A. de Seguros y Reaseguros, Single Shareholder Company (the "Acquiring Company"), the sole shareholder of Catoc Vida, S.A. Single Shareholder Company and Cosalud, S.A. de Seguros, Single Shareholder Company (the "Acquired Companies") approved the merger by absorption of the Acquired Companies by the Acquiring Company through the block transmission of the equity being acquired, by universal succession, for all assets, liabilities, rights and obligations and relationships of all types of the Acquired Companies and dissolution without liquidation, a circumstance that will lead to the extinction of the same. The operations of the Acquired Companies are considered complete, for accounting purposes, by the Acquiring Company, from the date of 1 January 2015, the date of beginning of the year when the merger is approved. The merger operation is taxed under the special regime regulated in Chapter VII of Title VII of the LIS.
- On 2 February 2016, the sole shareholders of Compañía Española de Seguros y Reaseguros de Crédito y Caución, S.A.U. (the "Acquiring Company") and Atradius Credit Insurance NV (the "**Acquired Company**") approved the merger by absorption of the Acquired Company by the Acquiring Company through the block transmission of the equity being acquired, by universal succession, for all assets, liabilities, rights and obligations and relationships of all types of the Acquired Companies and dissolution without liquidation, a circumstance that will lead to their extinction. The operations of the Acquired Companies are considered complete, for accounting purposes, by the Acquiring Company, from the date of 01 January 2016, the date of beginning of the year when the merger is approved. The merger operation is taxed under the special regime regulated in Chapter VII of Title VII of the LIS.
- On 13 September 2017, Salerno 94, S.A.U. (the "acquiring company") absorbed Sociedad Gestión Catalana Occidente, S.A.U. (the "acquired company") in order to eliminate or at least reduce, the administrative and management costs implied by maintaining companies engaged in the same activity within the Group. On the other hand, the acquiring company took over the corporate name of acquired company (Sociedad Gestión Catalana Occidente, S.A.U.). Said merger operation was subject to the tax neutrality regime established in Chapter VII of Title VII of the LIS, for which purpose, and in accordance with said Act, the mandatory communication to the Tax Administration was made. In compliance with the reporting obligations set out in article 86 of the Act on Corporation Tax, Sociedad Gestión Catalana Occidente, S.A.U. noted in the individual Annual Accounts Report corresponding to financial year 2017 that: (i) it did not include any asset in its accounting books for a value other than that stated in those of the Acquired Company prior to the transaction; and (ii) the acquired company did not transfer any tax benefit.
- On 30 November 2018, Grupo Catalana Occidente Activos Inmobiliarios, S.L. (hereinafter, the "**acquiring company**") acquired Legion Empresarial, S.L.U. (Hereinafter, the "**acquired company**") in order to eliminate or at least reduce, the administrative and management costs implied by maintaining companies engaged in the same activity within the Group. The operations of the Acquired Company were considered to be completed, for accounting purposes, by the acquiring company, from the date of 25 July 2018, the date on which the acquiring company acquired control of the acquired company, under the deed of sale of 100% of the shares of the absorbed company, granted on that date. Said merger operation was subject to the tax neutrality regime established in Chapter VII of Title VII of the LIS, for which purpose, and in accordance with said Act, the mandatory communication to the Tax Administration was made. Grupo Catalana Occidente Activos Inmobiliarios, S.L. recorded, in their individual Annual Accounts report corresponding to the financial year 2018, the elements which are obligatory under article 86 of the LIS.
- On 7 December 2018, Nortehispana, de Seguros y Reaseguros, S.A. (Hereinafter, the "**Acquiring Company**") acquired PB Cemer 2002, S.L.U., Previsora Bilbaína Seguros, S.A.U. and Previsora Bilbaína Vida Seguros, S.A.U. (Hereinafter, the "**Acquired Companies**") in order to eliminate or at least reduce, the administrative and management costs implied by maintaining companies



engaged in the same activity within the Group. The aforementioned merger operation was subject to the tax neutrality regime established in Chapter VII of Title VII of the LIS and Chapter VII of Title VI of the NFIS, for which, and in accordance with said regulations, the mandatory notification to the competent Tax Administrations was made. Nortehispana de Seguros y Reaseguros, S.A. recorded, in their individual Annual Accounts report corresponding to the financial year 2018, the elements which are obligatory under article 86 of the LIS and in article 110 of the NFIS.

- On 29 July 2019, the merger deed was granted, by virtue of which Previsora Bilbaína, Agencia de Seguros, S.A. (the "Acquiring Company") absorbed the company Previsora Inversiones, S.A.U. (hereinafter the "Acquiring Company") in order to eliminate or at least reduce the administrative and management costs involved in keeping companies engaged in activities ancillary to insurance in the same province. The aforementioned merger operation was carried out under the tax neutrality regime laid down in Chapter VII of Title VI of the NFIS, for which purpose the mandatory notification to the Provincial Council of Biscay was made in accordance with those rules. Previsora Bilbaína, Agencia de Seguros, S.A. disclosed in the notes to its individual financial statements for 2019 the disclosures required by Article 110 of the NFIS.
  
- On 25 September 2019, Funeraria Nuestra Señora de los Remedios, S.L. (the "Acquiring Company") absorbed Mantenimiento Valdegovia, S.L.U., Servicios Funerarios Cisneros, S.L.U. and **Tanatorio Norte Madrid, S.L.U. (Hereinafter, the "acquired companies")** in order to eliminate or at least reduce, the administrative and management costs implied by maintaining companies engaged in the same activity within the Group. Said merger operation was subject to the tax neutrality regime established in Chapter VII of Title VII of the LIS, for which purpose, and in accordance with said Act, the mandatory communication to the Tax Administration was made. Funeraria Nuestra Señora de los Remedios, S.L. included in the Notes to the individual financial statements corresponding to the 2019 financial year the mentions provided for in article 86 of the LIS.
  
- On 12 December 2019, Plus Ultra, Seguros Generales y Vida, S.A. de Seguros y Reaseguros ("the Acquiring Company") absorbed Seguros de Vida y Pensiones Antares, S.A. ("the Acquired Company") in order to eliminate, or at least reduce, the administrative and management costs of maintaining companies engaged in the same activity in the Group. Said merger operation was subject to the tax neutrality regime established in Chapter VII of Title VII of the LIS, for which purpose, and in accordance with said Act, the mandatory communication to the Tax Administration was made. Plus Ultra, Seguros Generales y Vida, S.A. de Seguros y Reaseguros included in the Notes to its individual financial statements for 2019 the disclosures required by article 86 of the LIS.
  
- On 15 September 2020, Funeraria La Auxiliadora S.L.U. (hereinafter, the "Absorbing Company") absorbed Funeraria Bilbaína, S.A. (hereinafter, the "Absorbed Company"). (hereinafter, the "Absorbed Company"), and the company resulting from the merger was renamed Funerarias Bilbaína y La Auxiliadora, S.L.U. This merger was carried out in order to eliminate, or at least reduce, the administrative and management costs of keeping companies engaged in the same activity within the Group. Said merger operation was subject to the tax neutrality regime established in Chapter VII of Title VI of the NFIS, for which purpose, and in accordance with said Act, the mandatory communication to the Tax Administration was made. Funeraria La Auxiliadora, S.L.U. included the information required by the NFIS in the Notes its individual Financial Statements for the financial year 2020.

## 12. Other assets

The details of financial liabilities at 31 December 2021 and 2020 broken down by nature, are as follows (in € thousand):

	€ thousand	
	31/12/2021	31/12/2020
Other assets		
Assets derived from pension liabilities (see Note 15)	88,371	53,667
Accruals	535,452	456,172
Premiums accrued and not emitted, net of commissions and assignments	234,929	179,165
Other acquisition costs and commissions	253,994	236,612
Prepayment	22,362	17,285
Other accruals	24,167	23,110
Other assets	440	428
TOTAL	624,263	510,267

The assets arising from pension commitments correspond to the surplus of pension plans from the subsidiaries of Atradius NV.

Unwritten earned premiums correspond to the estimated provisional premiums at year-end, mainly derived from the credit insurance business.

## 13. Debts and accounts payable

The details of financial liabilities at 31 December 2021 and 2020 broken down by nature, are as follows (in € thousand):

	Debits and payables	
	€ thousand	
	31/12/2021	31/12/2020
Financial liabilities		
Subordinated liabilities	194,876	200,704
Other debts	1,115,106	981,079
Liabilities from insurance and coinsurance operations	127,263	116,160
Deposits received on buying reinsurance	21,059	58,277
Liabilities from reinsurance operations	282,737	274,830
Debts with credit institutions	235	-
Other debts	683,812	531,812
TOTAL	1,309,982	1,181,783

### 13.a) Subordinated liabilities

The subordinated liabilities include the subordinate emissions made by Atradius Finance B.V. and Atradius Reinsurance DAC, subsidiaries of Atradius N.V.

On 23 September 2014, Atradius Finance B.V. issued subordinated bonds for a nominal aggregate amount of €250,000 thousand with a maturity of 30 years, which may be re-purchased beginning on the tenth year, on a quarterly basis. The bonds are irrevocably, unconditionally and subordinately guaranteed by Atradius N.V., a Group company. During the first 10 years, bonds have a fixed nominal annual interest rate of 5.250%, payable in annual instalments and, from that date, they will have a

nominal variable interest rate of Euribor 3 months plus 5.031%, payable quarterly in arrears. The bonds are listed on the Luxembourg Stock Exchange.

**On the date of issue, Plus Ultra issued €40,000 thousand for the aforementioned subordinated bonds. Later, during the year 2016, Seguros Catalana Occidente and Seguros Bilbao underwrote €11,291 thousand and €2,000 thousand of nominal value, respectively. Furthermore, during the year 2017, Seguros Catalana Occidente and Seguros Bilbao underwrote 2,000 thousand euros and 1,000 thousand euros of nominal value, respectively. These operations have been eliminated in the consolidation process.**

As at 31 December 2021, the Group estimates the fair value of 100% of the subordinated bonds at **€280,399 thousand (31 December 2020: €276,025 thousand), and they are classified as Level 2 in the fair value hierarchy set out in IFRS 13 Fair Value Measurement.**

The estimate of the fair value of the subordinated bond is obtained from the quotation provided by an independent expert, who uses proprietary valuation techniques in which the economic and market variables are provided by financial information providers. The valuation technique used calculates, in accordance with IFRS standards, the present value of the future cash flows of the subordinated bond, discounted using the euro government bond rate curve plus a risk spread. This risk spread is estimated using the credit spreads of listed subordinated bond issues of similar issuers and with similar rating and maturity profiles.

**During the financial year 2021, interest of €15,925 thousand was paid on subordinated bonds.**

On 20 April 2016, Atradius Reinsurance DAC received a subordinated loan, mainly from Group subsidiaries, for a nominal amount of €75,000 thousand. The Group's lenders were Seguros Bilbao, Seguros Catalana Occidente and Nortehispana, having granted €40,000, €23,000 and €6,000 thousand, respectively, which were eliminated in the consolidation process.

The aforementioned subordinated loan had a 10-year maturity, and could be repurchased after the fifth year, on an annual basis, with a fixed nominal annual interest rate of 5.0% payable in annual instalments until the maturity date.

On 28 September 2021, Atradius Reinsurance DAC repurchased 100% of the subordinated loan together with accrued interest to date of €1,654 thousand. Prior to the buyback, the Irish supervisor, the CBI, had confirmed its "no objection" to the buyback.

### 13.b) Other payables

A breakdown of the payables arising out of insurance, reinsurance and coinsurance contracts, together with other payables, at 31 December 2021 and 2020, is given below:

	€ thousand	
	31/12/2021	31/12/2020
Liabilities from direct insurance and coinsurance operations	127,263	116,160
• With insured parties and co-insurers	45,453	44,591
• With intermediaries	53,398	44,506
• Conditional debts	28,412	27,063
Deposits received on ceded reinsurance	21,059	58,277
Liabilities from reinsurance operations	282,737	274,830
Debts with credit institutions	235	-
Rest of other debts	683,812	531,812
<b>TOTAL</b>	<b>1,115,106</b>	<b>981,079</b>

“Rest of Other payables” includes the following items at 31 December 2021 and 2020:

Other liabilities:	€ thousand	
	31/12/2021	31/12/2020
Tax and social debts	67,616	60,362
Public Treasury creditor for other concepts (withholdings, VAT...)	18,452	17,724
Surcharges on insurance premiums	34,714	28,727
Social security agencies	14,450	13,911
Rest of debts	616,196	471,450
Collections pending assignment	27,127	23,468
Bonds received	7,787	7,372
Research and Development project loan	1,994	3,283
Leasehold liabilities	122,150	130,055
Accrued Expenses	248,235	206,374
Invoices pending payment	23,498	23,780
Sundry creditors	185,405	77,118
<b>TOTAL</b>	<b>683,812</b>	<b>531,812</b>

The breakdown by maturity of the 'Rental liabilities' recorded at year-end is as follows:

Leasehold liabilities	€ thousand	
	31/12/2021	31/12/2020
Less than 1 year	32,964	29,113
Over one year but less than five	85,943	75,884
Over five years	43,160	41,726
<b>Total (*)</b>	<b>162,067</b>	<b>146,723</b>

(\*) Does not include the effect of the financial discount.

The following items are included under the section 'accrued expenses by item' at 31 December 2021 and 2020:

Accrued expenses by concept	€ thousand	
	31/12/2021	31/12/2020
Personnel expenses	85,440	69,389
Production expenses	42,832	38,823
External services and supplies	13,756	12,795
Other items	106,207	85,367
Total	248,235	206,374

## 14. Technical provisions

### 14. a) Change in technical provisions

A breakdown of the provisions established at 31 December 2021 and the change with respect to 31 December 2020, together with reinsurers' share of these provisions, is given below (in € thousand):

Provision	Balance on 1 January 2021	Additions to the scope of consolidation	Change in profit and loss account (*)	Change in exchange rate	Consolidation adjustments	Balances on 31 December 2021
<b>Technical Provisions:</b>						
Unearned premiums	1,323,100	-	62,771	14,335	(14)	1,400,192
Provision for unexpired risks	2,659	-	(1,020)	-	(3)	1,636
<b>Life insurance:</b>						
- Provision for unearned premiums.	27,451	-	(809)	-	-	26,642
- Mathematical provision	5,851,522	-	(77,869)	-	9,483	5,783,136
- For life insurance where the risk is borne by policyholders	618,746	-	139,014	-	-	757,760
Provisions	3,014,609	-	177,465	20,766	(**) (36,568)	3,176,272
Provision for policyholder dividends and return premiums	40,688	-	(9,540)	-	-	31,148
Other technical provisions	103,687	-	13,549	-	444	117,680
	10,982,462	-	303,561	35,101	(26,658)	11,294,466
<b>Reinsurer's share of technical provisions (transferred):</b>						
Provision for unearned premiums.	229,355	-	(22,340)	3,413	(16)	210,412
<b>Life insurance provision:</b>						
- Provision for unearned premiums.	1,451	-	(393)	-	-	1,058
- Mathematical provision	-	-	-	-	-	-
Claims provision	876,729	-	(18,129)	10,140	20,285	889,025
Other technical provisions	532	-	-	-	444	976
	1,108,067	-	(40,862)	13,553	20,713	1,101,471

(\*) See change in profit and loss account in Note 18.

(\*\*) The most relevant adjustment corresponds to the activation of collections in the credit business. In the calculation of the impact on the profit and loss account, these collections are counted within the change of the technical provision of benefits. For the purposes of inclusion on the balance sheet, collections are presented separately from the technical provision of benefits.

The movements in these provisions in 2020 were as follows (in € thousand):

Provision	Balance on 1 January 2020	Additions to the scope of consolidation	Change in profit and loss account (*)	Change in exchange rate	Consolidation adjustments	Balances on 31 December 2020
Technical Provisions:						
Unearned premiums	1,354,729	-	(11,520)	(20,428)	319	1,323,100
Provision for unexpired risks	4,098	-	(1,435)	-	(4)	2,659
Life insurance:						
- Provision for unearned premiums.	27,537	-	(114)	-	28	27,451
- Mathematical provision	5,839,867	-	3,967	-	7,688	5,851,522
- For life insurance where the risk is borne by policyholders	575,144	-	43,513	-	89	618,746
Provisions	2,729,261	-	357,578	(53,885)	(**) (18,345)	3,014,609
Provision for policyholder dividends and return premiums	31,783	-	8,772	-	133	40,688
Other technical provisions	89,678	-	13,962	-	47	103,687
	10,652,097	-	414,723	(74,313)	(10,045)	10,982,462
<b>Reinsurer's share of technical provisions</b> (transferred):						
Provision for unearned premiums.	200,229	-	37,156	(8,347)	317	229,355
Life insurance provision:						
- Provision for unearned premiums.	1,783	-	(360)	-	28	1,451
- Mathematical provision	-	-	-	-	-	-
Claims provision	671,981	-	242,206	(16,030)	(21,428)	876,729
Other technical provisions	354	-	-	-	178	532
	874,347	-	279,002	(24,377)	(20,905)	1,108,067

(\*) See change in profit and loss account in Note 18.

(\*\*) The most relevant adjustment corresponds to the activation of collections in the credit business. In the calculation of the impact on the profit and loss account, these collections are counted within the change of the technical provision of benefits. For the purposes of inclusion on the balance sheet, collections are presented separately from the technical provision of benefits.

On 17 December 2020, the DGSFP published a Resolution on the mortality and survival tables to be used by insurance and reinsurance companies, a resolution developed through Circular 1/2021 of 17 June, declaring the admissibility of the PER2020 tables for survival insurance and granting a transitional period of 4 years to adapt to these tables. In the event that the entities avail themselves of the transitional period, they should have at least 25% of the total amount pending provisioning at 31 December 2021.

For this purpose, at the end of the 2019 financial year, the Group had already opted to apply the first-order biometric tables published by the DGSFP in their entirety, entailing the recognition during the **2019 financial year of an additional mathematical provision amounting to €13,325 thousand**, the amount of which was recorded under the heading 'Variation in other technical provisions, net of reinsurance' in the consolidated income statement. For this purpose, the technical surcharges applied are those published by the DGSFP in the first order tables.

On 31 December 2020, the Group restated the above amounts, resulting in an additional provision of **€2,909 thousand at Seguros Catalana Occidente, recognised under 'Change in other technical provisions, net of reinsurance'** in the consolidated income statement.

Exceptionally, as regards the specific group of the Group called Institución Telefónica de Previsión (ITP), at 31 December 2020 the Group continued to use its own experience tables, also applying the technical surcharges published by the DGSFP, opting to avail itself of the transitional period permitted by the Resolution of 17 December 2020. Notwithstanding the above, at 31 December 2021 the Group has made the full provision that it would be required to make between 31 December 2021 and 31 December 2024

for this item, amounting to €14,109 thousand, in full compliance with the PER2020 survival tables published by the DGSFP on 17 December 2020.

The total provision recorded at 31 December 2021 for changes in the survival tables amounts to €96,753 thousand.

The non-life technical provisions, by their very nature and calculation methodology, are not impacted by the discount rate. In addition, during the year there have been no changes in the calculation methodology for these technical provisions.

The interest rate used for the financial-actuarial discount of the provisions of the life business is credited daily to the liabilities of the insurance entities. In this regard, in 2021 and 2020, for the entire life business of the Group, the amount of interest applied to the liabilities amounted to €197,953 and €127,030 thousand respectively (see Note 18.c for breakdown and distribution of the rates applied). In addition, the discount rate applied to calculate the technical provisions of the life business did not vary significantly from the previous year, except in a portfolio of insignificant policies.

In some forms of life insurance sold by Seguros Catalana Occidente, S.A. de Seguros y Reaseguros, mainly mixed and retirement insurance, the insured can choose when the policy expires between a capital or monthly income at an interest rate determined upon taking out the policy. The life insurance provision recorded at 31 December 2021 includes €633 thousand to reflect the value of these maturity options, calculated on the basis of each subsidiary's past experience and the estimated increased cost involved in the annuity option. This provision as of 31 December 2020 amounts to €560 thousand.

In addition, for certain commitments acquired prior to 1 January 1999, at 31 December 2021 the Group maintains a provision of €44,221 thousand, both in order to be able to pay the guaranteed interest rate and also in order to pay future administrative expenses of these policies.

A breakdown of the technical provisions for direct insurance and inward reinsurance at 31 December 2021 depending on the different segments is given below:

Provision on 31 December 2021	Traditional Business Segment					Credit Insurance Business Segment	€ thousand
	Motor	Multi-risk	Other miscellaneous insurance	Life		Total	
	Technical Provisions:						
Unearned premiums and unexpired risks reserves	308,811	343,232	160,856	26,642	588,929	1,428,470	
Mathematics	-	-	-	5,783,136	-	5,783,136	
Where risk is borne by policyholders	-	-	-	757,760	-	757,760	
Provisions	553,061	215,744	310,378	180,441	1,916,648	3,176,272	
Provision for policyholder dividends and return premiums	869	-	6,511	23,768	-	31,148	
Other technical provisions	-	-	117,680	-	-	117,680	
	862,741	558,976	595,425	6,771,747	2,505,577	11,294,466	

Technical provisions for the direct and reinsurance business accepted for the year 2020 are detailed as follows:

Provision on 31 December 2020	<b>€ thousand</b>					
	Traditional Business Segment				Credit Insurance Business Segment	Total
	Motor	Multi-risk	Other miscellaneous insurance	Life		
Technical Provisions:						
Unearned premiums and unexpired risks reserves	317,426	329,314	148,481	27,451	530,538	1,353,210
Mathematics	-	-	-	5,851,522	-	5,851,522
Where risk is borne by policyholders	-	-	-	618,746	-	618,746
Provisions	537,086	214,948	316,010	166,390	1,780,175	3,014,609
Provision for policyholder dividends and return premiums	2,853	173	6,258	31,404	-	40,688
Other technical provisions	-	-	103,687	-	-	103,687
	857,365	544,435	574,436	6,695,513	2,310,713	10,982,462

The amount of unrealised gains on financial assets classified as available-for-sale and at fair value **through profit or loss attributable to the insured at the reporting date has been added to "Other liabilities"**. These deferred capital gains amount to €265,832 thousand as at 31 December 2021 (31 December 2020: € 359,853 thousand).

The amount of the provision for deferred policyholder dividends at 31 December 2021 represents an overall allocation of 33.6% (38.5% on 31 December 2020) of the total unrealised gains on investments linked to life insurance contracts with policyholder participation rights.

The effect of reinsurance granted in the profit and loss account for years 2021 and 2020 has been as follows:

	<b>€ thousand</b>	
	Year 2021	Year 2020
Premiums attributed to transferred reinsurance		
– Ceded premiums	1,055,548	1,057,111
– Change provision for unearned premiums	22,733	(36,796)
Commissions (*)	(390,907)	(344,122)
Cost of the transfer	687,374	676,193
Reinsurance claims (*)	(245,365)	(634,874)
Total cost of reinsurance	442,009	41,319

(\*) Reinsurance commissions and claims are presented in the profit and loss account **netting the "Net operating expenses" and "Year claims net of reinsurance" sublines.**

#### 14. b) Changes in claims provisions

Below is the performance in the lines of Auto, Multi-risk and Other Non-Life and Miscellaneous Multi-Peril of the technical provision for claims established at the different dates for direct business, based on the occurrence of claims, according to the benefits paid and the reserves available for the same after the coverage end.

The Credit and Bond segment uses methods for calculating technical provisions are other than those used in other lines of the Group (see note 3.j.2), so it must be noted that the following information has been prepared including the reinsurance assumed and net of claim recoveries and recognising as concurrence year the year in which the risk incurred.



	MOTOR					MULTI-RISK				
	Claims occurred in the year 2016	Claims occurred in the year 2017	Claims occurred in the year 2018	Claims occurred in the year 2019	Claims occurred in the year 2020	Claims occurred in the year 2016	Claims occurred in the year 2017	Claims occurred in the year 2018	Claims occurred in the year 2019	Claims occurred in the year 2020
Claims provision Originally estimated (*)	239,983	242,522	243,931	240,255	222,604	120,402	99,853	104,638	113,368	108,808
Estimated claims assessment:										
One year later	219,469	208,892	218,843	222,153	186,400	112,104	86,642	96,431	108,079	95,553
Two years later	196,000	194,289	209,241	203,742		106,382	82,350	93,693	103,110	
Three years later	187,717	188,098	195,283			102,799	98,222	92,111		
Four years later	186,063	177,488				100,787	79,914			
Five years later	182,005					98,566				
Cumulative amounts paid:	165,763	154,432	150,023	132,157	84,510	92,438	71,212	78,973	83,595	67,066

	CREDIT AND SURETY					VARIOUS				
	Claims occurred in the year 2016	Claims occurred in the year 2017	Claims occurred in the year 2018	Claims occurred in the year 2019	Claims occurred in the year 2020	Claims occurred in the year 2016	Claims occurred in the year 2017	Claims occurred in the year 2018	Claims occurred in the year 2019	Claims occurred in the year 2020
Claims provision Originally estimated (*)	772,486	783,975	844,384	890,208	1,022,227	98,730	95,470	109,413	118,151	116,602
Estimated claims assessment:										
One year later	692,418	767,362	926,764	914,868	601,149	81,840	87,663	99,752	100,760	94,185
Two years later	671,418	716,578	873,482	880,234		75,244	79,213	94,803	95,309	
Three years later	664,741	715,070	865,508			72,477	73,576	90,657		
Four years later	660,458	718,302				71,959	75,007			
Five years later	679,375					70,945				
Cumulative amounts paid:	673,648	695,801	822,846	782,219	370,986	63,591	62,445	65,731	61,219	44,536

(\*) Not including the technical provision for claims settlement expenses.

## 15. Non-technical provisions

The breakdown as of 31 December 2021 and 2020 is as follows:

	€ thousand	
	31/12/2021	31/12/2020
Provisions for pensions and similar obligations	149,250	189,379
Temporary Income - indemnities for termination	405	1,755
Other commitments with the personnel	12,933	12,334
Debts for agreements with insurers	14,305	12,775
Provisions for liabilities	2,073	2,303
Provisions for restructuring	1,584	1,822
Litigation/Legal	14,189	13,260
Other provisions	1,317	971
<b>Total</b>	<b>196,056</b>	<b>234,599</b>

Besides the stipulations noted in Note 11 and those that correspond to the nature of the insurance business which are duly valued and included, where necessary, in the claims provisions, the Group has no significant claims, lawsuits or court processes which individually imply damage or that may affect the consolidated financial statements as well as contingent liabilities that could involve the Group in **law suits or involve the imposition of sanctions or penalties with a significant effect on the company's Equity**.

On 31 December 2021 and 2020, the commitments are reflected in the provision for pensions, and similar obligations are detailed as follows:

	2021 (€ thousand)			2020 (€ thousand)		
	Provision defined	Contributed defined	Total Commitments	Provision defined	Contributed defined	Total Commitments
Commitments for pensions						
Accrued by active personnel	263,066	25,246	288,312	501,290	23,420	524,710
Caused by passive personnel	333,377	-	333,377	551,762	-	551,762
<b>Total Obligations</b>	<b>596,443</b>	<b>25,246</b>	<b>621,689</b>	<b>1,053,052</b>	<b>23,420</b>	<b>1,076,472</b>
Assets affected by the plan						
Atradius affected assets	472,034	-	472,034	885,338	-	885,338
Assets not recognised Atradius Dutch plan	-	-	-	-	-	-
<b>Total assets</b>	<b>472,034</b>	<b>-</b>	<b>472,034</b>	<b>885,338</b>	<b>-</b>	<b>885,338</b>
Provisions for pensions and similar obligations	124,409	25,246	149,655	167,714	23,420	191,134

Assets and liabilities for pension obligations relate mainly to assets and liabilities for defined benefit plans.

There has been one transaction in 2021 with respect to the defined benefit plans in the Netherlands, which consisted of an agreement between the parties involved to change the defined benefit plan to a new defined contribution plan as of 31 December 2021.

**The accrued assets (€459 million) and pension commitments (€430 million) have been externalized to an insurance company.** This transaction has received the approval of the Dutch Central Bank. The external insurance company is fully responsible for the future performance of the pension plan as of 27 October 2021 (buy-in). Atradius has decided to contribute the gain from the transaction **corresponding to the reduction of the plan (€29 million) as further revaluation of the defined benefit plan.** All settlement costs shall be borne by Atradius. This transaction also resulted in a reclassification of the accumulated actuarial **loss reserves of the plan to unrestricted reserves amounting to (€106,475) thousand (gross of tax effect),** which has no impact on the presentation of the consolidated balance

sheet as both movements are presented under the same heading "Other Reserves" in the "Reserves" heading. The following table provides more detail on the impact of this change.

The main remaining defined benefit plans as at 31 December 2021 are in the UK, Germany and Spain, representing 100% (2020: 100%) of the assets derived from pension commitments and 87% (2020: 92%) of the defined benefit obligations recorded as liabilities. The other plans involve subsidiaries of Atradius N.V. in Mexico, Norway, Belgium, Sweden, Italy, Switzerland and France. The recognition of assets and liabilities is stipulated independently for each plan. The defined benefit liabilities of these plans are **between €0.8 and €12 million (2020: between €0.7 and €11 million) and the number of participants is between 13 and 451 persons (2020: between 18 and 470).**

The following table summarises the conciliation, the funding status and the amounts recognised in the consolidated balance sheet as of 31 December **2021 for defined benefit obligations (in € thousand):**

	Obligations of defined provision		Fair value of assets affected		(Asset)/Net liability of the provision defined	
	2021	2020	2021	2020	2021	2020
Balance on 1 January (*)	1,053,052	995,697	885,338	840,040	167,714	155,657
Reclassification of plans	-	-	-	-	-	-
Included in profit and loss						
Cost of services for the current financial year	16,300	15,382	-	-	16,300	15,382
Cost for past services	(228)	279	-	-	(228)	279
Cost of past services - Recalculation of pension commitments	(29,180)	-	-	-	(29,180)	-
Settlement	(430,687)	-	(459,970)	-	29,283	-
Cost (Income) of the interest	11,312	12,189	11,069	12,001	243	188
Administration costs	661	630	-	-	661	630
Total included in profit and loss	(431,822)	28,480	(448,901)	12,001	17,079	16,479
Included in OCI:						
Revaluation loss (gain):						
Actuarial loss (gain) by:						
- Demographic hypothesis	(9,238)	(8,141)	-	-	(9,238)	(8,141)
- Financial hypothesis	5,600	87,500	-	-	5,600	87,500
- Experience adjustments	(18,325)	(8,126)	-	-	(18,325)	(8,126)
- adjustments for defined benefit restrictions on net assets	-	-	-	-	-	-
Input of assets affected by the plan, excluding income of interest	-	-	21,214	58,821	(21,214)	(58,821)
Changes in unrecoverable surplus other than interest	-	-	-	-	-	-
Total included in OCI	(21,963)	71,233	21,214	58,821	(43,177)	12,412
Others:						
Contributions paid by the employer	(4,000)	(3,658)	42,327	11,426	(46,327)	(15,084)
Contributions from the participants	1,995	2,039	1,995	2,039	-	-
Benefits paid	(22,437)	(22,684)	(21,396)	(21,178)	(1,041)	(1,506)
Effect of exchange rate fluctuations	22,037	(16,944)	26,161	(19,729)	(4,124)	2,785
Excess asset reclassifications	-	-	(34,704)	(274)	34,704	274
Additional profits/losses	(419)	(1,111)	-	2,192	(419)	(3,303)
Total Other	(2,824)	(42,358)	14,383	(25,524)	(17,207)	(16,834)
Balance on 31 December	596,443	1,053,052	472,034	885,338	124,409	167,714

(\*) The opening balance includes the Dutch pension plan (€452 million of defined benefit obligation and €420 million of fair value of the related assets).

### Financial instruments not qualified as plan assets

The Group has pension-related assets which under IAS 19 cannot be recognised as plan assets (more details on plans below).

**In Germany, for one of the plans, assets totalling €16,900 thousand (same amount in 2020) are recognised as part of financial investments because in a bankruptcy situation, these assets are not fully insured for members of pension schemes. In the United Kingdom, there are financial investments amounting to €37,600 thousand (€38,200 thousand in 2020) in a deposit escrow account to support the pension fund for this country. In the event of insolvency, the Trustee of the pension fund has the rights to these investments, provided certain conditions are met.**

The net pension plan assets correspond to the surplus of the UK pension plan, which at 31 December 2021 is **€88,371 thousand (€53,667 thousand in 2020) and is recorded as assets arising from pension commitments (see Note 12).**

### Actuarial profit and loss

In 2021 actuarial **gains (net) have been recognised in OCI in the amount of €42,288 thousand (losses (net) of €12,511 thousand in 2020), of which €43,177 thousand are associated with net defined benefit liabilities (assets) (€12,412 thousand in 2020).**

### Characteristics of the main defined benefit plans

The following table highlights the main characteristics of defined benefit plans:

Characteristic	United Kingdom	Germany	The Netherlands (*)	Spain
Commitment	Right to pension based on a percentage of the final salary (closed to new employees).	Right to pension based on a percentage of the average salary for the past 10 years.	Pension entitlement based on a percentage of average salary (maximum <b>€0.1</b> million - closed to new employees) in 2020.	Post employment: Retirement awards, post-retirement life insurance, annuities, amount EX GAN, Christmas hamper, holiday insurance. Long-term: tenure awards.
Census	101 active (2020: 114 active members). 539 inactive (2020: 530 inactive members).	478 active (2020: 484 active members). 476 inactive (2020: 466 inactive members).	261 active (2020: 275 active members). 1,221 inactive (2020: 1,364 inactive members).	3,138 active (2020: 3,093 active members). 940 inactive (2020: 951 inactive members).
Obligations of defined provision	<b>€299 million</b> (2020: <b>€297</b> million).	<b>€154 million</b> (2020: <b>€156</b> million).	<b>€0 million</b> (2020: <b>€452 million</b> ).	<b>€44.6 million</b> (2020: <b>€47.7 million</b> ).
Plan assets	<b>€387 million</b> (2020: <b>€351</b> million).	<b>€89 million</b> (2020: <b>€84 million</b> ). <b>Assets of €16.9 million</b> (2020: <b>€16.9 million</b> ) are recognised as part of financial investments.	<b>€0 million</b> (2020: <b>€420 million</b> ).	Plan 0 assets. Reimbursement rights <b>€13.2 million</b> (2020: <b>€13.8</b> million).
Revaluation profits (losses) in OCI	<b>€30.7 million - profit</b> (2020: <b>€3.3</b> million - profit).	<b>€4.7 million - loss</b> (2020: <b>€7.0</b> million - loss).	<b>€0.9 million - loss</b> (2020: <b>€7.4 million - loss</b> ).	<b>€3.7 million - loss</b> (2020: <b>€1.7 million - profit</b> ).
Instruments	The basis of the financing agreement for both commitments is borne by the Trust Deed and Rules. The Pension Fund performs actuarial valuations every three years in order to determine the contributions to be made by the employer.	A contractual agreement is established as a funding vehicle to cover part of the pension liability. There is no specific financing agreement although the assets must not <b>exceed €39.2</b> million financed initially.	The employer contributed an annual base premium as a percentage of the total eligible wages of all active participants that could not be less than the profitable premium for that year.	The commitments are externalized through linked insurance policies and with the company itself.
Contributions paid by the employee	In 2021, the contributions amounted to 7.1% (2020: 7.1%) of the pensionable salary.	None, all contributions are made by the contributor.	Employees contributed 7.5% in 2021 (2020: 7.5%) of their pensionable salary.	None, all contributions are made by the contributor.

Characteristic	United Kingdom	Germany	The Netherlands (*)	Spain
ALM Strategy	The investment strategy consists of an investment portfolio oriented to liability management, to provide income to provide retirement benefits, together with an interest rate and inflation rate hedge, seeking the objective of self-sufficiency.	The investment objectives and policies are developed on the basis of an ALM study. The investment policy limits the interest rate risk by restricting the investment in bonds to fixed interest bonds. The risk of equities is controlled in accordance with the Dow Jones Euro Stoxx 50 index.	An ALM study analysing the impact of the strategic investment policy was carried out at least once every three years. Interest rate risk was partially hedged through the use of debt instruments in combination with liability-oriented investment funds.	N/A.
Regulatory Framework	The UK pension scheme is subject to UK pension legislation and guidelines issued by the Pensions Regulator in the UK.	The German pension plan is subject to German pension legislation and guidelines issued by the German Pension Regulator.	The Dutch pension plan was subject to Dutch pension legislation and guidelines issued by the Dutch Pension Regulator.	The Spanish pension plan is subject to Spanish pension legislation and guidelines issued by the Spanish Pension Regulator.

(\*) The amounts and figures presented for 2021 are as of 27 October 2021, the date on which the Dutch Pension Plan ended.

#### Fair value of assets affected

The fair value of plan assets at year end is analysed in the following table (in € thousand):

Plan assets	2021	2020
Cash and other cash equivalents	3,271	16,497
Equities	33,097	182,426
Fixed Income	357,601	333,436
Investment funds	15,131	274,316
Insurance contracts	62,596	65,888
Real estate assets	338	12,775
Total	472,034	885,338

All equities and government bonds are traded in active markets. The plan assets do not include any **instrument of the Group's own equity nor any property occupied or** other assets used by the Group. As a result of the transaction described above, the assets associated with the Dutch Pension Fund have been liquidated and transferred to the aforementioned insurance company.

The current yield on plan assets in 2021 was **€31,100 thousand profit (€71,700 thousand profit in 2020)**.

The main assumptions used in financial years 2021 and 2020 for the major defined benefit plans are as follows:

Principal actuarial hypotheses	United Kingdom		Germany		Spain	
	2021	2020	2021	2020	2021	2020
Discount rate	2.00%	1.50%	1.00%	0.75%	0.65%	0.24%
Inflation rate	3.50%	2.75%	2.00%	1.75%	2.00%	1.50%
Expected Increase of future wages	3.25%	2.50%	2.55%	2.30%	2.00%	1.50%
Expected increase in levels of future profits	3.36%	2.67%	1.75%	1.50%	N/A	N/A
Mortality table	CMI 2020 (1.25% LTR)	CMI 2019 (1.5% LTR)	Heubeck Richttafeln	Heubeck Richttafeln	PER 2020 Col 1st Order PASEM - 2020 Rel 1st Order	PERM/F - 2000P PASEM - 2010
Duration	19	20	16	16	12	11

Discount rate breakdowns were obtained by hypothetical yield curves developed from information provided by the yield of corporate bonds in the reference market. According to international standards defined under IAS 19, the definition of these curves is based on the performance of AA credit quality corporate bonds.

Possible reasonable changes at year-end in one of the main assumptions, holding other assumptions constant, would have the following effect on the value of obligations (in € thousand):

Obligations of defined provision	2021		2020 (*)	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(75,510)	98,453	(80,023)	106,366
Wage growth rate (1% movement)	13,665	(12,201)	15,445	(13,816)
Inflation rate (1% movement)	77,728	(66,265)	86,221	(62,994)
Expected increase in levels of future profits (1% movement)	68,181	(56,045)	70,782	(57,851)
Future mortality (+ 1 year)	21,556	-	21,008	-

(\*) For the purposes of comparability of the sensitivity analysis, the 2020 values do not include the Netherlands pension plan outsourced in 2021, so these figures do not match those presented in the consolidated financial statements for 2020.

The aforementioned sensitivity analysis has been obtained using the "Projected Unit **Credit**" calculation method, and we have proceeded to replicate the calculation of obligations by changing a variable and leaving all other actuarial assumptions constant. A limitation of this method is that some of the variables may be correlated. There has been no change in the methods and assumptions used in preparing the sensitivity analysis for previous years.

## 16. Equity attributed to parent company shareholders

As part of the consolidated financial statements, the Group presents a statement of changes in consolidated equity which shows, among other things:

- The year's results derived from the profit and loss account
- Each of the year's income and expense items which, according to IFRS has been reflected directly in the net equity

- **The total of the year's** income and expenses (result of adding the two previous sections), showing separately the total amount attributed to shareholders of the parent company and minority shareholders
- The effects of changes in accounting policies and the correction of errors in each of the net equity components, if any
- The amounts of transactions that holders of net equity instruments have undertaken as, for example, capital contributions, the repurchase of own shares held in treasury and dividend distributions, showing these distributions separately, and
- The balance of retained earnings at the beginning of the year and the balance sheet date, and changes during the year.

The Group also separately details all income and expenses that have been recognised during the year, either **through the profit or loss account or directly to equity**. This statement is called “**Recognised income and expenses statement**” and is supplementary to the information provided in the net equity change status.

**In the year 2021 the Group's parent company** has not undertaken significant changes in its accounting policies.

### 16.a) Capital

**The parent's registered share capital stands at €36,000 thousand consisting** of 120,000,000 fully subscribed and paid in book entry shares of €0.30 par value each represented in book-entry form. All shares have the same rights, and the parent company may issue shares without voting rights.

The shareholders owning 10% or more of the **parent company's share capital on 31 December 2021** were as follows:

	Percentage of stake
Inoc, S.A.	36.94%
La Previsión 96, S.A.	25.00%

On 28 June 2021, a deed of merger by absorption of Corporación Catalana Occidente, S.A. (a company wholly owned by Inoc, S.A. and former shareholder of the parent company, whose shareholding was 29.40% at 31 December 2020) by Inoc, S.A. was executed and filed with the Madrid Mercantile Registry on 30 June 2021. This merger was registered in the Mercantile Registry on 3 August 2021. Following the aforementioned merger, Inoc, S.A. has gone from directly holding 7.55% to 36.94% of the parent company.

In addition, the company Inoc, S.A. owns 72.25% of La Previsión 96, S.A., holding directly and indirectly 55.00% of the parent company at 31 December 2021 and 2020, and belongs to a group whose parent company is CO Sociedad de Gestión y Participación, S.A.

### 16.b) Share premium and Reserves

The statement of changes in equity attached to these financial statements details the balances of the share premium and retained earnings at the beginning of 2021 and at 31 December 2021, and the movements during the year.

The breakdown of the share premium and each type of reserve as of 31 December 2021 and 2020 is as follows:



	<b>€ thousand</b>	
	Balances on 31/12/2021	Balances on 31/12/2020
Share issuing premium	1,533	1,533
Differences from adjustment of capital to euros	61	61
Legal Reserve.	7,212	7,212
Other reserves	2,760,233	2,609,908
Reserves	2,767,506	2,617,181
Total share premium and Reserves	2,769,039	2,618,714

### 16.b.1) Share issuing premium

The balance of the type of reserves, according to the revised text of the Capital Companies Act can be used to expand capital. Not restriction whatsoever is established for its availability.

### 16.b.2) Differences from adjustment of capital to euros

The balance of this reserve comes from the capital reduction carried out in FY 2001 as a result of changing corporate capital to euros. Availability is subject to the same requirements as the legal reserve.

### 16.b.3) Legal reserve

Under the Consolidated Text of the Capital Companies Act 10% of profit for each year must be transferred to the legal reserve until the balance of this reserve reaches at least 20% of share capital. The legal reserve may be used to increase share capital, providing that the remaining balance is no less than 10% of the increased share capital. Only to this end and as long as it does not exceed 20% of the corporate capital, this reserve can only be used to compensate losses, as long as there are no other sufficient reserves available to this end. At the various dates presented, the amount of this reserve accounted for 20% of corporate capital.

### 16.c) Stocks and Treasury Shares

The balance of this subheading, which is the result of deducting the equity attributable to the shareholders of the parent company from the consolidated balance sheet on 31 December 2021, and 2020, in accordance with the reporting requirements established by IAS 32, which corresponds to the shares of Grupo Catalana Occidente, S.A. property of the subsidiary Sociedad Gestión Catalana Occidente, S.A.

On 31 December 2021, the total of Group shares owned by the subsidiary Sociedad Gestión Catalana Occidente, S.A. represents 1.68% of the capital issued as of that date (1.70% as of 31 December 2020). During the year 2021, the percentage of shares outstanding held by the above company has remained at 1.69% calculated on a daily basis. **The average price of the portfolio as of 31 December 2021 was €11.52 per share (€11.52 per share on 31 December 2020). These shares are available-for-sale** in order to safeguard liquidity. There are no more Grupo Catalana Occidente S.A. shares held by other Group companies or third parties that operate on their behalf. Additionally, on 31 December 2021, neither the parent company, nor the companies of the Group held obligations based on the payment of shares of the parent company.

The development of acquisitions and sales carried out during the years 2021 and 2020 has been as follows:

	€ thousand		Number of shares
	Cost of acquisition	Nominal value	
Balances on 01 January 2020	22,000	629	2,095,017
Additions (*)	2,177	6	19,238
Withdrawals (*)	(638)	(22)	(71,731)
Balances on 31 December 2020	23,539	613	2,042,524
Additions	-	-	-
Withdrawals (*)	(277)	(7)	(24,009)
<b>Balances on 31 December 2021</b>	<b>23,262</b>	<b>606</b>	<b>2,018,515</b>

(\*) Purchases and sales made by Sociedad Gestión Catalana Occidente, S.A.

#### 16.d) Distribution of results

The Board members will propose to the shareholders at the Annual General Meeting that the 2021 profit of Grupo Catalana Occidente, Sociedad Anónima would be distributed as follows:

Distribution	Year 2021
	€ thousand
To Dividends	53,556
To voluntary reserves	22,150
Net profit for the year	75,706

The payout for the year 2020 approved by the parent company's General Meeting, held 29 April 2021 is as follows:

Distribution	Year 2020
	€ thousand
To Dividends	105,852
To voluntary reserves	397,339
Net profit for the year	503,191

Previously, at meetings held on 23 June 2020, 23 September 2020 and 28 January 2021, the parent company's Board of Directors had approved the distribution of a total interim dividend of €57,168 thousand out of 2013 profit. Payment was effected in instalments, on 1 July 2020, 7 October 2020 and 10 February 2021.

The consolidated net benefit of the year 2020 is detailed in the statement of changes in equity.

## 16.e) Dividends

The various amounts paid by shareholders in the year 2021 as dividends is as follows:

Government Body:	Date of Agreement:	Date of Payment:	Type of Dividend:	Per share in euros	Total in € thousand
Board of Directors	28/01/2021	10/02/2021	3rd Interim dividend 2020	0.1588	19,056
General Shareholders' Meeting	29/04/2021	12/05/2021	2020 complementary dividend	0.4057	48,684
Board of Directors	23/06/2021	07/07/2021	Dividend charged to reserves	0.1667	20,004
Board of Directors	30/09/2021	13/10/2021	Dividend charged to reserves	0.1667	20,004
					107,748

The completed dividend payouts during FY 2021 comply with the requirements and limitations established by the current legal framework and the Articles of Association in the parent company.

In addition, the Board of Directors of the Company, at its meeting held on 27 January 2022, resolved to **distribute a dividend charged to reserves in the amount of €20,004 thousand, which was paid on 9 February 2022.**

The decision to distribute dividends is based on a thorough, thoughtful analysis of the Group's situation, does not compromise either the Group's future solvency or the protection of policyholders' and insureds' interests, and is made in the context of the supervisors' recommendations on this matter.

## 16.f) Earnings per share

The earnings per share are determined by dividing the net result attributable to the Group by the weighted average of ordinary shares outstanding during the period, excluding the average number of treasury shares held over that time.

This calculation is illustrated as follows:

	2021	2020
From continued and discontinued operations:		
<b>Net profit attributable to equity holders of the parent company (€ thousand)</b>	427,227	262,331
Average weighted number of shares issued (thousands of shares)	120,000	120,000
Less: Weighted treasury shares (thousands of shares) (*)	(2,027)	(2,069)
Weighted average number of shares outstanding (thousands of shares)	117,973	117,931
Earnings per share (euros)	3.62	2.22
From discontinued operations:		
<b>Net profit attributable to equity holders of the parent from discontinued operations (€ thousand)</b>	-	-
Earnings per share (euros)	3.62	2.22

(\*) Refers to treasury shares held in treasury stock for 2021 and 2020.

As there are no stock options, warrants or other equivalent instruments that might cause a potential dilutive effect, the earnings per share figure is the same as the diluted earnings per share in the different periods presented.

## 16.g) Other comprehensive income and accumulated in equity

The comprehensive income accumulated outside of the profit and loss account includes the amounts relative to income and expenses charged directly to equity, broken down between items that were not reclassified to results and those that can be subsequently reclassified to results.

Among the main items that may be subsequently reclassified to results are: those corresponding to changes in the valuation of assets that remain classified in the portfolio of 'available-for-sale financial assets', including the corrections of accounting asymmetries generated by the allocation decision-makers latent net capital gains on investments as well as those associated with exchange differences by conversion of balances held in foreign currency of the portfolio and of foreign affiliates of Atradius, N.V.

Other comprehensive income and accumulated - items that may be subsequently reclassified to results by:

	€ thousand	
	Balances on 31/12/2021	Balances on 31/12/2020
Available-for-sale financial assets	1,059,465	995,976
Exchange Differences	(21,661)	(38,488)
Correction of accounting mismatches	(164,462)	(230,066)
Entities accounted for using the equity method	(5,712)	(3,914)
Other adjustments	-	-
Other comprehensive income and accumulated in equity	867,630	723,508

### *Available-for-sale financial assets*

This heading basically encompasses the net amount of the changes in the fair value of available-for-sale financial assets, which, as stated in Note 3.b.5, are classified as part of the Group's consolidated equity. These changes are recorded in the consolidated profit and loss statement when the sale of source assets occurs.

### *Conversion differences*

This reserve encompasses mainly exchange gains and losses on non-monetary items recognised in equity.

### *Corrections of accounting mismatches*

This item includes the changes in unrealised gains arising on financial assets classified in the available-for-sale portfolios at fair value through profit or loss that are attributable to life policyholders.

### *Entities accounted for using the equity method*

Includes income and expenses charged directly to net equity derived from holdings in entities valued using the equity method.

Other comprehensive income and accumulated - items that cannot be reclassified to results by:

### *Actuarial profit and loss*

Includes the actuarial changes that arise when calculating the obligations for pensions and the fair value of the assets of the defined benefit plans of the Group, to be recognised in the period in which they occur, different from the reserves constituted by the net amount of income and expenses directly and definitively recognised in the equity. It also includes any reversal of assets that may occur when a plan's assets are greater than the expected benefit obligation and the Group cannot recover any surplus through redemptions of the pension vehicle, due to capital adequacy and control requirements.

The Group reclassified the accumulated balance of this item to Reserves. The gross amount reclassified for the year 2021, as shown in the table of defined benefit commitments in Note 15, amounts to €42,288 thousand loss (€33,113 thousand net of tax effect).

## 17. Minority interests

A breakdown of “Minority interests” and “Profit or loss attributable to minority interests” at 31 December 2021 and 2020, by consolidated company, is given below:

	€ thousand			
	31/12/2021		31/12/2020	
	Minority Interests	P&L attributable to external partners	Minority interests	P&L attributable to external partners
Atradius N.V. / Grupo Compañía Española de Crédito y Caución, S.L.	386,207	40,418	350,523	7,397
Bilbao Compañía Anónima de Seguros y Reaseguros, S.A.	623	113	834	127
Catoc SICAV, S.A.	274	2	229	9
Grupo Catalana Occidente Servicios Tecnológicos, A.I.E.	54	-	53	-
Grupo Catalana Occidente Contact Center, A.I.E.	-	-	-	-
Grupo Catalana Occidente Activos Inmobiliarios, S.L.	1	1	1	-
Hercasol S.A. SICAV	9,092	501	7,130	245
Grupo Asistea	(45)	30	(53)	23
<b>Total</b>	<b>396,206</b>	<b>41,065</b>	<b>358,717</b>	<b>7,801</b>

The movements in “Minority interests” in 2021 and 2020 are shown in the statement of recognised income and expense and the statement of changes in equity.

## 18. Financial information by segment

The breakdown of the financial information according to the segments defined by the Group is as follows:

ASSETS	31/12/2021			31/12/2020		
	Traditional business	Credit insurance business	TOTAL	Traditional business	Credit insurance business	TOTAL
Cash and other equivalent liquid assets	1,233,780	499,393	1,733,173	1,053,234	424,741	1,477,975
Other financial assets at fair value through profit or loss	719,745	-	719,745	585,341	-	585,341
Available-for-sale financial assets	7,428,800	2,784,820	10,213,620	7,292,170	2,570,271	9,862,441
Loans and items receivable	1,694,769	(287,357)	1,407,412	1,832,199	(582,975)	1,249,224
<b>Reinsurer's share of technical provisions</b>	<b>145,628</b>	<b>955,843</b>	<b>1,101,471</b>	<b>132,426</b>	<b>975,641</b>	<b>1,108,067</b>
Property, plant and equipment and investment property	952,353	178,605	1,130,958	949,289	189,606	1,138,895
Intangible assets	369,919	575,624	945,543	395,592	598,459	994,051
Shareholdings in group companies and associates	11,910	87,162	99,072	10,827	74,356	85,183
Tax assets	221,389	76,219	297,608	268,438	87,854	356,292
Other assets	167,416	456,847	624,263	157,117	353,150	510,267
<b>TOTAL ASSETS</b>	<b>12,945,709</b>	<b>5,327,156</b>	<b>18,272,865</b>	<b>12,676,633</b>	<b>4,691,103</b>	<b>17,367,736</b>

LIABILITIES AND EQUITY	31 December 2021			31 December 2020		
	Traditional business	Credit insurance business	TOTAL	Traditional business	Credit insurance business	TOTAL
Debts and accounts payable	314,910	995,072	1,309,982	319,427	862,356	1,181,783
Technical provisions	8,789,999	2,504,467	11,294,466	8,673,186	2,309,276	10,982,462
Non-technical provisions	91,025	105,031	196,056	89,228	145,371	234,599
Tax liabilities	426,127	129,667	555,794	417,145	118,620	535,765
Other Liabilities	277,339	166,388	443,727	366,406	129,102	495,508
Net equity	3,046,309	1,426,531	4,472,840	2,811,241	1,126,378	3,937,619
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>12,945,709</b>	<b>5,327,156</b>	<b>18,272,865</b>	<b>12,676,633</b>	<b>4,691,103</b>	<b>17,367,736</b>

Total premiums from direct insurance and reinsurance accepted during 2021 and 2020 totalled **€4,751,080 thousand and €4,430,683 thousand, respectively**. **The Group's income does not depend on any one large customer.**

In addition, the Group has managed payments to pension plans and investment funds not reflected in **the consolidated profit and loss account, amounting to €61,001 thousand during the year 2021 and €71,795 thousand during the year 2020.**

The breakdown of earned premiums in 2021 and 2020, and all other income and expense items, grouped according to the main business segments is as follows:

**Year 2021 (€ thousand)**

	Traditional business				Credit insurance business	Total
	Motor	Multi-risk	Various others	Life		
Premiums attributed direct business and accepted reinsurance	650,317	707,706	614,146	815,763	1,902,338	4,690,270
Premiums accrued from direct insurance	641,081	721,820	621,902	814,841	1,707,874	4,507,518
Premiums accrued from accepted reinsurance	-	88	4,118	-	239,356	243,562
Change of the provision for premiums pending collection	621	(270)	503	113	(835)	132
Change in the provision for unearned premiums from direct insurance	8,615	(14,927)	(12,944)	809	(42,078)	(60,525)
Change of the provision for risks in progress of direct insurance	-	995	25	-	-	1,020
Change in the provision for unearned premiums of accepted reinsurance	-	-	542	-	(1,979)	(1,437)
Premiums attributed to transferred reinsurance	(19,409)	(51,972)	(50,378)	(9,517)	(947,005)	(1,078,281)
Premiums accrued from transferred reinsurance	(19,704)	(53,312)	(52,507)	(9,124)	(920,901)	(1,055,548)
Change in the provision for unearned premiums from transferred reinsurance	295	1340	2,129	(393)	(26,104)	(22,733)
Income from property, plant and equipment and investments	34,988	33,196	24,552	210,431	54,736	357,903
Income from property investments	8,034	5,748	4,816	25,417	562	44,577
Income from financial investments	18,043	14,538	14,201	182,677	30,924	260,383
Holdings in company profits under the equity method	497	500	272	-	15,966	17,235
Applications of value adjustments for impairment of property, plant and equipment and property investments	19	32	40	142	-	233
Applications of value adjustments for impairment of financial investments	-	-	-	-	-	-
Profits from intangible fixed assets and real estate investments	412	382	241	974	419	2,428
Profits from performance of financial investments	7,983	11,996	4,982	1,221	6,865	33,047
Income from investments assigned to insurance policies in which policyholders bear the investment risk	-	-	-	85,129	-	85,129
Other technical income	4	3	33	7,154	250,649	257,843
Claims incurred in the year, net of reinsurance	(421,317)	(365,286)	(290,832)	(836,016)	(403,688)	(2,317,139)
Provisions paid for direct insurance	(388,488)	(378,680)	(309,118)	(825,963)	(281,529)	(2,183,778)
Provisions paid for accepted reinsurance	-	(19)	(782)	8	(86,433)	(87,226)
Provisions paid for transferred reinsurance	8,604	36,823	25,581	4,493	187,993	263,494
Change of the provision for direct insurance	(16,118)	(393)	5,388	(14,069)	(77,764)	(102,956)
Change in the provision for accepted reinsurance	143	(404)	239	17	(74,504)	(74,509)
Change in the provision for transferred reinsurance	(972)	6,251	2,388	1,974	(27,770)	(18,129)
Expenses attributable to provisions	(24,486)	(28,864)	(14,528)	(2,476)	(43,681)	(114,035)
Change in other technical provisions, net of reinsurance	-	-	(13,549)	(61,145)	-	(74,694)
Provisions for life insurance from direct insurance	-	-	-	77,869	-	77,869
Provisions for life insurance from accepted reinsurance	-	-	-	-	-	-
Provisions for life insurance from transferred reinsurance	-	-	-	-	-	-
Provisions for life insurance where the investment risk is borne by policyholders	-	-	-	(139,014)	-	(139,014)
Other technical provisions	-	-	(13,549)	-	-	(13,549)
Provision for policyholder dividends and return premiums	1,517	173	(1,381)	(16,413)	-	(16,104)
Provisions and expenses for holdings in profits and rebates	(467)	-	(1,128)	(24,049)	-	(25,644)
Change of the provision for dividends and returns	1,984	173	(253)	7,636	-	9,540
Net operating expenses	(145,941)	(221,678)	(167,608)	(78,540)	(432,416)	(1,046,183)
Acquisition expenses (fees and other expenses)	(124,014)	(201,185)	(146,270)	(67,402)	(344,003)	(882,874)
Administrative expenses	(24,209)	(28,926)	(33,536)	(12,868)	(454,677)	(554,216)
Commissions and stakes in the transferred reinsurance	2,282	8,433	12,198	1,730	366,264	390,907
Other technical expenses	(2,836)	(5,716)	(5,783)	(2,738)	(43,344)	(60,417)
Change of impairment due to insolvencies	30	30	13	14	(536)	(449)
Other technical expenses	(2,866)	(5,746)	(5,796)	(2,752)	(42,808)	(59,968)
Expenses arising from property, plant and equipment and investments	(15,570)	(13,630)	(10,220)	(49,051)	(51,584)	(140,055)
Management expenses arising from property, plant and equipment and real estate investments	(3,415)	(2,630)	(1,980)	(10,858)	(219)	(19,102)
Management of expenses for investments and financial accounts	(4,601)	(4,189)	(3,173)	(21,964)	(25,033)	(58,960)
Amortisation of property, plant and equipment and real estate investments	(3,920)	(2,986)	(2,466)	(8,701)	(23,419)	(41,492)
Impairment from property, plant and equipment and real estate investments	(468)	(239)	(218)	(309)	(50)	(1,284)
Impairment of the financial investments.	(1,426)	(1,528)	(1,159)	(4,433)	(1,631)	(10,177)
Loss originating from property, plant and equipment and real estate investments	(63)	(70)	(101)	(300)	271	(263)
Loss originating from financial investments	(1,677)	(1,988)	(1,123)	(2,486)	(1,503)	(8,777)
Expenses from investments assigned to insurance policies in which policyholders bear the investment risk	-	-	-	(17,612)	-	(17,612)
Technical-financial result	81,753	82,796	98,980	47,445	329,686	640,660

**Year 2020 (€ thousand)**

	Traditional business				Credit insurance business	Total
	Motor	Multi-risk	Various others	Life		
Premiums attributed direct business and accepted reinsurance	655,490	676,929	598,993	781,572	1,729,822	4,442,806
Premiums accrued from direct insurance	653,791	686,929	596,188	781,406	1,485,673	4,203,987
Premiums accrued from accepted reinsurance	-	(115)	4,318	-	222,493	226,696
Change of the provision for premiums pending collection	(728)	(248)	(71)	52	49	(946)
Change in the provision for unearned premiums from direct insurance	2,427	(10,409)	(2,321)	114	20,099	9,910
Change of the provision for risks in progress of direct insurance	-	785	650	-	-	1,435
Change in the provision for unearned premiums of accepted reinsurance	-	(13)	229	-	1,508	1,724
Premiums attributed to transferred reinsurance	(21,756)	(42,044)	(45,404)	(9,793)	(901,318)	(1,020,315)
Premiums accrued from transferred reinsurance	(20,870)	(44,281)	(50,016)	(9,433)	(932,511)	(1,057,111)
Change in the provision for unearned premiums from transferred reinsurance	(886)	2,237	4,612	(360)	31,193	36,796
Income from property, plant and equipment and investments	35,559	30,194	23,228	206,728	43,645	339,354
Income from property investments	8,584	6,096	4,892	21,207	548	41,327
Income from financial investments	13,745	10,855	11,165	180,003	27,100	242,868
Holdings in company profits under the equity method	318	298	176	-	3,010	3,802
Applications of value adjustments for impairment of property, plant and equipment and property investments	419	204	192	89	-	904
Applications of value adjustments for impairment of financial investments	-	-	-	-	-	-
Profits from intangible fixed assets and real estate investments	65	65	31	2,785	252	3,198
Profits from performance of financial investments	12,428	12,676	6,772	2,644	12,735	47,255
Income from investments assigned to insurance policies in which policyholders bear the investment risk	-	-	-	43,745	-	43,745
Other technical income	18	14	45	6,087	251,998	258,162
			(280,852)			
Claims incurred in the year, net of reinsurance	(422,355)	(347,915)		(734,112)	(535,124)	(2,320,358)
Provisions paid for direct insurance	(364,923)	(365,670)	(269,740)	(717,745)	(667,776)	(2,385,854)
Provisions paid for accepted reinsurance	(6)	(26)	(449)	(3)	(86,779)	(87,263)
Provisions paid for transferred reinsurance	8,864	43,213	16,935	2,940	320,716	392,668
Change of the provision for direct insurance	(32,549)	3,406	(17,968)	(17,608)	(198,155)	(262,874)
Change in the provision for accepted reinsurance	(359)	(39)	492	(439)	(94,359)	(94,704)
Change in the provision for transferred reinsurance	2,864	(91)	6,021	1,317	232,095	242,206
Expenses attributable to provisions	(36,246)	(28,708)	(16,143)	(2,574)	(40,866)	(124,537)
Change in other technical provisions, net of reinsurance	-	-	(13,962)	(47,480)	-	(61,442)
Provisions for life insurance from direct insurance	-	-	-	(3,967)	-	(3,967)
Provisions for life insurance from accepted reinsurance	-	-	-	-	-	-
Provisions for life insurance from transferred reinsurance	-	-	-	-	-	-
Provisions for life insurance where the investment risk is borne by policyholders	-	-	-	(43,513)	-	(43,513)
Other technical provisions	-	-	(13,962)	-	-	(13,962)
Provision for policyholder dividends and return premiums	(2,853)	(173)	(1,614)	(26,677)	-	(31,317)
Provisions and expenses for holdings in profits and rebates	-	-	(973)	(21,572)	-	(22,545)
Change of the provision for dividends and returns	(2,853)	(173)	(641)	(5,105)	-	(8,772)
Net operating expenses	(144,059)	(209,243)	(165,593)	(72,261)	(423,879)	(1,015,035)
Acquisition expenses (fees and other expenses)	(124,047)	(190,258)	(141,025)	(64,731)	(310,728)	(830,789)
Administrative expenses	(22,325)	(26,145)	(34,840)	(12,500)	(432,558)	(528,368)
Commissions and stakes in the transferred reinsurance	2,313	7,160	10,272	4,970	319,407	344,122
Other technical expenses	(70)	(1,850)	(2,322)	(2,815)	(19,788)	(26,845)
Change of impairment due to insolvencies	(14)	(26)	(8)	(240)	43	(245)
Other technical expenses	(56)	(1,824)	(2,314)	(2,575)	(19,831)	(26,600)
Expenses arising from property, plant and equipment and investments	(24,272)	(21,617)	(14,657)	(53,877)	(65,127)	(179,550)
Management expenses arising from property, plant and equipment and real estate investments	(3,069)	(2,346)	(1,771)	(7,890)	(11)	(15,087)
Management of expenses for investments and financial accounts	(2,897)	(2,427)	(1,950)	(22,173)	(25,732)	(55,179)
Amortisation of property, plant and equipment and real estate investments	(3,962)	(2,970)	(2,418)	(7,659)	(23,802)	(40,811)
Impairment from property, plant and equipment and real estate investments	(730)	(605)	(484)	(3,061)	(270)	(5,150)
Impairment of the financial investments.	(68)	(32)	(24)	-	(7,411)	(7,535)
Loss originating from property, plant and equipment and real estate investments	(44)	(45)	(32)	(399)	11	(509)
Loss originating from financial investments	(13,502)	(13,192)	(7,978)	(12,695)	(7,912)	(55,279)
Expenses from investments assigned to insurance policies in which policyholders bear the investment risk	-	-	-	(53,202)	-	(53,202)
Technical-financial result	75,702	84,295	97,862	37,915	80,229	376,003



In the profit and loss account of the Credit Insurance Business segment for 2021 and 2020, 'Other Technical Income' includes service income from Atradius N.V. as detailed below:

	Year 2021	€ thousand Year 2020
Collection and recovery services	46,887	54,791
Information services and commissions	135,590	133,071
Other income for services	68,172	64,136
<b>Total "Other technical income" - Credit insurance</b>	<b>250,649</b>	<b>251,998</b>

In the non-technical income statement, the following items are included under the subheadings of 'Other income' and 'Other expenses':

Other income - Year 2021	€ thousand Other activities	Other expenses - Year 2021	€ thousand Other activities
Collection awards	3,049	Personnel expenses	27,783
Funeral business income	27,265	Other administration costs	14,436
Income from the sale of property	-	Funeral business expenses	11,399
Application of provision for tax contingencies	-	Intangible amortisation Plus Ultra	-
Other income	12,096	Other expenses	9,835
<b>Total</b>	<b>42,410</b>	<b>Total</b>	<b>63,453</b>

Other income - Year 2020	€ thousand Other activities	Other expenses - Year 2020	€ thousand Other activities
Collection awards	2,922	Personnel expenses	22,538
Funeral business income	27,806	Other administration costs	12,034
Income from the sale of property	-	Funeral business expenses	11,942
Application of provision for tax contingencies (Note 11-f)	11,419	Intangible amortisation Plus Ultra	-
Other income	7,384	Other expenses	4,925
<b>Total</b>	<b>49,531</b>	<b>Total</b>	<b>51,439</b>

The losses due to asset value impairment, broken down by the nature of these assets, registered in the accompanying consolidated profit and loss statement are as follows:

Year 2021

Impairment losses	€ thousand				
	Traditional Business			Credit insurance business	Total
	Non-Life	Life	Other activities		
Available-for-sale financial assets (Note 7.a.)	3,714	4,433	-	1,631	9,778
Loans and items receivable	275	-	1,190	-	1,465
Material assets (Note 9)	832	167	(101)	51	949
Intangible assets (Note 10)	11,985	-	-	43,005	54,990
Investment in entities accounted for using the equity method (Note 8)	-	-	-	-	-
<b>Total</b>	<b>16,806</b>	<b>4,600</b>	<b>1,089</b>	<b>44,687</b>	<b>67,182</b>

Year 2020

Impairment losses	€ thousand				
	Traditional Business			Credit insurance business	Total
	Non-Life	Life	Other activities		
Available-for-sale financial assets (Note 7.a.)	-	-	-	7,411	7,411
Loans and items receivable	124	-	249	-	373
Material assets (Note 9)	1,003	2,972	-	270	4,245
Intangible assets (Note 10)	-	-	-	19,830	19,830
Investment in entities accounted for using the equity method (Note 8)	-	-	-	-	-
<b>Total</b>	<b>1,127</b>	<b>2,972</b>	<b>249</b>	<b>27,511</b>	<b>31,859</b>

### 18.a) Composition of life business by volume of premiums

The breakdown of the life business (direct insurance) in 2021 and 2020, by premium volume, is as follows:

Life insurance premiums (direct)	€ thousand	
	Year 2021	Year 2020
Premiums for individual contracts	679,705	688,884
Premiums for collective insurance contracts	135,136	92,522
	<b>814,841</b>	<b>781,406</b>
Periodic premiums	601,018	587,848
Single premiums	213,823	193,558
	<b>814,841</b>	<b>781,406</b>
Premiums for contracts without participation in profits	601,677	618,067
Premiums for contracts with participation in profits <sup>(1)</sup>	42,178	30,683
Premiums for contracts where risk is assumed by the customer	170,986	132,656
	<b>814,841</b>	<b>781,406</b>

(1) Includes insurance contracts with a spread between the guaranteed interest rate and the interest rate per the technical bases.

## 18.b) Expenses by nature

A breakdown of staff costs for the years 2020 and 2021 and allocation to the profit and loss for each segment is shown below:

	<b>€ thousand</b>	
	Year 2021	Year 2020
Wages and Salaries	442,837	437,149
Social Security	89,559	90,106
Contributions to external pension funds	37,673	36,165
Awards and Prizes	10,616	10,770
Other personnel costs	13,629	12,549
<b>Total</b>	<b>594,314</b>	<b>586,739</b>

Destination for personnel expenses - Year 2021	Traditional Business			Credit insurance business	Total
	Non-Life	Life	Other activities		
Claims incurred in the year, net of reinsurance	31,011	1,234	-	16,786	49,031
Expenses arising from property, plant and equipment and investments	1,034	2,275	-	-	3,309
Net operating expenses	134,311	26,979	-	306,877	468,167
Other expenses	2,327	719	29,209	41,552	73,807
<b>Total net</b>	<b>168,683</b>	<b>31,207</b>	<b>29,209</b>	<b>365,215</b>	<b>594,314</b>

Destination for personnel expenses - Year 2020	Traditional Business			Credit insurance business	Total
	Non-Life	Life	Other activities		
Claims incurred in the year, net of reinsurance	32,220	1,282	-	15,958	49,460
Expenses arising from property, plant and equipment and investments	1,031	2,512	-	-	3,543
Net operating expenses	140,290	27,322	-	291,304	458,916
Other expenses	3,136	874	24,029	46,781	74,820
<b>Total net</b>	<b>176,677</b>	<b>31,990</b>	<b>24,029</b>	<b>354,043</b>	<b>586,739</b>

## 18.c) Technical conditions for the main types of life insurance

The technical conditions for the main types of life insurance, which account for more than 5% of life insurance premiums or provisions, are as follows:

Modality and Type of Coverage	Technical interest	Biometric table (*)	€ thousand					
			2021			2020		
			Premiums	Mathematical provision (*)	Amount distributed shares in profits	Premiums	Mathematical provision (*)	Amount distributed shares in profits
<b>SEGUROS CATALANA OCCIDENTE</b>								
Universal Jubilación Provision at the time of retirement in the form of capital or income	Indexed and 5%	GKM-80	9,870	278,531	-	10,025	280,431	-
Universal Vida y Jubilación Same as above, more capital for death if this is prior to retirement.	Indexed and 5%	GKM-80	8,102	255,857	-	8,746	261,832	-
Universal Vida y Pensión Same as above	Indexed 3.5% and 5%	GKM-80	19,817	397,297	-	20,319	388,172	-
Universal PPA	Indexed	GKM-80; GKM/F-95/ PASEM2010	8,965	227,379	-	15,556	240,130	-
Universal PIAS	Indexed	GKM/F-95/ PASEM2010	33,336	233,547	-	36,401	232,098	-
Universal Ahorro Futuro	Indexed	GKM/F-95/ PASEM2010	25,755	218,899	-	27,775	216,975	-
Ahorro creciente	Indexed	PASEM2010	51,199	105,951	-	43,335	73,537	-
Patrimonio Oro	Indexed 3.5%	GKM-80; GKM/F-95/ PASEM2010	-	375,588	-	-	417,629	-
Cuenta Cliente	Indexed	PASEM2010	14,564	129,565	-	23,721	127,779	-
Vida Capital	Indexed	PASEM2010	15,604	82,800	-	21,364	80,066	-
Temporal Renovable Individual Temporary risk insurance annually renewable.	2%	GKM-80 adjusted GKM/F-95 PASEM2010	47,917	9,544 (**)	-	46,124	9,544 (**)	-
Seguro Colectivo de Jubilación con Participación en Beneficios Provision at the time of retirement in the form of capital or income	2.25, 3.5 and 5% and matched operations	GRM-70; GR/F-80-2; GRM/F-95 PERM/F2000P	70,424	565,779	-	18,210	559,990	54
<b>SEGUROS BILBAO</b>								
Flexivida Seguros Bilbao	6.00%	GKM-70/ 80	2,937	87,610	-	3,236	92,421	-
Flexivida indexed Seguros Bilbao	Indexed	Unisex (PASEM/PASEF)	83,995	516,036	-	78,235	470,786	-
Plan de Jubilación Seguros Bilbao	4.22%	GRM-70 / 80 / 95	4,041	87,066	10	4,535	93,623	85
Cuenta ahorro seguro Seguros Bilbao	Indexed	Unisex (PASEM/PASEF)	8,644	102,072	-	9,026	105,784	-
PPA Seguros Bilbao	Indexed	Unisex (PASEM/PASEF)	4,604	65,734	-	8,209	68,534	-
Cuenta Única Seguros Bilbao	Indexed	Unisex (PASEM/PASEF)	13,178	204,337	-	16,005	216,581	-
PIAS	Indexed	Unisex (PASEM/PASEF)	18,887	82,551	-	19,019	77,935	-

NORTEHISPANA									
Nortehispana Pensiones Deferred capital with participation in profits	6, 4, 3, 2.4% and 2%	GRM – 95	12,349	100,148	1,023	13,860	97,655	1,075	
Nortehispana Universal Contribution without participation in profits	Indexed	PASEM2010	4,071	89,463	-	4,304	89,639	-	
PLUS ULTRA									
Temporal Anual Renovable Risk insurance	0% - 6%	PASEM2010	12,693	5,195 (**)	-	13,646	6,241 (**)	-	
Planes de ahorro, prima periódica Deferred Insurance with Premium refunds	1.5% - 6%	GR95U	16,478	118,864	96	9,964	114,255	89	
Savings Plans, single premium Deferred Insurance with Premium refunds	0.4% - 6%	GR95U	6,025	127,268	1	14,473	142,189	1	
PPA Retirement insurance with cover for survival and death	0.4% - 2.5%	GR95U	5,574	113,483	618	13,861	119,438	525	
PIAS Whole Life Insurance to constitute an annuity	Indexed (***)	PASEM2010	36,539	213,530	-	40,105	210,105	-	
SIALP Individual Long-Term Savings Insurance	Indexed (***)	PASEM2010	15,709	39,496	-	13,113	36,898	-	
Riesgo Colectivo Risk insurance, collective	4%	PASEM2010	36,113	4,308	-	36,921	5,277	-	
Capital Diferido Colectivo Capital insurance by externalisation of pension commitments	2.8%	PERM/F2000P/C	5,491	232,348	-	4,378	237,289	-	
Rentas Capital insurance by externalisation of pension commitments	1.5% - 10.5%	PERM/F2000P	712	182,947	-	604	185,133	-	
Unit Linked	Variable (****)	PASEM2010	14,983	179,960	-	16,295	162,776	-	

(\*) The biometric tables specified in the Technical Notes are shown, which subsidiaries depend on to calculate their life insurance provisions. Additional provisions are also recorded to comply with the PERM/F-2000, GRM/F - 95 and PER 2020 tables (see Notes 3.j) and 14.a) of the Report).

(\*\*) Provision for unearned premiums.

(\*\*\*) Periodically indexed interest rate. By 31 December 2021 between 1.20% and 1.35%.

(\*\*\*\*) Equities, policyholder risk

For all types of individual life insurance and certain group life insurance policies, policyholder dividends are allocated through increases in the life insurance provision in accordance with the term of the various policies. In the group life risk business, policyholder dividends are allocated to policyholders through premium reductions on policy renewal. Dividends accrued to the insured or beneficiaries but not yet allocated are recognised in the sub-heading “**Technical provisions – Reserves for policyholder dividends and return premiums**”.

In accordance with the provisions of the current ROSSP, the assumed interest rate used to calculate the life insurance provision is as follows:

a) For the commitments assumed since 1 January 1999, the subsidiaries have used the technical note interest rate (derived from the internal rate of return on these investments) for the types of investments assigned to them (matched in accordance with article 33.2 of the Regulation and other applicable regulations). For policies without matched investments, the interest rate used is the rate set by the DGSFP for 2021 and 2020 (0.54% and 0.59% respectively) or for the year the policy came into effect, provided the duration of the collections specifically assigned to the policies, estimated at the market interest rate, is equal to or greater than the duration of the payments arising from the policies, based on their likelihood flows and estimated at the market interest rate.

b) For those assumed prior to 1 January 1999, the same technical note interest rate continues to be used for the calculation of the mathematical provisions as for the calculation of the premium, with the limit of the actual return obtained or expected from the investments affected by the coverage of these provisions (in accordance with the Second Transitional Provision of the Regulation). Since the rate of return on the investments assigned for this purpose in 2021 and 2020 has exceeded the established assumed interest rate, no additional provision was required, except for certain types of policies issued by the subsidiary Bilbao Compañía Anónima de Seguros y Reaseguros, S.A., where the actual rate of return was insufficient to meet future administrative expenses arising from the policies.

## 19. Information by geographical area

### 19. a) Earned premiums from direct insurance, inward reinsurance and other technical income

The geographic areas defined by the Group basically map the location of insured customers by management region, due to the integration of the Atradius N.V. business. A distinction is made between Spain and the following regions:

- The Netherlands and Scandinavian countries: Denmark, Finland, Norway and Sweden.
- Central and Eastern Europe, Greece and Turkey: Austria, Czech Republic, Germany, Hungary, Poland, Slovakia, Switzerland.
- Southern Europe: Belgium, France, Italy, Luxembourg and Andorra
- United Kingdom and Ireland
- North America: Canada, Mexico, United States.
- Oceania, Asia and other emerging markets: Australia, China, Japan, New Zealand, Singapore.

The geographical distribution of the direct insurance business in 2021 and 2020 was as follows:

**€ thousand**

Distribution of earned premiums from direct insurance, inward reinsurance and other technical income, by geographical area

Geographical Area	Year 2021			Year 2020		
	Segment Traditional business		Credit Insurance Business Segment	Segment Traditional business		Credit Insurance Business Segment
	Non-Life	Life		Non-Life	Life	
Domestic market	1,958,552	819,381	360,969	1,918,653	784,403	350,160
Export:						
- The Netherlands and Scandinavian countries	-	-	309,011	-	-	272,311
- Central Europe, Eastern Europe, Greece and Turkey	-	-	413,931	-	-	354,984
- Southern Europe	13,657	3,536	403,809	12,836	3,256	381,465
- United Kingdom and Ireland	-	-	334,174	-	-	316,438
- North America	-	-	136,305	-	-	121,713
- Oceania, Asia and other emerging countries	-	-	194,788	-	-	184,749
<b>Total</b>	<b>1,972,209</b>	<b>822,917</b>	<b>2,152,987</b>	<b>1,931,489</b>	<b>787,659</b>	<b>1,981,820</b>

### 19.b) Assets by geographical area

The distribution of the Group's assets by geographical location, based on the location of the service centres where the Group's insurance and complementary businesses are managed, is as follows:

	Spain	The Netherlands and Scandinavian countries	Central and Eastern Europe, Greece and Turkey	Southern Europe	United Kingdom and Ireland	North America	Oceania, Asia and other emerging countries	Total
Assets at 31 December 2021	11,121,440	1,364,170	973,673	1,339,615	2,191,400	830,651	451,916	18,272,865
Assets at 31 December 2020	10,595,099	1,169,877	936,907	1,376,222	2,259,853	651,782	377,996	17,367,736

### 19.c) Acquisitions of tangible fixed assets and intangible assets

**€ thousand**

Year 2021	Spain	The Netherlands and Scandinavian countries	Central and Eastern Europe, Greece and Turkey	Southern Europe	United Kingdom and Ireland	North America	Oceania, Asia and other emerging countries	Total
Acquisitions of tangible fixed assets	52,559	1,119	1,078	770	2,802	342	678	59,348
Acquisitions of investment property	20,129	-	-	-	-	-	-	20,129
Acquisitions of intangible assets	8,501	22,920	603	482	9,075	526	18	42,125

€ thousand

Year 2020	Spain	The Netherlands and Scandinavian countries	Central and Eastern Europe, Greece and Turkey	Southern Europe	United Kingdom and Ireland	North America	Oceania, Asia and other emerging countries	Total
Acquisitions of tangible fixed assets	60,797	670	1,559	865	5,843	502	236	70,472
Acquisitions of investment property	38,180	-	2,000	8,110	-	-	-	48,290
Acquisitions of intangible assets	11,504	24,341	1,325	518	9,964	1,360	-	49,012

## 20. Related-party transactions

All related-party transactions have been carried out in market conditions.

### 20.a) List of related parties

During 2021, there have been no relevant operations by the company with other companies in the same Group that have not been eliminated in the process of producing the consolidated financial statements and that do not form part of the normal business of the company.

The detail of the most significant balances and transactions maintained by the Group with various related parties are shown below:

In € thousand	Group companies	Associated companies	Administrators and Directors	Other related parties (majority shareholder)
<b>ASSETS</b>				
Receivables	19,374	8,000	-	-
Total	19,374	8,000	-	-
<b>LIABILITIES</b>				
Accounts payable	18,168	283	-	-
Total	18,168	283	-	-
<b>PROFIT AND LOSS</b>				
Provision of services (payments)	-	(68,270)	-	-
Provision of services (charges)	6,573	17,684	-	-
Dividends received	85,068	-	-	-
Total	91,641	(50,586)	-	-
<b>OTHER</b>				
Dividends paid	-	-	3,211	66,743
Total	-	-	3,211	66,743

The reinsurance and coinsurance operations, as well as balances with reinsurers and assignors, deposits established and technical provisions for reinsurance transactions made between Group companies, eliminated in the consolidation process during the year 2021 are as follows:



<b>In € thousand</b>	Companies of the group
<b>ASSET/LIABILITY</b>	
Deposits for reinsurance	31,207
Credits/debts for reinsurance/coinsurance transactions	52,223
Technical provisions reinsurance	86,623
Acquisition costs and commissions	6,398
<b>Total</b>	<b>176,451</b>
<b>PROFIT AND LOSS</b>	
Premiums of accepted/transferred reinsurance	120,768
Benefits paid for accepted/transferred reinsurance	59,375
Change in technical provisions	8,104
Accepted/assigned reinsurance commissions	34,275
<b>Total</b>	<b>222,522</b>

## **20.b) Board Members' and senior executives' remuneration and other benefits**

The Board of Directors of the parent company is made up of 13 people, 12 men and 1 woman, and 3 corporate members, represented physically by 3 men.

In 2021 and 2020, the Board Members for the parent company and subsidiary companies received the following remuneration from the subsidiaries:

### **Board Members' remuneration**

	<b>€ thousand</b>	
	Year 2021	Year 2020
Members of the Board of Directors		
Concept		
Fixed remuneration	1,819	1,803
Variable remuneration	577	356
Allowances	616	623
Bylaws	3,634	3,598
Other	173	161
<b>Total</b>	<b>6,819</b>	<b>6,541</b>

**In addition, deferred variable remuneration not consolidated amounts to €89 thousand.**

### **Other provisions for members of the Board of Directors**

	<b>€ thousand</b>	
	Year 2021	Year 2020
Members of the Board of Directors		
Other benefits	-	-
Advances	-	-
Loans granted	-	-
Pension schemes and funds: Contributions	-	-
Pension schemes and funds: Liabilities incurred	-	-
Life insurance premiums	313	416
Guarantees provided in favour of Board Members	-	-
<b>Total</b>	<b>313</b>	<b>416</b>

## Remuneration of members of the senior management, excluding members of the Board of Directors

Senior Management is considered to be the members of the Steering Committee of the Group that are not in turn executive directors and the Director of Internal Audit.

In 2021 and 2020, the Senior Management members for the parent company and subsidiary companies received the following remuneration:

Senior Management	€ thousand	
	Year 2021	Year 2020
Total remuneration received by senior management	3,720	3,489

**In addition, deferred variable remuneration not consolidated amounts to €437 thousand.**

In preparing these consolidated financial statements, 7 people (men) have been classified as senior managers as of 31 December 2021 (7 people on 31 December 2020).

The Group has taken out a civil liability insurance contract where the policyholder is the parent company that encompasses, among other workers, the Executives and Board Members of the Group. **This a policy has generated an insurance premium expense in the year 2021 of €84 thousand.**

On 31 December 2021 and 2020 there have been no advances or loans granted by the Parent company to the members of the Board of Directors, nor have any liabilities been incurred by these members as security.

Mr. José Ignacio Álvarez Juste resigned from his position as CEO of the Group with effect from the end of 31 December 2021, and the Group and Mr. José Ignacio Álvarez Juste signed the termination of his commercial contract on 28 October 2021 with effect from the end of 31 December 2021, without the right to receive any compensation for the termination thereof.

However, as a consequence of the aforementioned resignation and in accordance with the provisions of the senior management contract with the subsidiary Bilbao Compañía Anónima de Seguros y Reaseguros ("Seguros Bilbao") dated 22 January 2002, this special employment relationship was automatically reactivated as of 1 January 2022.

Subsequently, on 31 January 2022, Mr. José Ignacio Álvarez Juste and Seguros Bilbao, by virtue of the provisions of the aforementioned senior management employment contract, mutually terminated this relationship. In addition to the settlement of the outstanding assets at that date, an indemnity of two annuities of all his remuneration has been agreed as financial compensation (i.e. gross fixed remuneration, variable remuneration, contribution to social security and in kind), which results in an **amount of €3,075,964.72, with Seguros Bilbao also being responsible for the processing and cost of the special agreement with the Social Security for two years from 31 January 2022, unless he decides to retire before that date.**

**Of this amount, €2,675,964.72 were paid on 31 January 2022, while €400,000 will be paid in two annual instalments of €200,000 depending on the fulfilment of the post-contractual non-competition obligations assumed by Mr. José Ignacio Álvarez Juste.**

Under Article 229 of the Capital Companies Act, approved by Royal Decree 1/2010 of 2 July, Board members and people linked to them must notify the Board any conflict of interests that they may have with the company.

The members of the Board of Directors and the persons related to them, as defined in art. 529 vicies of the Consolidated Text of the Capital Companies Act (TRLSC in Spanish), have not carried out related-party transactions other than those established in article 529 unvicies 4 b) TRLSC, that is, those whose standardised conditions are applied en masse to a large number of customers, are carried out at prices or rates established generally by whoever acts as supplier of the goods or service in question, and whose amount does not exceed 0.5 per cent of the net turnover of the parent company.

Pursuant to the same article, these transactions have been authorised in accordance with an internal reporting and periodic control procedure established by the Board of Directors with the prior intervention of the Audit Committee.

## 21. Other Information

### 21.a) Employees

In compliance with Article 260 of the revised text of the Capital Companies Act, the Group provides the following breakdown of the average number of full-time employees (or equivalent) of the parent and its subsidiaries in 2021 and 2020 by job category and gender.

Professional category	Year 2021			Year 2020		
	Men	Women	Total	Men	Women	Total
Executives	126	24	150	155	46	201
Intermediate management	1,055	516	1,571	1,127	506	1,633
Qualified admin. and sales	2,404	2,384	4,788	2,479	2,496	4,975
Administrative support	237	559	796	137	438	575
<b>Total</b>	<b>3,822</b>	<b>3,483</b>	<b>7,305</b>	<b>3,898</b>	<b>3,486</b>	<b>7,384</b>

The total number of employees as at 31 December 2021 is 7,507 (7,587 as at 31 December 2020).

With regards to disability, the Group complies with the LISMI (Act on social integration of disabled people) in different ways, either complying with the requirement to integrate 2% of the staff with a disability, or opting for a mixed formula between this integration and economic support of Special Employment Centres.

### 21.b) Auditors' fees

The General Shareholders Meeting of Grupo Catalana Occidente held on 26 April 2018, agreed to appoint PricewaterhouseCoopers Auditores, S.L., in accordance with the provisions of article 264 of the Corporate Act, as auditors of the annual accounts and consolidated management report of the Group corresponding to the years ended on 31 December 2018, 2019 and 2020.

Subsequently, the General Shareholders' Meeting of Grupo Catalana Occidente held on 29 April 2021, has agreed to extend the appointment of PricewaterhouseCoopers Auditores, S.L., as auditors of the annual accounts and consolidated management report of the Group for the year 2021.

Next, the fees for audit services and other services provided by the auditor of the Group's consolidated financial statements, PricewaterhouseCoopers Auditores S.L., and companies within the PwC network and service fees charged by the auditors of annual accounts of the companies included in the scope of consolidation and entities related to them by control, joint ownership or management:

## Year 2021

Description	€ thousand	
	Services provided by the main auditor (*) (**)	Services provided by other audit firms (*)
Audit Services	3,510	166
Other verification services	1,239	-
Total Audit and related services	4,749	166
Tax Advisory Services	-	-
Other services	5	-
Total Professional Services	5	-

(\*) Amounts without expenses or VAT.

(\*\*) Amounts corresponding to PricewaterhouseCoopers Auditores, S.L. and entities of the PwC network.

## Year 2020

Description	€ thousand	
	Services provided by the main auditor (*) (**)	Services provided by other audit firms (*)
Audit Services	3,256	127
Other verification services	1,179	-
Total Audit and related services	4,435	127
Tax Advisory Services	-	5
Other services	58	-
Total Professional Services	58	5

(\*) Amounts without expenses or VAT.

(\*\*) Amounts corresponding to PricewaterhouseCoopers Auditores, S.L. and entities of the PwC network.

## 21.c) Information on deferrals for payments to suppliers:

### Information obligation under Act 15/2010 of 5 July

Below is the information required by the Third Additional Provision of Act 15/2010, of 5 July (amended through the second final provision of Act 31/2014, of 3 December) prepared pursuant to the resolution of the ICAC on 29 January 2016, on the information to be incorporated to the annual accounts in relation to the average period of payment to suppliers in commercial operations.

	Payments made and pending payment by year-end	
	Amount	
	2021	2020
Average payment period for suppliers (days)	15.73	18.17
Ratio of transactions paid (days)	16.09	18.04
Ratio of transactions pending payment (days)	9.56	22.10
<b>Total payments made (€ thousand)</b>	357,242	413,331
<b>Total payments pending (€ thousand)</b>	20,981	13,768

According to the resolution of the ICAC, for the calculation of the average period of payment to suppliers, the commercial operations corresponding to the delivery of goods or services payable from the date of entry into force of the Act 31/2014, of 3 December were taken into consideration.

Suppliers are considered, for the exclusive purpose of providing the information established in this Resolution, to be commercial creditors for debts with suppliers of goods or services, included in the item "other liabilities" of the current liabilities in the balance sheet.

The "average period of payment to suppliers" is considered to be the time from delivery of the goods or the provision of services by provider and material payment of the operation.

The legal maximum payment limit applicable to the Company in Spain, in the year 2020, under Act 3/2004 (amended by Act 11/2013, of 26 July), which stipulates measures to address late payment in commercial transactions, is 30 calendar days except where there is an agreement between the parties, without agreements exceeding 60 natural days being permitted under any circumstances.

On 31 December 2021, the Group does not have pending payments to suppliers beyond the legal term deferral balance.

## 22. Subsequent events

In addition to the dividend charged to reserves mentioned in Note 16, no other events not explained in previous notes have occurred after year-end and up to the date of preparation of these annual accounts that significantly affect them.

## Appendices

Appendix I: List of subsidiaries on 31 December 2021

Appendix II: List of associated entities on 31 December 2021

Appendix I: List of subsidiaries on 31 December 2021

Figures in € thousand

Company  (Name and address)	Activity	% of voting rights			Summarised financial information						
		Direct	Indirect	Total	Total assets	Share Capital	Equity reserves	Year result, net of dividend	Other comprehensive income and accumulated in equity	Premiums attributed net of reinsurance	Ordinary income
Seguros Catalana Occidente, Sociedad Anónima de Seguros y Reaseguros Paseo de la Castellana, 4 Madrid	Insurance and reinsurance	100%	-	100%	5,926,320	18,030	208,338	129,892 (1)	390,712	1,133,097	-
Grupo Compañía Española de Crédito y Caución, Sociedad Limitada Paseo de la Castellana, 4 Madrid	Holds shares	73.84%	-	73.84%	641,331	18,000	621,628	934 (2)	-	-	58,445
Atradius NV y Sociedades Dependientes David Ricardostraat, 1 1066 JS Amsterdam (The Netherlands)	Credit and surety insurance and complementary insurance activities	35.77%	47.43%	83.20%	5,918,766	79,122	1,774,057	240,249	48,895	954,858	250,649
Sociedad Gestión Catalana Occidente, S.A. Paseo de la Castellana, 4 Madrid	Financial investments	100%	-	100%	51,549	721	48,585	2,239	-	-	1,826
Cosalud Servicios, S.A. Avenida Alcalde Barnils, 63 Sant Cugat del Vallés (Barcelona)	Hire of industrial offices and others	100%	-	100%	14,250	3,005	6,615	4,432	29	-	346
Grupo Catalana Occidente Gestión de Activos S.A., S.G.I.I.C. Cedaceros, 9 – planta baja Madrid	Financial investments	100%	-	100%	6,631	391	5,152	100 (3)	46	-	9,116
GCO Reaseguros, S.A. Paseo de la Castellana, 4 Madrid	Reinsurance	100%	-	100%	151,856	9,050	12,503	1,838 (4)	42	6,953	-
GCO Gestora de Pensiones, EGFP, S.A. Paseo de la Castellana, 4 Madrid	Pension fund management	100%	-	100%	3,351	2,500	177	97	17	-	5,754
Bilbao, Compañía Anónima de Seguros y Reaseguros, S.A. Paseo del Puerto, 20 Getxo (Vizcaya)	Insurance and reinsurance	-	99.84%	99.84%	2.114,779	27,979	83,531	46,311 (5)	183,639	465,090	-
Bilbao Hipotecaria, S.A.U., E.F.C. Paseo del Puerto, 20 Getxo (Vizcaya)	Mortgage Credit	-	99.84%	99.84%	63,698	5,000	868	332	-	-	2,070
S. Órbita, Sociedad Agencia de Seguros, S.A.U. Paseo del Puerto, 20 Getxo (Vizcaya)	Insurance broker	-	99.84%	99.84%	3,352	1,100	307	15	-	-	3,315
Bilbao Telemark, S.L.U. Paseo del Puerto, 20 Getxo (Vizcaya)	Tele-marketing	-	99.84%	99.84%	401	37	65	11	-	-	1,359
Bilbao Vida y Gestores Financieros, S.A.U. Paseo del Puerto, 20 Getxo (Vizcaya)	Insurance broker	-	99.84%	99.84%	867	60	60	5	-	-	5,851
Nortehispana de Seguros y Reaseguros, S.A. Paseo de la Castellana, 4 Madrid	Insurance and reinsurance	-	100%	100%	520,055	20,670	84,194	16,040	28,488	201,991	-

Figures in € thousand

Company  (Name and address)	Activity	% of voting rights			Summarised financial information						
		Direct	Indirect	Total	Total assets	Share Capital	Equity reserves	Year result, net of dividend	Other comprehensive income and accumulated in equity	Premiums attributed net of reinsurance	Ordinary income
Plus Ultra, Seguros Generales y Vida, S.A. de Seguros y Reaseguros Plaza de las Cortes, 8 Madrid	Insurance and reinsurance	-	100%	100%	3,043,264	97,619	243,433	26,540 (6)	124,162	859,811	-
Hercasol, S.A. SICAV Avenida Diagonal, 399 Barcelona	Financial investments	-	88.21% (*)	88.21% (*)	77,414	57,792	4,443	14,913	-	-	15,759
Catoc SICAV, S.A. Cedaceros, 9 – planta baja Madrid	Financial investments	0.01%	99.86% (*)	99.87% (*)	203,442	8,286	159,614	35,487	-	-	36,497
PREPERSA de Peritación de Seguros y Prevención, A.I.E. Jesús Serra Santamans, 1 Sant Cugat del Vallés (Barcelona)	Prevention and loss adjustment	-	100%	100%	2,070	60	964	27	-	-	5,835
Tecniseguros, Sociedad de Agencia de Seguros, S.A. Avenida Alcalde Barnils, 63 Sant Cugat del Vallés (Barcelona)	Insurance broker	-	100%	100%	1,049	60	(2)	(66)	-	-	7,059
Nortehispana Mediación, Agencia De Seguros S.A. Paseo Castellana, 4 Madrid	Insurance broker	-	100%	100%	317	60	-	3	-	-	7,018
Previsora Bilbaina Agencia de Seguros, S.A. Alameda Mazarredo, 73 Bilbao	Insurance broker	-	100%	100%	12,220	60	7,561	1,601	39	-	10,723
Catalana Occidente Capital, Agencia de Valores, S.A. Avenida Alcalde Barnils, 63 Sant Cugat del Vallés (Barcelona)	Stock broker	-	100%	100%	3,015	300	2,367	87 (7)	5	-	1,671
Grupo Catalana Occidente Tecnología y Servicios, A.I.E. Avenida Alcalde Barnils, 63 Sant Cugat del Vallés (Barcelona)	Auxiliary insurance services	0.42%	99.53%	99.95%	57,663	35,826	122	(67)	-	-	101,394
Grupo Catalana Occidente Contact Center, A.I.E. Jesús Serra Santamans, 3 - 4º planta Sant Cugat del Vallés (Barcelona)	Telephone attention	-	99.98%	99.98%	2,655	600	88	1	-	-	9,120
Grupo Catalana Occidente Activos Inmobiliarios S.L. Avenida Alcalde Barnils 63 Sant Cugat del Vallés (Barcelona)	Real estate development	-	99.97%	99.97%	342,501	116,801	202,054	4,458	466	-	13,713
Inversions Catalana Occident, S.A. Avinguda Carlemany, 65 Escaldes Engordany (Andorra)	Creation, management and operation of insurance entities	-	100%	100%	7,400	60	324	(3)	-	-	3,184
Grupo Asistea Henao, 19 Bilbao	Funeral business	-	100%	100%	77,644	2,003	39,463	4,334	-	-	27,265



- (\*) Only the shares outstanding have been taken into account to determine the share percentage. Likewise, the value of treasury shares has been deducted from the above equity reserves.
- (1) The Company has recognised an increase in the stabilisation reserve for an amount of €4,945 thousand.
- (2) The Company paid an interim dividend of €57,150 thousand.
- (3) The Company paid an interim dividend of €1,100 thousand.
- (4) The Company has recognised an increase in the stabilisation reserve for an amount of €511 thousand.
- (5) The Company has recognised an increase in the stabilisation reserve for an amount of €2,794 thousand.
- (6) The company has paid an interim dividend of €17,112 thousand and has posted an increase in the equalisation provision for the amount of €6,997 thousand.
- (7) The Company paid an interim dividend of €450 thousand.

The financial information given for the aforementioned Group companies (total assets, share capital, equity reserves, profit for the year net of dividend, earned premiums less reinsurance and ordinary income) has been obtained from the latest individual or consolidated financial statements available for the 2021 financial year, prepared in accordance with the regulatory framework for financial information applicable to each of the companies. These financial statements have been duly adapted by each company to the Group's accounting policies.

In the case of insurance companies, the figure for earned premiums net of reinsurance is given. In all other companies, the figure given is ordinary income.

The figures for Atradius N.V. include the data for their subsidiaries relating to the profit or loss for the year and equity reserves.

At 31 December 2021, the list of subsidiaries of Atradius N.V., which are wholly owned unless otherwise indicated, is as follows:

Sociedad	País	Sociedad	País
Accento Services S.R.L.	Bélgica	Atradius Crédito y Caucción Seguradora S.A.	Brasil
Atradius Collections B.V.	Holanda	Atradius Dutch State Business N.V.	Holanda
Sucursal Bélgica	Bélgica	Atradius Enterprise Management Consulting (Shanghai) Co., Ltd.	China
Sucursal República Checa	República Checa	Atradius Finance B.V.	Holanda
Sucursal Dinamarca	Dinamarca	Atradius Information Services B.V.	Holanda
Sucursal Francia	Francia	Sucursal Bélgica	Bélgica
Sucursal Alemania	Alemania	Sucursal Dinamarca	Dinamarca
Sucursal Hungría	Hungría	Sucursal Francia	Francia
Sucursal Irlanda	Irlanda	Sucursal Alemania	Alemania
Sucursal Italia	Italia	Sucursal Irlanda	Irlanda
Sucursal Polonia	Polonia	Sucursal Italia	Italia
Sucursal Turquía	Turquía	Sucursal Japón	Japón
Atradius Collections DMCC	EAU	Sucursal Noruega	Noruega
Atradius Collections Holding B.V.	Holanda	Sucursal España	España
Atradius Collections Limited	Canadá	Sucursal Suecia	Suecia
Atradius Collections Limited	Hong Kong	Sucursal Suiza	Suiza
Atradius Collections Limited	Reino Unido	Sucursal Taiwán	Taiwán
Atradius Collections Pte. Limited	Singapur	Sucursal Tailandia	Tailandia
Atradius Collections Pty. Limited	Australia	Sucursal Reino Unido	Reino Unido
Atradius Collections Serviços de Cobranças de Dívidas Ltda	Brasil	Atradius Information Services Vietnam Company Limited	Vietnam
Atradius Collections, S.A. de C.V.	México	Atradius India Credit Management Services Private Ltd.	India
Atradius Collections S.L.	España	Atradius Insurance Holding N.V.	Holanda
Atradius Collections, Inc.	EEUU	Atradius Investments Limited	Irlanda
Atradius Corporate Management Consulting (Shanghai) Co., Ltd.	China	Atradius Italia Intermediazioni S.R.L.	Italia
Atradius Credit Insurance Agency, Inc.	EEUU	Atradius Participations Holding S.L.U.	España
Atradius Credit Management Services B.V.	Holanda	Atradius Pension Trustees Ltd.	Reino Unido
Atradius Credit Management Services (RUS) LLC	Rusia	Atradius Reinsurance DAC	Irlanda
Atradius Crédito y Caucción S.A. de Seguros y Reaseguros	España	Atradius Reinsurance DAC Escritório de Representação no Brasil Ltda.	Brasil
Sucursal Australia	Australia	Atradius Rus Credit Insurance LLC	Rusia
Sucursal Austria	Austria	Atradius Seguros de Crédito, S.A.	México
Sucursal Bélgica	Bélgica	Atradius Trade Credit Insurance, Inc.	EEUU
Sucursal Bulgaria	Bulgaria	Atradius Trade Insurance Brokerage Yuhan Hoesa	Corea del Sur
Sucursal Canadá	Canadá	Crédito y Caucción do Brasil Gestao de Riscos de Crédito e Serviços LTDA	Brasil
Sucursal República Checa	República Checa	Gestifatura S.A.	Portugal
Sucursal Dinamarca	Dinamarca	Giant-net B.V.	Holanda
Sucursal Finlandia	Finlandia	Graydon Holding N.V.	Holanda
Sucursal Francia	Francia	Graydon Nederland B.V.	Holanda
Sucursal Alemania	Alemania	Graydon Belgium N.V.	Bélgica
Sucursal Grecia	Grecia	Graydon UK Ltd.	Reino Unido
Sucursal Hong Kong	Hong Kong	Iberinform Internacional S.A.U.	España
Sucursal Hungría	Hungría	Sucursal Portugal	Portugal
Sucursal Irlanda	Irlanda	Iberinmobiliaria, S.A.U.	España
Sucursal Italia	Italia	Informes Mexico, S.A. de C.V.	México
Sucursal Japón	Japón	B2B SAFE, S.A.	España
Sucursal Luxemburgo	Luxemburgo	OpenCompanies B.V.	Holanda
Sucursal Holanda	Holanda	PT Atradius Information Services Indonesia	Indonesia
Sucursal Nueva Zelanda	Nueva Zelanda	Starzyński i Wspólnicy Kancelaria Prawna spółka komandytowa (*)	Polonia
Sucursal Noruega	Noruega		
Sucursal Polonia	Polonia		
Sucursal Portugal	Portugal		
Sucursal Rumanía	Rumanía		
Sucursal Singapur	Singapur		
Sucursal Eslovaquia	Eslovaquia		
Sucursal Suecia	Suecia		
Sucursal Suiza	Suiza		
Sucursal Turquía	Turquía		
Sucursal Reino Unido	Reino Unido		

(\*) The percentage of ownership is 99.99%

## Appendix II: List of associated entities on 31 December 2021

Figures in € thousand

Company  (Name and address)	Activity	% of voting rights			Summarised financial information							
		Direct	Indirect	Total	Total assets	Share Capital	Equity reserves	Year result, net of dividend	Other comprehensive income and accumulated in equity	Premiums attributed net of reinsurance	Ordinary income	
Inversiones Credere S.A. Santiago - Chile	Holds shares	49.99%	-	49.99%	-	-	-	-	-	-	-	-
Calboquer, S.L. Villarroel, 177-179 08936 Barcelona	Medical, social, psychological, and legal advice	-	20.00%	20.00%	796	60	518	(96)	-	-	-	2,500
Asitur Asistencia. S.A. Avenida Encuartes, 21 Tres Cantos (Madrid)	Assistance	-	42.83%	42.83%	55,985	2,945	10,766	4,456	-	-	-	301,841
Gesiuris Asset Management, S.G.I.I.C., S.A., Cedaceros, 9 Madrid	Investment company	-	26.12% (*)	26.12% (*)	11,456	301	7,966	570 (1)	398	-	-	9,856
CLAL Credit Insurance Ltd. Tel Aviv - Israel	Credit and surety insurance	-	16.64%	16.64%	121,127	3,357	65,830	7,768	9,535	16,501	-	-
Compañía de Seguros de Crédito Continental S.A. Santiago - Chile	Credit and surety insurance	-	41.60%	41.60%	119,790	3,471	57,989	17,746	(8,129)	21,567	-	-
The Lebanese Credit Insurer S.A.L. Beirut - Lebanon	Credit and surety insurance	-	40.68%	40.68%	-	-	-	-	-	-	-	-
Credit Guarantee Insurance Corporation of Africa Ltd. Johannesburg-South Africa	Credit and surety insurance	-	20.80%	20.80%	157,160	154	61,260	22,131	(352)	46,726	-	-

(\*) Only the shares outstanding have been taken into account to determine the share percentage. Likewise, the value of treasury shares has been deducted from the above equity reserves.

(1) **The Company paid an interim dividend of €500 thousand.**

The financial information given for the aforementioned Group companies (total assets, share capital, equity reserves, profit for the year net of dividend, earned premiums less reinsurance and ordinary income) has been obtained from the latest individual or consolidated financial statements available for the 2021 financial year, prepared in accordance with the regulatory framework for financial information applicable to each of the companies. These financial statements have been duly adapted by each company to the Group's accounting policies. The financial statements of the above companies are for the period ended 31 December 2021.

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## Auditors' opinion



*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## Independent auditor's report on the consolidated annual accounts

To the shareholders of Grupo Catalana Occidente, S.A.:

### Report on the consolidated annual accounts

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#### Opinion

We have audited the consolidated annual accounts of Grupo Catalana Occidente, S.A. (the Parent company) and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2021, and the income statement, statement of comprehensive income, statement of changes in equity, cash flow statement and related notes, all consolidated, for the year then ended.

In our opinion, the accompanying consolidated annual accounts present fairly, in all material respects, the equity and financial position of the Group as at 31 December 2021, as well as its financial performance and cash flows, all consolidated, for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS-EU) and other provisions of the financial reporting framework applicable in Spain.

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#### Basis for opinion

We conducted our audit in accordance with legislation governing the audit practice in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated annual accounts* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the consolidated annual accounts in Spain, in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating to the audit of the accounts, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected our necessary independence such that it has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated annual accounts of the current period. These matters were addressed in the context of our audit of the consolidated annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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**Key audit matters**

**How our audit addressed the key audit matters**

**Impairment of the consolidated Goodwill and intangible assets arising from business combinations**

The Group has recorded consolidation goodwill arising, mostly, from the positive consolidation differences resulting from the acquisition of stakes in the capital of its subsidiaries, which are mainly Atradius N.V. (€462 million) and Plus Ultra Seguros Generales y Vida, S.A. de Seguros y Reaseguros (€123 million).

For the valuation of the impairment of these assets, the Group compares, at least on a yearly basis, the recoverable amount of its Cash-Generating Units (CGUs) with their respective carrying amounts. To perform this assessment, the Group uses internal estimates and valuations performed by experts.

The above-mentioned estimates include a high degree of judgement, due to the fact that these are based on hypothesis and assumptions determined by Management and their experts, such as the cash flows considered, solvency ratios, discount rate and long-term growth rate used, which have a significant bearing and as such are considered a key audit matter.

As of 31 December 2021, Management has considered the current economic and commercial environment, as well as the current market conditions and the existing economic uncertainty in their evaluation and determination of the recoverable value of goodwill.

See Notes 3.e and 10 of the 2021 consolidated annual accounts.

We have gained an understanding of the process and methodology implemented by the Group with respect to the valuation of intangible assets and goodwill, including related internal controls.

Regarding the impairment tests of goodwill and intangible assets, the procedures performed have focused on the following areas:

- Evaluation of the definition of the cash-generating units.
- Assessment of the mathematical accuracy of the discounted cash flows as well as of the correct implementation of the related flows and calculations performed.
- Assessment, in collaboration with our valuation experts, of the methodologies and assumptions used for the determination of the recoverable amount such as business plans, solvency ratios, discount rates and long-term growth rates applied.
- Obtaining evidence on the performance of specific sensitivity analyses for each of the main assumptions used, considering different scenarios.
- Tested the information disclosed and presented in the accompanying consolidated annual accounts in accordance with applicable regulatory requirements, including pronouncements made by regulators.

Regarding the valuation of goodwill made by Management's external experts, we have assessed their competence and capacity as well as the objectivity of their work.

As a result of the procedures described above, we have obtained sufficient and adequate audit evidence that supports the estimates made by Management regarding this matter.

**Key audit matters**

**How our audit addressed the key audit matters**

**Valuation of technical provisions for life insurance contracts**

The Group provides life insurance solutions through its insurance subsidiaries, offering life insurance, savings insurance and unit-linked products.

Regarding the savings insurance products, the Group records liabilities associated to insurance contracts in accordance with the applicable regulatory requirements. The calculation of these technical provisions, which are composed of a high number of individual and complex calculations, as well as usage of a series of key data, in some cases requires certain level of judgment and estimates to be determined by the Management.

Regarding the savings insurance business, the calculation of the mathematical provision and its related sufficiency is a complex actuarial estimate significantly affected by the inputs, projection methods and assumptions used by Management, such as technical interest rates, expense ratios or biometrical tables. Therefore, we have deemed this valuation to be a key audit matter.

See Notes 3.j.2, 14 and 18.c of the 2021 consolidated annual accounts.

We have gained an understanding of the estimation and bookkeeping process of life insurance technical provisions which included the assessment of internal controls implemented by the Group, such as information systems-related controls and those related to the most relevant assumptions.

Regarding the mathematical provisions together with our actuarial experts, we have performed the following complementary procedures:

- Understanding of the methodology applied for the calculation of life insurance provisions in accordance with the nature of the products and the regulatory requirements, as well as the consistency of its implementation with respect to the previous year.
- Assessment of the complete and adequate bookkeeping of life insurance provisions, as well as of its variations during the period.
- Assessment of the integrity, accuracy and reconciliation of the input data used for the technical-actuarial calculations to the systems and to contractual information.
- Recalculation of the mathematical provision for a selection of policies in accordance with sampling procedures and testing of the technical basis and biometric assumptions are in accordance with regulatory requirements.
- Assessment of the sufficiency of supporting asset's yield and sufficiency of real expenses as of financial year-end.
- Assessment of the sufficiency of mathematical provisions in accordance with IFRS-EU requirements.

Key audit matters	How our audit addressed the key audit matters
<p><b>Valuation of liabilities for non-life insurance contracts</b></p> <p>The Group provides non-life insurance solutions, through its insurance subsidiaries, mainly offering motor insurance and multi risks insurance and other insurances. In turn, the Group also provides credit and suretyship insurance solutions (nationally and internationally) mostly through its subsidiary subgroup Atradius N.V.</p> <p>Regarding the main lines of the traditional non-life business, the Group uses global statistical methods to calculate the provision for outstanding claims and incurred but not reported claims (IBNR), which represents the estimated cost of the claims occurred up to the closing date. These actuarial estimates, mainly based on deterministic techniques as well as generally accepted stochastic methods, are complex and incorporate judgments and assumptions made by Management.</p> <p>For the credit and suretyship business line, the Group uses internal models and statistical methods which are complex estimates and significantly affected by projection models, assumptions and parameters used by Management.</p> <p>In the current economic environment, the uncertainty and complexity component in the calculation of these estimations for the credit and suretyship business is higher and the selection of the key assumptions can significantly modify the consolidated annual accounts. Therefore, we have deemed the valuation of these non-life technical provisions to be a key audit matter.</p>	<ul style="list-style-type: none"> <li>Assessment of the adequacy of the information disclosed in the accompanying consolidated annual accounts in accordance with applicable regulatory requirements.</li> </ul> <p>As a result of the procedures described above, we have obtained sufficient and adequate audit evidence that supports the estimates made by Management regarding this matter.</p>
<p><b>Valuation of liabilities for non-life insurance contracts</b></p> <p>The Group provides non-life insurance solutions, through its insurance subsidiaries, mainly offering motor insurance and multi risks insurance and other insurances. In turn, the Group also provides credit and suretyship insurance solutions (nationally and internationally) mostly through its subsidiary subgroup Atradius N.V.</p> <p>Regarding the main lines of the traditional non-life business, the Group uses global statistical methods to calculate the provision for outstanding claims and incurred but not reported claims (IBNR), which represents the estimated cost of the claims occurred up to the closing date. These actuarial estimates, mainly based on deterministic techniques as well as generally accepted stochastic methods, are complex and incorporate judgments and assumptions made by Management.</p> <p>For the credit and suretyship business line, the Group uses internal models and statistical methods which are complex estimates and significantly affected by projection models, assumptions and parameters used by Management.</p> <p>In the current economic environment, the uncertainty and complexity component in the calculation of these estimations for the credit and suretyship business is higher and the selection of the key assumptions can significantly modify the consolidated annual accounts. Therefore, we have deemed the valuation of these non-life technical provisions to be a key audit matter.</p>	<p>We have gained an understanding of the estimation and bookkeeping process of non-life insurance technical provisions which included the assessment of internal controls implemented by the Group, such as information systems-related controls and those related to the most relevant assumptions. Together with our actuarial experts, we have performed the following procedures:</p> <ul style="list-style-type: none"> <li>Assessment of the integrity, accuracy and reconciliation of the input data used for the calculation of claims reported provision and claims incurred but not reported provision.</li> <li>Understanding of the methodology applied for the calculation of claims provisions of the traditional business determined through statistical methods and verification for a selection of lines of business of their adequacy to the method approved by the regulator.</li> <li>Understanding of the methodology and key assumptions, determined by Management, included in the statistical methods corresponding to credit and suretyship insurance liabilities, with special focus on the main judgmental and estimative factors due to the current uncertainty on economic development.</li> </ul>



Key audit matters	How our audit addressed the key audit matters
<p>See Notes 3.j.2 and 14 of the 2021 consolidated annual accounts.</p>	<ul style="list-style-type: none"> <li>• Performed test of details on a sample basis on the reasonableness of the valuation of individual claims based on available information.</li> <li>• Assessment of the sufficiency of the provision for claims at the end of the prior annual period.</li> <li>• Test of actuarial contrast of the sufficiency and adequacy of the provision for outstanding claim liabilities for the main lines of business of the traditional business and for credit and suretyship business.</li> <li>• Assessment of the calculation, methodology, and assumptions applied by Management with respect to liability adequacy test (LAT) in accordance with IFRS-EU standards.</li> <li>• Assessment of the adequacy of the disclosures presented in the accompanying consolidated annual accounts in accordance with applicable regulatory requirements.</li> </ul> <p>As a result of the procedures described above, we have obtained sufficient and adequate audit evidence that supports the estimates made by Management regarding this matter.</p>

#### Valuation and impairment of the non-quoted financial investment portfolio

Due to the nature of the business activity carried on by the Group, the main assets recorded in the consolidated balance sheet are financial assets.

Most of the Group's financial instruments are valued using observable prices in active markets. However, the Group's financial investments portfolio also includes certain financial assets (€745 million) that are valued through generally-accepted market valuation techniques, for which the key variables may or may not be based on observable market data, due to the absence of an active market with liquid and accessible quoted prices.

Regarding the fair value calculation of these financial instruments, we have gained an understanding of the procedures and criteria used by the Group, in order to assess their adequacy, which has included an assessment of the related internal controls.

We have focused our work on the following procedures:

- Assessment of the integrity of the information and bookkeeping of these financial instruments, as well as of their variations during the period.

Key audit matters	How our audit addressed the key audit matters
<p>These financial instruments are valued through models and information which are not observable from a third party, thus, such investments require a higher degree of judgment and estimation in the selection of the valuation method to be used, as well as in the key assumptions included in the calculation of fair value. Therefore, we have deemed this valuation to be a key audit matter.</p> <p>See Notes 3.b and 7 of the 2021 consolidated annual accounts.</p>	<ul style="list-style-type: none"> <li>• Confirmation requests sent to custodian banks (as part of their oversight, custodian and administrative activities) in order to confirm the existence of all financial investments held by the Group as of December 31, 2021.</li> <li>• Assessment, in collaboration with our internal experts, of financial instruments with complex valuations and reconciliation of valuations received by the counterparties.</li> <li>• Reconciliation of the underlying data used within the valuation models applied for non-quoted assets in an active market, as well as the assessment of potential impairments in the investment portfolio.</li> <li>• In addition, we have tested the adequacy of the disclosures with respect to the information presented in the accompanying consolidated annual accounts in accordance with applicable regulatory requirements.</li> </ul> <p>As a result of the procedures described above, we have obtained sufficient and adequate audit evidence that supports the estimates made by Management regarding this matter.</p>

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**Other information: Consolidated management report**

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Other information comprises only the consolidated management report for the 2021 financial year, the formulation of which is the responsibility of the Parent company's directors and does not form an integral part of the consolidated annual accounts.

Our audit opinion on the consolidated annual accounts does not cover the consolidated management report. Our responsibility regarding the consolidated management report, in accordance with legislation governing the audit practice, is to:

- a) Verify only that the consolidated statement of non-financial information, certain information included in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration, as referred to in the Auditing Act, has been provided in the manner required by applicable legislation and, if not, we are obliged to disclose that fact.

- b) Evaluate and report on the consistency between the rest of the information included in the consolidated management report and the consolidated annual accounts as a result of our knowledge of the Group obtained during the audit of the aforementioned financial statements, as well as to evaluate and report on whether the content and presentation of this part of the consolidated management report is in accordance with applicable regulations. If, based on the work we have performed, we conclude that material misstatements exist, we are required to report that fact.

On the basis of the work performed, as described above, we have verified that the information mentioned in section a) above has been provided in the manner required by applicable legislation and that the rest of the information contained in the consolidated management report is consistent with that contained in the consolidated annual accounts for the 2021 financial year, and its content and presentation are in accordance with applicable regulations.

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#### **Responsibility of the directors and the audit committee for the consolidated annual accounts**

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The Parent company's directors are responsible for the preparation of the accompanying consolidated annual accounts, such that they fairly present the consolidated equity, financial position and financial performance of the Group, in accordance with International Financial Reporting Standards as adopted by the European Union and other provisions of the financial reporting framework applicable to the Group in Spain, and for such internal control as the aforementioned directors determine is necessary to enable the preparation of consolidated annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated annual accounts, the Parent company's directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the aforementioned directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Parent company's audit committee is responsible for overseeing the process of preparation and presentation of the consolidated annual accounts.

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#### **Auditor's responsibilities for the audit of the consolidated annual accounts**

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Our objectives are to obtain reasonable assurance about whether the consolidated annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with legislation governing the audit practice in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated annual accounts.

As part of an audit in accordance with legislation governing the audit practice in Spain, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Parent company's directors.
- Conclude on the appropriateness of the Parent company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated annual accounts, including the disclosures, and whether the consolidated annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated annual accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Parent company's audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Parent company's audit committee with a statement that we have complied with relevant ethical requirements, including those relating to independence, and we communicate with the aforementioned those matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Parent company's audit committee, we determine those matters that were of most significance in the audit of the consolidated annual accounts of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## **Report on other legal and regulatory requirements**

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### **European single electronic format**

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We have examined the digital files of the European single electronic format (ESEF) of Grupo Catalana Occidente, S.A. and its subsidiaries for the 2021 financial year that comprise an XHTML file which includes the consolidated annual accounts for the financial year and XBRL files with tagging performed by the entity, which will form part of the annual financial report.



The directors of Grupo Catalana Occidente, S.A. are responsible for presenting the annual financial report for 2021 financial year in accordance with the formatting and markup requirements established in the Delegated Regulation (EU) 2019/815 of 17 December 2018 of the European Commission (hereinafter the ESEF Regulation). In this regard, the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration have been incorporated by reference in the consolidated management report.

Our responsibility is to examine the digital files prepared by the Parent company's directors, in accordance with legislation governing the audit practice in Spain. This legislation requires that we plan and execute our audit procedures in order to verify whether the content of the consolidated annual accounts included in the aforementioned digital files completely agrees with that of the consolidated annual accounts that we have audited, and whether the format and markup of these accounts and of the aforementioned files has been affected, in all material respects, in accordance with the requirements established in the ESEF Regulation.

In our opinion, the digital files examined completely agree with the audited consolidated annual accounts, and these are presented and have been marked up, in all material respects, in accordance with the requirements established in the ESEF Regulation.

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#### **Report to the audit committee of the Parent company**

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The opinion expressed in this report is consistent with the content of our additional report to the audit committee of the Parent company dated 25 February 2022.

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#### **Appointment period**

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The General Ordinary Shareholders' Meeting held on 29 April 2021 appointed us as auditors of the Group for a period of one year, for the year ended 31 December 2021.

Previously, we were appointed by resolution of the General Ordinary Shareholders' Meeting for a period of three years and we have audited the accounts continuously since the year ended 31 December 2018.

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#### **Services provided**

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Services provided to the Group for services other than the audit of the accounts are disclosed in note 21.b to the consolidated annual accounts.

PricewaterhouseCoopers Auditores, S.L. (S0242)

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by  
Ana Isabel Peláez Morón (20499)

February 25th, 2022

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Your opinion matters to us

The opinion of our stakeholders is important for Grupo Catalana Occidente, we therefore make the following questionnaire available to rate this report and propose suggestions for its improvement.

[www.grupocatalanaoccidente.com](http://www.grupocatalanaoccidente.com)

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