

## **8 Supplementary information company financial statements**

### **8.1 Remuneration policy**

AlpInvest has adopted a Remuneration Policy with respect to Remuneration of Identified Staff (the "Policy"). The below summary of the Policy is included in the financial statements of AlpInvest Partners B.V. AlpInvest's Board is responsible for periodically reviewing the Policy and overseeing the implementation of the Policy. On an annual basis the Board reviews whether a) the Policy is properly functioning, taking into account the general principles set out in the Policy, and b) whether remuneration awarded to Identified Staff in the given year is in compliance with the Policy.

The below information applies to AlpInvest as a whole and not only to the Fund, as the investment process is organized across the different funds managed by AlpInvest and it is not possible to allocate a specific amount of remuneration to the Fund. The information included under "Carried Interest" is calculated specifically for each Fund.

#### **Scope of the Policy**

Identified Staff are those individuals that are employed by AlpInvest and whose professional activities have an actual or potential significant impact on:

- AlpInvest's results and balance sheet; or
- The performance of the Alternative Investment Fund ("AIF(s)") and other funds under management.

AlpInvest has identified the following categories of its staff as Identified Staff:

- Risk Takers (which includes members of the Board, the Investment Committee and Operating Committee); and
- Control Functions.

AlpInvest applies the Policy to all types of benefits or payments paid by AlpInvest and/or the AIFs to or for the benefit of Identified Staff (i.e., Remuneration), in exchange for professional services rendered by such Identified Staff.

Presently, AlpInvest awards the following types of Remuneration to Identified Staff which fall under the scope of this Policy: a fixed component and a variable component. Payments or benefits that are part of a general, non-discretionary AlpInvest-wide policy and which poses no incentive, such as a pension scheme, are excluded from Remuneration.

Certain members of the Board and the Investment Committee are employed by another group entity of AlpInvest and receive remuneration from such group entity. AlpInvest will arrange with the group entity that the principles set forth in the Policy are applied to the remuneration which is allocated to the activities performed by Identified Staff for AlpInvest. For Identified Staff that are employed by another group entity of AlpInvest, an appropriate allocation mechanism has been established to allocate and attribute such individual's remuneration to the AIF(s). The allocation mechanism was implemented in 2021 and has been applied consistently for 2022 and 2023. The allocation mechanism is based on total commitments made from the AIF(s) as a percentage of total commitments made by AlpInvest during the 12 months ended 31 October 2023, which is considered representative of the activities of the reporting year. The allocation mechanism is reviewed on an annual basis.

#### **Fixed component**

The fixed component consists of a base salary. AlpInvest aims to achieve a proper balance between the fixed component and variable component, and to set the fixed component sufficiently high in order for the variable component to be able to decrease as a result of negative performance. AlpInvest aims to set the fixed component sufficiently high to remunerate the professional services rendered by Identified Staff in line with the:

- level of education;
- degree of seniority;
- level of expertise and skills required;
- market constraints and job experience; and
- relevant business sector and region.

### **Variable Component**

The variable component consists of one or more of the following components:

#### *Carried Interest*

Pay out of Carried Interest for the management of the relevant AIF is deferred until AlpInvest has first returned all capital contributed by the investors of the AIF it manages and an amount of profits at a previously agreed hurdle rate (if any) to the investors of the AIF.

Carried Interest entitlement is awarded at the initiation of the AIF (or when a Risk Taker begins providing services to the AIF or AlpInvest thereafter, at such a later date), and is subject to vesting. Carried Interest entitlement vests annually, during a period consisting of approximately eight years, reaching 80% vested during the first four years after a mandate starts investing (generally aligned with the typical investment period of a mandate) and with the final 20% vesting in year eight. Carried interest will vest as long as the Risk Taker is providing services to the AIF, AlpInvest or any of its affiliates. Should the Risk Taker cease providing services to the AIF, AlpInvest or any of its affiliates, the unvested portion of any Carried Interest entitlement with respect to the AIF will be forfeited.

#### *Bonus*

The Bonus consists of a discretionary annual cash payment, and is designed to reward Identified Staff for individual performance, and performance by AlpInvest overall. The Bonus of Control Functions is based on function specific objectives (achievement of the objectives linked to their functions) and is independent of the performance of the business areas they control or AlpInvest-wide performance.

The Bonus may include other bonuses and bonuses which are subject to certain conditions.

In addition, certain Identified Staff may receive Restricted Stock Units ("RSU(s)"). A RSU represents an unfunded, unsecured right of Identified Staff to receive restricted stock unit awards of The Carlyle Group Inc. on the delivery date. RSU(s) typically vest over a three and a half year term, with 40% vesting in 1.5 years and 30% in each successive year, and provide for long-term alignment between the interests of relevant Identified Staff and AlpInvest's investors. To a limited group of staff members, Strategic RSU's have been issued where vesting is also spread over several years and which are conditional upon the reaching of certain pre-agreed milestones by the The Carlyle Group Inc. No Strategic RSU's were granted in 2023 and 2022.

All RSU(s) held by the Identified Staff that were scheduled to vest after the Resignation Date (if applicable) shall be forfeited without payment of consideration as of the Resignation Date. Notwithstanding the resignation, the Identified Staff's rights in respect of any vested RSU(s) shall continue to be governed by the terms of the Equity Incentive Plan and the relevant RSU Award Agreements.

For all Managing Director - Partners, approximately 10% of the projected bonus may be held back and paid at a later date. The 10% holdback will be paid via a grant of RSU(s) on or about 1 February of the following year. These RSU(s) vest over a three year term, with 33.33% vesting in 12 months, 33.33% after 24 months and 33.34% after 36 months. The same vesting is applicable for RSU(s) which may be granted to a selected group of Managing Director - Partners for outstanding performance. For this selected group of Managing Director - Partners the average closing stock price over 30 consecutive trading days needs to be 120%, 140% and 160% of the initial stock price in addition to the time requirement.

Lastly, management may at its discretion grant promotion RSU(s) which fully vest over a three and a half year term. In such an instance, RSU(s) granted vest 40% in 1.5 years and 30% in each successive year.

2023	Senior Management <sup>1</sup>	"Identified Staff" <sup>2,3</sup>	All Employees of AlpInvest Partners B.V.
Number of Employees (Average over 2023)	3	12	121
<b>Remuneration</b>			
Total Remuneration 2023 <sup>4</sup>	13,953	26,815	40,235
<b>Remuneration Categories</b>			
Total Fixed Remuneration 2023	1,045	2,111	13,281

Total Variable Remuneration (based on performance) 2023 <sup>5</sup>	12,908	24,704	26,954
<b>Carried Interest</b>			
Total Variable Remuneration (AIF-related-carried interest)	229	5,087	2,752

2022	Senior Management		All Employees of AlpInvest Partners B.V.
Number of Employees (Average over 2022)	3	10	120
<b>Remuneration</b>			
Total Remuneration 2022	13,569	23,985	53,923
<b>Remuneration Categories</b>			
Total Fixed Remuneration 2022	972	2,361	12,432

Total Variable Remuneration (based on performance) 2023	12,596	21,624	41,492
<b>Carried Interest</b>			
Total Variable Remuneration (AIF-related-carried interest)	2,674	5,864	6,429

As required by section 1:120 of the Dutch act on the financial supervision ("Wet op het financieel toezicht"), please see below certain information regarding the remuneration of employees of AlpInvest Partners B.V.

<sup>1</sup> One member of Senior Management stepped down from their role as executive board member on 30 September 2023. Another member was appointed to the board of directors on 22 November 2023. These employees' remuneration has been included in the table for the period they act(ed) as Board member.

<sup>2</sup> Identified staff includes employees located in Amsterdam (5 employees), Milan (1 employee), Hong Kong (1 employee) and United States of America (5 employees), not just those employed by AlpInvest Partners B.V.

<sup>3</sup> Remuneration of Identified Staff not employed by AlpInvest Partners B.V. but by another group entity includes only the amount of remuneration that has been allocated to the AIF(s) based on an agreed-upon allocation mechanism.

<sup>4</sup> Fourteen employees earned total compensation in 2023 of at least EUR 1 million (including carried interest).

<sup>5</sup> Total variable remuneration includes 2023 RSU compensation, which is based on value upon grant date.

Related to and in 2023, 121 employees of AlpInvest Partners B.V. received variable remuneration which included performance-based variable remuneration and/or variable remuneration from carried interest. The total amount of variable remuneration paid to employees amounted to €26,954. 14 employees (not limited to AlpInvest Partners B.V., but including its affiliates and subsidiaries), both active in operations as well as the investment side of the business, received total compensation of €1 million or more (fixed remuneration plus variable remuneration, excluding carried interest).

Please note:

- All remuneration disclosed above is on an accrual basis except for the amount of RSU(s) which is based on the value of the RSUs at the grant date. See Note 2 below.
- USD amounts relating to Total Fixed Remuneration and Total Variable Remuneration (excluding RSU compensation and carried interest) are converted to EUR (where applicable) at an average rate of 1.08.
- GBP amounts relating to Total Fixed Remuneration and Total Variable Remuneration (excluding RSU compensation and carried interest) are converted to EUR (where applicable) at an average rate of 0.87.
- USD amounts relating to RSU compensation and carried interest are converted to EUR (where applicable) at the closing rate on 31 December 2023 of 1.11.

## 8.2 Further information on Directors' remuneration

The remuneration of Directors of the Company included in the income statement amount to the following:

	<b>2023</b>	<b>2022</b>
Salaries and wages	768	688
Bonus	1,774	2,648
Pension charges	71	93
Other personnel expenses and social charges	56	67
<b>Total</b>	<b>2,669</b>	<b>3,496</b>

Equity value accumulated due to carried interest distributions to which the Directors are entitled amounted to €3,879 (2022: €7,204). This is the Director's part of "Other shareholders" as presented in note 4.10 to the consolidated balance sheet and note 5.9 to the consolidated income statement.

Since 2011, AlpInvest Partners' management has agreed to make significant personal investments in the Company's private equity programs alongside its investors.