

Policy

MBH Jelzálogbank Nyrt. Remuneration Policy according to the Hrsztv.

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Validity	Indefinite period – until revoked
Group-level	No
Affected by MNB data supply?	Yes
Public Access (Access to the Regulation and its annexes) (mark with an x)	X Normal (For internal use) Restricted
In the case of a restricted access regulation, list the organisational units(s) authorised to access the regulation	
Other provisions	The HRSZtv. Remuneration Policy must be put on the agenda of the General Meeting for an opinion vote when it changes significantly, but at least every four years. Number of the last General Meeting resolution: resolution 3/2024 (24 April)

Regulation owner area	Human Resources (Compensation and HR services)	
Issuer	Supervisory Board	
Last amended by	Noémi Laczkó	



Summary of annexes			
Number of annex	Title of annex	Entitled to approve amendments	
1. annex - in the policy	Data relating to the work concluded with Directors or the performance of duties, or remuneration related thereto	Issuer	

Revoked regulations

01/2024 Policy - MBH Jelzálogbank Nyrt. Remuneration Policy according to the Hrsztv., version VO

The General Meeting of MBH Jelzálogbank Nyrt. adopted this version V1 and the related annex by its resolution xx/2025 (mm.dd.) on dd.mm.2025.



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MBH Jelzálogbank Nyrt. Remuneration Policy according to the Hrsztv. ("Remuneration Policy according to the Hrsztv." / "Remuneration Policy for Directors")

1. Summary of changes

The present Remuneration Policy according to Hrsztv. is a consolidated version of the Remuneration Policy according to Hrsztv No. POL-0001/2024/V0 as amended.

This Policy contains the following main changes:

- the amendments made to ensure consistency with the statements on remuneration set out in the Group Regulations issued by MBH Bank Nyrt. and referred to in this Policy;
- deletion of references and tasks relating to the Remuneration Committee of MBH Jelzálogbank Nyrt.

The shareholders' opinions and votes on the remuneration policy and reports will be taken into account as set out in section 5 ("Validity and amendment of the Remuneration Policy according to Hrsztv").

2. Purpose of the Remuneration Policy according to the Hrsztv.

The purpose of the Remuneration Policy for Directors is for the MBH Jelzálogbank Nyrt. to establish a remuneration policy for the person employed in Director positions by MBH Jelzálogbank Nyrt. - as specified in Section Hiba! A h ivatkozási forrás nem található. of the Remuneration Policy for Directors - which is in line with the provisions of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonisation purposes (hereinafter referred to by the Hungarian abbreviation: 'Hrsztv.') and to acknowledge their performance in a manner corresponding to

- a) The Remuneration policy (hereinafter: 'Hpt. Remuneration Policy'; Hpt., JP) issued by the Supervisory Board of MBH Bank Nyrt. according to the "Remuneration Policy" under Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (hereinafter referred to by the Hungarian abbreviation: 'Hpt.'),
- b) the effective and efficient risk management, without encouraging the assumption of risks beyond the risk assumption limits of MBH Jelzálogbank Nyrt., and
- c) the business strategy, objectives, sustainability, values and long-term interests of MBH Jelzálogbank Nyrt., promoting the achievement thereof.

This Remuneration Policy for Directors encourages high performance, appropriate risk-taking in line with MBH Jelzálogbank Nyrt's strategy and responsible conduct in the long-term interests of MBH Jelzálogbank Nyrt. It aims to create incentives that align the individual interests of managers with the long-term interests of MBH Jelzálogbank Nyrt. The remuneration of managers is based on value creation, ensuring sustainability and ethical behaviour.

3. Relationship between the Remuneration Policy according to the Hrsztv. and the Hpt. Performance Remuneration Policy



- 3.1 This Remuneration Policy for Directors is an independent remuneration policy determined pursuant to the Hrsztv. tv. in line with the regulations of the Hpt. Performance Remuneration Policy, which is subject to the provisions set out in the Hpt. Performance Remuneration Policy, with the exception of the provisions that are, by their nature/purpose, not applicable or of no relevance to this Remuneration Policy for Directors.
- 3.2 Pursuant to the specification set out in Section 3.1, the capitalised term used in this Remuneration Policy for Directors are defined in the Hpt. Performance Remuneration Policy.
- 3.3 This Remuneration Policy for Directors regularly references specific sections of the Hpt. Performance Remuneration Policy to avoid unnecessary repetition. If the terms, processes or their numbering used in the Hpt. Performance Remuneration Policy change, then this Remuneration Policy for Directors shall refer, mutatis mutandis, to the changed terms and processes and their numerical designation.
- 3.4 It is the task of MBH Jelzálogbank Nyrt. to ensure the consistency between the Hpt. Performance Remuneration Policy and this Remuneration Policy for Directors.

4. Scope of the Remuneration Policy according to the Hrsztv. - MBH Jelzálogbank Nyrt. Directors

- 4.1 The institutional scope of this Remuneration Policy for Directors extends to MBH Jelzálogbank Nyrt.
- 4.2 In line with the provisions of the legislation, the personal scope of the Remuneration Policy according to the Hrsztv. applies to
 - the Chairman and members of the Board of Directors of MBH Jelzálogbank Nyrt.,
 - the Chairman and members of the Supervisory Board, an
 - the chief executive officer (CEO) and deputy CEOs of MBH Jelzálogbank Nyrt.,

(hereinafter jointly: "Directors").

If based on an authorisation in MBH Jelzálogbank Nyrt.'s Articles of Association, the Board of Directors decided that the positions of Chairman of the Board of Directors and CEO of MBH Jelzálogbank Nyrt should be held by separate persons, the provisions of this Remuneration Policy for Directors shall also apply to the CEO.

For the purposes of the application of the remuneration rules applicable to Directors, the following categories of personnel should be separated:

- Directors who are members of an executive body: the Chairman and members of the Board of Directors (hereinafter collectively: "Board Members") and the Chairman and members of the Supervisory Board (hereinafter collectively: "Supervisory Board Members").
- Directors employed by MBH Jelzálogbank Nyrt: the Chief Executive Officer (CEO), the Deputy CEOs (including the members of the Internal Board members) and the members of the Supervisory Board who are employee delegates.
- Directors who are not employed by MBH Jelzálogbank Nyrt: the external members of the Board of Directors and the independent members of the Supervisory Board.



If a particular Director is part of more than one group of persons at the same time, the remuneration rules of this Remuneration Policy for Directors applicable to the groups of persons relevant to that Director shall apply to that Director jointly.

5. Validity and amendment of the Remuneration Policy according to the Hrsztv.

- 5.1 Payments to the Directors may only be made on the basis of the Remuneration Policy for Directors approved by the General Meeting (hereinafter: 'General Meeting') of MBH Jelzálogbank Nyrt., with the proviso that the Remuneration Policy according to the Hrsztv. is to be submitted to the General Meeting for an opinion vote in the event of a significant change, but at least every four years. [Section 3:268 of the Civil Code; Section 16 (5) of the Hrsztv.]
- 5.2 If the General Meeting rejects the Remuneration Policy for Directors submitted pursuant to Section 5.1 of this Remuneration Policy for Directors -, then the revised Remuneration Policy for Directors shall be submitted for a vote at the subsequent General Meeting.
- 5.3 The amended or revised Remuneration Policy for Directors submitted to the General Meeting contains all the descriptions and explanations of the substantial amendments implemented since the last General Meeting vote, as well as the way in which it takes into account shareholders' views and votes on the Remuneration Policy according to the Hrsztv.
- 5.4 If there is no approved Remuneration Policy for Directors and the General Meeting does not approved the proposed remuneration policy, MBH Jelzálogbank Nyrt. will continue to pay remuneration to the Directors in line with its current practice, with the proviso that the revised Remuneration Policy for Directors. shall be submitted to the subsequent General Meeting for a vote. [Article 9a (2) of Directive 2007/36/EC]
- 5.5 If there is an approved Remuneration Policy for Directors and the General Meeting does not approved the proposed remuneration policy for Directors, MBH Jelzálogbank Nyrt. may continue to pay remuneration to the Directors in line with the existing Remuneration Policy, with the proviso that the revised Remuneration Policy for Directors shall be submitted to the subsequent General Meeting for a vote. [Article 9a (2) of Directive 2007/36/EC]

6. Possible deviation from the Remuneration Policy according to the Hrsztv.

6.1 Deviation from this Remuneration Policy for Directors is possible only in exceptional cases (for the purpose of ensuring the long-term interests and sustainable operation of MBH Jelzálogbank Nyrt. or to ensure its viability) and temporarily, in accordance with the provision of Section I.1.2. of the Hpt. Performance Remuneration Policy.

7. Rules to be applied



- Act V of 2013 on the Civil Code (Civil Code)
- Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonisation purposes (Hrsztv.)
- Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (Directive 2007/36/EC)
- the regulatory background and principles listed in Section 1.3. of the Hpt. Performance Remuneration Policy.

8. Disclosure

- 8.1 The provisions of this Remuneration Policy for Directors must be made available for all parties concerned.
- 8.2 Following the General Meeting vote on the Remuneration Policy according to the Hrsztv. in the case of its rejection the repeated vote -, MBH Jelzálogbank Nyrt. shall during its validity make available the Remuneration Policy according to the Hrsztv. on its website, free of charge, together with the date and result of the vote.

9. Components of Director remuneration

- 9.1 The remuneration for Directors in line with Paragraph (55) of the Hpt. Performance Remuneration Policy can only be Basic Remuneration or Performance Remuneration, there is no third remuneration category, i.e. each component of remuneration can be classified either as Basic Remuneration or Performance Remuneration.
- 9.2 Directors who are members of the Executive Board are entitled to a fixed amount of remuneration. For both the members of the Board of Directors and the members of the Supervisory Board, the remuneration shall consist exclusively of financial remuneration.
- 9.3 In the case of Directors who are not employed by MBH Jelzálogbank Nyrt, the remuneration is fixed Basic Remuneration in 100%, Performance Remuneration may not be established or paid.
- 9.4 The components of the Basic and Performance Remuneration of Directors employed by MBH Jelzálogbank Nyrt, as well as their ratios are presented in the table below:

Position	Basic remuneration	Performance remuneration	Maximum performance remuneration
Chief Executive Officer, Deputy Chief Executive Officer	basic salary, benefits as detailed in the internal rules of MBH Jelzálogbank Nyrt (cafeteria, insurance, other fringe benefits), mobile phone and Vehicle use	annual Bonus	12-month base wage
Member of the Board of Directors	basic salary, benefits as detailed in the internal rules of MBH	performance remuneration as detailed in the internal	12-month base wage



(internal members of the Board of Directors)	Jelzálogbank Nyrt (cafeteria, insurance, other fringe benefits), mobile phone and Vehicle use	rules of MBH Jelzálogbank Nyrt, the Hpt, JP and other internal regulations (annual bonus, reward, specific area incentive, target bonus, project bonus, retention bonus)	
Supervisory Board member (Supervisory Board members who are employee delegates)	basic salary, benefits as detailed in the internal rules of MBH Jelzálogbank Nyrt (cafeteria, insurance, other fringe benefits), mobile phone and vehicle use	performance remuneration as detailed in the internal rules of MBH Jelzálogbank Nyrt, the Hpt, JP and other internal regulations (annual bonus, reward, specific area incentive, target bonus, project bonus, retention bonus)	12-month base wage

- 9.5 The Basic Remuneration amount must be sufficiently high to allow for the reduction to zero of Performance Remuneration. Directors should not be dependent on the award of Performance Remuneration as this may otherwise encourage excessive short-term risk assumption. [Sections 16 (2) and 17 (1) of the Hrsztv.;]
- 9.6 Performance Remuneration is defined in order to encourage the Directors to contribute to the long-term effective operation of MBH Jelzálogbank Nyrt. and the Bank Prudential (hereinafter: Bank Group) and to allow for Ex Ante and Ex Post Risk Assessment based on risks as well as the clawback of any accounted/paid Performance Remuneration. Reduction and clawback rules shall be applied to 100% of the Performance Remuneration in accordance with the provisions of this Remuneration Policy for Directors and the Hpt. Performance Remuneration Policy.
- 9.7 When deciding on the remuneration of persons covered by the scope of the Remuneration Policy pursuant to the Hrsztv.:
 - the qualifications, required experience defined for the particular position and the related restrictive factors;
 - wage market information; and
 - tasks, responsibilities and competence; and
 - the importance of the position in the organisation and the service period may be taken into account.

10. Basic principle and method of Performance Remuneration

- 10.1 The most important principle of the Remuneration Policy according to the Hrsztv. is that, in line with the provisions of the Performance Assessment Policy and the Policy on Incentives, and in addition to the ex ante and ex post risk assessment, the Performance Remuneration amount is tied to the degree of achievement of
 - the Bank Group; and



- the individual objectives of the Directors.
- 10.2 The Performance Remuneration amount is established on the basis of the joint assessment of the objectives, also taking into account the financial and non-financial criteria specified in Section 11.3.
- 10.3 Performance Remuneration is paid in compliance with the provisions of the Hpt. Remuneration Policy, on the due dates of each Payment Cycle.

11. General principles and framework of Performance Measurement [Section 17 (3) a) of the Hrsztv.]

- 11.1 It is a fundamental pre-requisite of the Performance Assessment that MBH Jelzálogbank Nyrt. should set objectives for Directors for each Reference Year. These objectives must be derived from the business activities and strategy, corporate values, risk appetite and long-term interests of MBH Jelzálogbank Nyrt., by also taking into account the cost of MBH Jelzálogbank Nyrt.'s Bank Group-level capital and liquidity.
- 11.2 The objectives must be set by taking into account all present and future risks, and all on- and off-balance sheet risks, making a distinction between the risks relevant to Directors.
- 11.3 In order to define objectives, quantitative and qualitative performance criteria must be established for Directors, which are in line with the strategic goals of MBH Jelzálogbank Nyrt for the given year. The objectives include both all-bank and specific area financial targets and non-financial performance criteria, which will ensure the Group's sound, sustainable and profitable operation in the long term.

At individual level, these criteria are included in the Target Agreements concluded with Directors.

11.4 The quantitative criteria must cover a period which is long enough to sufficiently capture the risks assumed by MBH Jelzálogbank Nyrt. and the Directors and to include risk adjustments and economic efficiency indicators.

12. Performance Measurement component at the level of the Bank Group - Corporate Assessment Index

- 12.1 At the level of the Bank Group, Performance Remuneration-related performance measurement is based on the target value specified in the Corporate Assessment Index (as a score) for the Reference Year defined based on the current Business Plan approved by the Board of Directors of MBH Bank Nyrt. -, pursuant to the provisions of the Hpt. Performance Remuneration Policy.
- 12.2 The Chairman CEO of MBH Bank Nyrt. decides on the realization of the target of the Corporate Assessment Index for the Current Year in the subsequent year. The decision is confirmed by the Board of Directors of MBH Bank at a meeting prior to the Annual General Meeting of the following year and by the Annual General Meeting of the following year.

13. Performance Measurement component at Director level



13.1 At the individual level, performance measurement related to Performance Remuneration is measured by evaluating performance indicators and targets based on quantitative and qualitative criteria set in the Target Agreements.

14. Ex Ante Risk Assessment

- 14.1 At Bank Group level, the Chairman Chief Executive of MBH Bank may decide on the (reasonable) amendment of the Corporate Assessment Index or, if it is deemed necessary, on the application of a proportionate Performance Remuneration pursuant to the provision of the Hpt. Performance Remuneration Policy.
- 14.2 At individual level, the Ex Ante Risk Assessment is performed according to the criteria system established in the Target Agreements concluded pursuant to the Performance Assessment Policy, on a quarterly basis during the Reference Year, the result of which is taken into account during the Performance Assessment.
- 14.3 The Ex Ante Risk Assessment period starts, at Bank Group level, from the setting of the Corporate Assessment Index by the Chairman Chief Executive, at individual level, from the conclusion of the Target Agreements, and lasts until the Performance Assessment. [Paragraphs (129) (131) of the Hpt. JP.]

15. Performance Remuneration tools

15.1 The Performance Remuneration of Directors consists of 50% Cash Benefit and 50% Instrument-Based Benefit in compliance with Section 118 (11) of the Hpt., unless the legislation provides otherwise, taking into account the divergent provisions of the Hpt. Performance Remuneration Policy. [Paragraph (135) of the Hpt. JP.]

16. Payment of Performance Remuneration to Directors

- 16.1 The Cash Benefit part of the Performance Remuneration of Directors is payable in cash, —while the Instrument-Based Benefit part may be paid out in the form of an instrument or cash, depending on the decision of the Board of Directors of MBH Bank Nyrt. with regard thereto, pursuant to the provisions of the Hpt. Performance Remuneration Policy. [Paragraph (148) of the Hpt. JP.]
- 16.2 In the case of Directors the payment of 60% of the Awarded Performance Remuneration shall be deferred.
- 16.3 In the case of Directors where the Maximum Performance Remuneration available for the Reference Year is not higher than the € 250,000 threshold value, the payment of 40% of the Awarded Performance Remuneration shall be deferred. [Paragraph (155) of the Hpt. JP.]
- 16.4 For the Directors, with regard to the deferred portion of the Awarded Performance Remuneration, the period of deferral according to the Payment Cycle shall be 5 years, during which the deferred payment
 - a) shall be defined in equal proportions each year (12%; 12%, 12%; 12%), when it is due according to the Payment Cycle in the case of 60% deferral referred to in Section 16.2 of this Remuneration Policy,
 - b) shall be defined in equal proportions each year (8%; 8%, 8%; 8%), when it is due according to the Payment Cycle in the case of 40% deferral referred to in Section 16.3 of this Remuneration Policy,



and 50-50% of the non-deferred (short-term) and deferred payment shall be Cash Benefits and Instrument-Based Benefits.

- 16.5 In the case of Instrument-Based Benefits, 50% of the first (non-deferred) part shall be retained for one year.
- 16.6 From the conclusion of the Performance Assessment, during the entire period of deferral, the interim effects relating to the activities of the Directors in the Reference Year shall be taken into account and, depending on the outcome, the total of the Awarded Performance Remuneration paid with non-deferred and deferred payments shall be reduced within the framework of Ex Post Risk Assessment as and when necessary.
- 16.7 The deferred instalments may be made paid out in each due year of the payment cycle, following a subsequent risk assessment.
- 16.8 The Annual General Meeting of the given year of due payment within the Payment Cycle shall have the right to decide on the reduction of the deferred portion of the Performance Remuneration awarded to the Directors and due according to the Payment Cycle within the framework of an Ex Post Risk Assessment.
 - The settlement of time proportionate Performance Remuneration shall be performed according to the general rules on the condition that, if the employment relationship in the Reference Year is shorter than 6 months, in an active staff status, the Eligible Person shall not be eligible to Performance Remuneration, unless otherwise provided for by MBH Jelzálogbank Nyrt.

17. Clawback rules [Section 17 (3) b) of the Hrsztv.]

17.1 If the Director

- a) committed a criminal act related to the Bank Group or its operation,
- with regard to the tasks performed by them and their responsibilities, committed misconduct, gross negligence, abuse, or there was a deficiency therein – not constituting a crime – (especially if the act of the Director significantly deteriorated the trustworthiness and/or profitability of MBH Jelzálogbank Nyrt. or its Subsidiary),
- c) was a partner in or responsible for a practice causing Major Financial Loss, or
- d) does not meet the expectations of suitability and competence,
- e) Commits an offence defined in the Compliance Policy of the MBH Integration Group,

their eligibility to the not yet performed portion of their Awarded Performance Remuneration ceases and, pursuant to the procedure specified in Paragraph (173) of the Hpt. Performance Remuneration Policy, the President - Chief Executive of MBH Bank Nyrt. shall be entitled to decide on the clawback of the Performance Remuneration settled/paid to the concerned Director with respect to the period concerned with the circumstance substantiating the clawback.

17.2 The General Meeting of MBH Jelzálogbank Nyrt. may decide on the clawback of the CEO of MBH Jelzálogbank Nyrt.



18. Conflict of interest [Section 17 (1) d) of the Hrsztv.]

- 18.1 Conflicts of interests with the Remuneration Policy according to the Hrsztv. and with the remuneration specified by the Remuneration Policy according to the Hrsztv. shall be identified and appropriately mitigated.
- 18.2 The Hpt. Performance Remuneration Policy ensures that no significant conflict of interest should arise with regard to the Directors and the persons performing the control functions.

19. Review of the Remuneration Policy according to the Hrsztv. [Section 17 (1) d) of the Hrsztv.]

19.1 The Remuneration Policy according to the Hrsztv. will be reviewed in the context of the Regular Annual Review (annual central review of the implementation of the Hpt. Performance Remuneration Policy and the Remuneration Policy according to the Hrsztv., on the basis of which the Supervisory Board of MBH Jelzálogbank Nyrt. may amend them), to which the rules set forth in Section IV.2. of the Hpt. Performance Remuneration Policy shall apply.



Remuneration policy for Directors

Annex 1:

Data relating to the work concluded with Directors or the performance of duties, or remuneration related thereto [Section 17 (1) c) of the Hrsztv.]

Rules applicable to Directors employed by MBH Jelzálogbank Nyrt.

Definition	CEO	Deputy Chief Executive Officer	Member of the Board of Directors	Members of the Supervisory Board
Term of the contract relating to the title, or the related remuneration	Fixed term based on a General Meeting resolution and statement of approval, with the proviso that the Board membership of the internal Board member or the employee delegate Supervisory Board member shall cease, by law, upon the termination of their employment relationship. The membership may also cease before the expiry of the fixed term in the cases specified in the Civil Code.			
	In the case of a legal relationship for work			
Term of the contract relating to work or the related remuneration	Indefinite			
Applicable notice period	In accordance with the provisions of the Labour Code	In accordance with the provisions of the Labour Code, but minimum 60 days.	In accordance with the provisions of the Labour Code and in the case of an employee holding a managerial position pursuant to Section 208 (1) of the Labour Code, a minimum of 60 days.	
Main characteristics of supplementary pension or early retirement schemes	MBH Jelzálogbank Nyrt. does not provide supplementary pension or early retirement.			
Conditions for contract termination	The employment of Directors employed by MBH Jelzálogbank Nyrt may be terminated in accordance with the provisions of the Labour Code.			
Payments due in the case of termination	In accordance with the provisions of the Labour Code	absence fee for 12 months	-	ne Labour Code, and for deputy ee for 12 months



Rules applicable uniformly to Directors not employed by MBH Jelzálogbank Nyrt

Directors who are not employed by MBH Jelzálogbank Nyrt may be recalled or resign at any time without giving reasons in accordance with the provisions of company law. Directors who are not employed by MBH Jelzálogbank Nyrt are not entitled to a period of notice of termination. Directors who are not employed by MBH Jelzálogbank Nyrt are entitled to the benefits set out in Sections 9.2 and 9.3 of this Remuneration Policy for Directors. Directors who are not employed by MBH Jelzálogbank Nyrt shall not receive any special remuneration in the event of termination of employment. Directors who are not employed by MBH Jelzálogbank Nyrt. are not entitled to participate in a supplementary pension or early retirement scheme.