Dealing Code to prevent the misuse of insider information and market abuse

I. Introduction

This Dealing Code forms an integral part of the Corporate Governance Charter of the Company and was aligned with applicable laws and regulations (in particular Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the **Market Abuse Regulation**), the Belgian Act of 2 August 2002 on supervision of the financial sector and financial services, and the Corporate Governance Code 2009). This dealing code enters into force on 16 September 2016.

Policy statement

This Dealing Code establishes the Company's policy concerning the prevention of misusing Insider Information and market abuse.

The Board of Directors of the Company has established the following rules to prevent Insider Information (as defined below) being used unlawfully by the "Relevant Persons" (as defined below), or even that such an impression might be created.

These prohibitions and monitoring their observance are intended in the first place to protect the market as such. Insider Information after all affects the essence of the market. If the Relevant Persons are given the opportunity to make a profit using Insider Information (or even if only the impression of such is created), investors will turn their backs on the market. Reduced interest can damage the liquidity of the listed shares and prevent the company from receiving optimum financing.

Therefore, to ensure compliance with the legal provisions and maintain the reputation of the Company, a number of preventative measures need to be taken in the form of a code of conduct. This code of conduct contains the minimum standards that must be followed, in addition to the applicable laws and regulations. However, compliance with the rules contained in this code of conduct does not discharge the person involved from his or her individual responsibility.

In accordance with Article 69*ter* of the Belgian Act of 2 August 2002 (introduced with a view to implementing among others Article 32, third paragraph of the Market Abuse Regulation), the Company has also foreseen an internal procedure for reporting actual or potential infringements of among others the market abuse rules as laid down in the Market Abuse Regulation, the Belgian Act of 2 August 2002 and this Dealing Code (the "**Whistleblower Policy**"). The Whistleblower Policy is attached as Appendix A to this Dealing Code and is an integral part of this Dealing Code and therefore of the Corporate Governance Charter. The Whistleblower Policy can also be consulted separately on the Company's website.

II. Basic principles concerning the misuse of Insider Information

A person can receive access to Insider Information during the course of normal business operations. It is then the duty of this person to treat this information in a confidential manner, and as long as he possesses Insider Information, to refrain from trading in the financial

instruments of the Company[1] and other practices prohibited by the Market Abuse Regulation.

II. 1 Definitions

II. 1.1. Who is the Company?

By the Company is understood:

The company limited by shares ("*naamloze vennootschap*", abbreviated into "*nv*") **Retail Estates,** a real estate investment trust organised and existing under the laws of Belgium, with registered office at Industrielaan 6, 1740 Ternat, listed in the Register of Legal Entities of the Brussels Crossroads Bank of Enterprises (Clerk's Office of the Dutch-language Commercial Court) under number 0434 797 847.

II. 1.2. Who *is an Insider?*

Considered as "Insider" for the purposes of this code: each person who has access to Insider Information concerning Retail Estates nv, in general or with respect to a specific project or a specific event related to Retail Estates nv (irrespective of the way in which the person has access to Insider Information).

II. 1.3. What is Insider Information?

In order for this information to be considered as Insider Information, four *cumulative conditions* must be fulfilled:

The information must be of a precise nature. Thus, vague and imprecise rumours can never be regarded as Insider Information. However, it is important to know that the information does not need to refer to events or situations that have already taken place or that will definitely take place. Information about events or situations that reasonably may be expected to occur can also be sufficiently precise if the information is specific enough to draw a conclusion concerning the possible impact of this event or situation on the price of financial instruments or derived financial instruments of the Company. In the case of a process spread over time that is intended to cause a particular situation or event take place (or that results in such), this future situation or event, as well as the intermediate steps in this process related to the creation or the occurrence of such a future situation or event, is considered specific information in this context.

The information must directly or indirectly concern the Company or financial instruments of the Company. This information can concern for example the results of the Company, an impending merger, increases or decreases in dividends, issues of financial instruments, the signing of contracts, changes to management, strategic changes.

The information may not yet have been made public, in other words not yet be generally distributed to the investor public. Information only loses its character as Insider Information when it is actually made public via mass media such as the written media or a website.

[1] Any financial instrument (including, without limitation, shares, bonds, warrants or options) of the Company, as well as any derivative financial instrument (including, without limitation futures, forwards and swaps), regardless of whether such a derivative financial instrument is issued by the Company, in each case within the meaning of Article 3(1) 1° of the Market Abuse Regulation.

The information must be of such a nature that, if it were made public, **the price** of the financial instruments of the Company (or derived financial instruments) could be **significantly influenced**. It is assumed that information could substantially influence the price of financial instruments or derived financial instruments if an investor trading reasonably would probably use this information as a partial basis for investment decisions. Whether or not the price actually would be influenced by later disclosure is irrelevant.

II. 1.4. Which transactions are prohibited?

The following transactions are prohibited for all who know or should know that the information in their possession constitutes Insider Information:

1) **Prohibition against trading**: buying or selling, or attempting to buy or sell, or placing an order to buy or sell financial instruments of the Company to which the Insider Information relates, for one's own account or for the account of a third party, both directly and indirectly. This prohibition applies to stock exchange transactions as well as off-exchange transactions. It is also prohibited to cancel or modify an order relating to the financial instruments of the Company to which the Insider Information relates, if the order was placed before the Relevant Person possessed Insider Information.

2) **Prohibition against communication**: Communicating Insider Information to a third party except in the context of the normal exercise of one's work, profession or position. Therefore, all with access to Insider Information have a duty of confidentiality. Only if this duty of confidentiality is violated in the context of the normal exercise of one's work, profession or position, is one not liable for punishment. It is also prohibited to pass on recommendations or encouragement (see below) if the person who makes the recommendation or gives encouragement knew or should have known that this was based on Insider Information.

3) **Prohibition against giving tips:** recommending on the basis of Insider Information that third parties purchase or sell financial instruments to which the Insider Information relates, or to have such bought or sold by a third party, or to encourage a third party to do such. It is also prohibited to advise third parties on the basis of Insider Information to cancel or modify an order relating to financial instruments to which the Insider Information relates, or to encourage a third party to do such. The use or attempted use of these recommendations or encouragement amounts to Insider Trading if the person who uses the recommendation or encouragement knows or should know that it is based on Insider Information.

In the case of a company or other legal person, these prohibitions also apply to the natural persons involved in the decision to execute the acquisition or disposal or the cancellation or modification of an order on behalf of the legal person concerned.

II. 1.5. Penalties?

In the case of a breach of the prohibition of the actions described above, the Belgian Act of 2 August 2002 on the supervision of the financial sector and on financial services provides for special criminal and administrative-law penalties.

III. Code of Conduct

This Dealing Code constitutes a code of conduct for the directors, persons with managerial

responsibility[2], executives and all employees of the Company, as well as any other Insider (such as, for example, interim staff, seconded workers and administrative staff of directors who have access to the Company's communications with its directors) (the "**Relevant Persons**"). This code of conduct contains the minimum standards that must be followed, in addition to the applicable laws and regulations, and does not discharge the Relevant Person from his or her individual criminal and civil liability and responsibilities.

The Board of Directors of the Company will prepare the list of persons who meet the description "Relevant Person".

This Dealing Code also contains certain obligations for closely associated persons[3] (see in particular sections III 1.4 and III 1.5).

III. 1.1. Compliance with the law

Due to his or her work, profession or position, a Relevant Person may obtain information that he or she knows or reasonably should know constitutes Insider Information. Pursuant to applicable legal provisions, it is prohibited to trade, communicate, give tips, participate in agreements to this effect or encourage others to do so, as described in Section II.1.4.

This paragraph does not affect the reporting obligation as foreseen in sections III. 1.4 and III 1.5.

III. 1.2. Lists of persons with access to Insider Information

In accordance with Article 18 of the Market Abuse Regulation, the Company keeps a list of all persons who, on the basis of an employment contract, work for, or otherwise perform duties for, the Company, and in this context have access to Insider Information, such as advisers, accountants and rating agencies.

This list of Insiders must be constantly updated (among others when there is a change in the reason why a person is on these lists, when a new person gains access to Insider Information or when a person no longer has access to Insider Information) and communicated to the

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[2] These are persons within the company who:

a) are a member of a management or supervisory body of the Company;

b) have a managerial position but are not part of the bodies referred to under a) and who have regular access to Insider Information relating directly or indirectly to the Company, and who also have the power to take management decisions affecting the future developments and business prospects of the Company.

[3] These are:

c) the spouse of a person with managerial responsibility, or his/her partner who is legally regarded as equivalent to a spouse;

d) children who are legal dependants of a person with managerial responsibility;

e) any relative who on the date of the transaction in question has belonged for at least one year to the same household as a person with managerial responsibility; or

f) each legal entity, trust or partnership whose managerial responsibilities are discharged by a person with managerial responsibility or a person referred to in a), b) and c), which is directly or indirectly controlled by such a person, or established in favour of such a person, or whose economic interests are substantially equivalent to those of such a person.

FSMA when requested to do so.

The Compliance Officer (as defined below) will prepare and update these lists and keep them for at least 5 years from their preparation or updating. The lists will be communicated to the FSMA at its request. Each person who is included or removed from these lists will be personally and immediately informed of this.

The Company also keeps a list of all persons with managerial responsibility and persons closely associated with them.

III. 1.3 Compliance Officer

The Board of Directors has appointed a Compliance Officer: the chair of the Board of Directors (the "**Compliance Officer**"). The Compliance Officer shall among other things monitor compliance with this Dealing Code by the Relevant Persons. If the Compliance Officer wishes to trade shares, debt instruments or derivative or other financial instruments associated with the Company, the chair of the audit committee will act as a compliance officer on an ad hoc basis.

The Compliance Officer will also ensure that each new Relevant Person of the Company signs or has signed this Dealing Code and declares in writing to be aware of (i) the statutory and regulatory tasks entailed in his or her activities and (ii) the sanctions that apply to trading with Insider Information and the unlawful disclosure of Insider Information. In this, the Compliance Officer shall take into account the list approved by the Board of Directors of the Company of the positions within the Company that meet the description "Relevant Person".

III. 1.4 Notification of stock exchange transactions (intentions and actual trade)

Each Relevant Person, as well as any persons closely associated with persons with managerial responsibility, who wishes to acquire or dispose of financial instruments of the Company, will report this in writing to the Compliance Officer, or if the Compliance Officer himself/herself wishes to trade, to the chair of the audit committee, at least three trading days before the transaction. In his or her notification, the Relevant Person must confirm that he or she did not possess any Insider Information.

The Compliance Officer, or where appropriate the chair of the audit committee, shall then inform the person involved in writing whether a Closed Period or Prohibited Period is in force (as defined below in Section III 1.6). Following the notification by the Relevant Person or the person closely associated with a person with managerial responsibility, the Compliance Officer can formulate a negative recommendation concerning the planned transaction. In order to avoid disclosure of Insider Information via the justification of the negative recommendation itself, the Compliance Officer's negative recommendation need not contain the reasons for such. In the event of a negative recommendation from the Compliance Officer, the Relevant Person or the person closely associated with a person with managerial responsibility must regard this recommendation as an explicit rejection of the transaction by the Company. The negative recommendation cannot be disputed. The Relevant Person or the person closely associated with a person with managerial responsibility may only carry out the transaction notified by him if he receives written approval (an e-mail also counts as written proof) for this from the Compliance Officer.

Except in the case of extraordinary circumstances foreseen in the Market Abuse Regulation or in this Dealing Code, the Compliance Officer in any case shall issue a negative recommendation if the Relevant Person or the person closely associated with a person with managerial responsibility wishes to trade in financial instruments of the Company during a Closed Period or Prohibited Period.

However, the absence of a negative recommendation by the Compliance Officer does not prejudice the application of the legal provisions specified above. Possible silence on the part of the Compliance Officer concerning the transaction for more than two banking days is considered a negative recommendation.

If the transaction takes place, the Relevant Person or the person closely associated with a person with managerial responsibility must inform the Compliance Officer of this no later than the first day after the transaction, mentioning the quantity of traded financial instruments and the price at which they were traded.

III. 1.5. A posteriori reporting to the FSMA

Persons with managerial responsibility as well as persons closely associated with them must also report to the FSMA the transactions relating to financial instruments that they have carried out for their own account.

This obligation to report to the FSMA also applies to the following transactions relating to financial instruments:

(a) providing it as collateral (with a view to the acquisition of a specific credit facility) or lending financial instruments of the Company by or on behalf of the person with managerial responsibility or someone closely associated with this person;

(b) transactions carried out by a person who enters or performs business on a professional basis or a person who otherwise acts on behalf of the person with managerial responsibility or someone closely associated with this person, even if this is exercised in a discretionary manner;

(c) transactions in the context of a life insurance policy where a person with managerial responsibility or closely associated person is the policyholder who bears the investment risk and who has the (discretionary) authority to make investment decisions or conduct transactions related to specific instruments in this life insurance policy;

(d) transactions in shares or participation rights in investment funds, including alternative investment funds (AIFs) as referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council (insofar as required by Article 19 of Regulation (EU) No. 596/2014);

(e) transactions carried out by the manager of an AIF in which a person with managerial responsibility or someone closely associated with this person has invested (insofar as required by Article 19 of Regulation (EU) No. 596/2014); and

(f) transactions carried out by a third party within an individual portfolio or asset

management mandate on behalf of or for the benefit of the person with managerial responsibility or someone closely associated with this person.

The transactions to be notified to the FSMA are further specified in Article 19(7) of the Market Abuse Regulation and Article 10 of Commission Delegated Regulation (EU) No. 2016/522.

The reporting obligation referred to above must be met no later than 3 working days after the date of execution of the transaction.

The modalities of this reporting obligation are regulated by Article 19 of the Market Abuse Regulation, and relate to the period of declaration, the possibility to postpone the declaration for transactions of less than EUR 5,000 on an annual basis, the information to be mentioned and the manner of publication of these transactions. A circular from the FSMA of 18 May 2016 entitled "*Praktische instructies bij de Marktmisbruikverordening*" [Practical instructions to the Market Abuse Regulation] (available on the FSMA's Internet site) contains a number of useful details in relation to this obligation to report. The transactions must be reported by the person with managerial responsibility, or as the case may be, the person closely associated with a person with managerial responsibility (or by an agent, acting under the responsibility of the person with managerial responsibility or someone closely associated with this person) via an application for online notification that foresees that the reported transactions are forwarded to the FSMA after validation by the Company. The FSMA publishes the reported transactions on its website.

III. 1.6. Closed and Prohibited periods

The Relevant Persons and persons closely associated with them may not, either for their own account or for the account of third parties, directly or indirectly effect any transactions in relation to the Company's financial instruments during:

- the 30-day period prior to the announcement of the annual and semi-annual results of the Company ending one hour after the announcement of the results via a press report on the Company website, or if the results are announced within a period less than 30 days after the close of the relevant accounting period, the period from the close of the financial year through the date of announcement ending one hour after the announcement of the results via a press report on the Company website;

- the period of 7 days prior to the announcement of the quarterly results of the Company ending one hour after the publication of the results by a press release on the Company website;

(both are considered a "**Closed Period**"),

- or during any other period that may be considered sensitive and communicated as such by the board of directors, for which a notification by e-mail is assumed to be sufficiently valid ("**Prohibited Period**").

This trading ban prohibits (i) the acquisition of financial instruments in the context of a capital increase while retaining the preferential subscription right of existing shareholders or with an irrevocable allocation right for existing shareholders, (ii) the acquisition of shares in the context of the exercise of the optional dividend, (iii) the disposal of shares in the context

of a public takeover bid within the meaning of the Belgian Act of 1 April 2007 on public takeover bids and its implementing decrees and (iv) the acquisition of financial instruments in the context of a profit-sharing plan prepared by the Company.

At the end of each financial year, the Compliance Officer will communicate the Closed Periods for the following financial year to the Relevant Persons by e-mail. Likewise, all changes to this will be communicated to them during the course of the financial year. Relevant Persons must instruct their asset managers or other persons acting on their behalf to not trade during Closed Periods. Persons with managerial responsibility should properly inform any person closely associated with him or her about the provisions of this Dealing Code and their responsibilities under the applicable regulations, and must make every effort to ensure that persons closely associated with them do not trade any financial instruments of the Company when the person with managerial responsibility is not free to carry out transactions in financial instruments of the Company.

III. 1.7. Preventative measures

III. 1.7.1. Restrictions on speculative trading

The Company is of the opinion that speculative trade in its financial instruments by persons on the lists mentioned in Section III 1.2 is unlawful behaviour, or at least contributes to the appearance of such behaviour. For this reason, it is hereby agreed that these persons shall engage in no transactions concerning the following financial instruments of the Company: ·

- The successive acquisition and selling of financial instruments on the stock exchange in a period of less than 3 months;
- The acquisition or selling of sale and purchase options (‘puts’ and ‘calls’);
- Engaging in “short selling” (i.e. any transaction in one or more financial instruments of the Company that the seller does not own when he/she concludes the sales agreement, including such a transaction when the seller, at the moment he or she concludes the sales agreement, has borrowed the financial instruments or concluded an agreement to borrow the financial instruments with a view toward delivering them upon settlement).

III. 1.7.2. Guidelines for maintaining the confidential character of privileged information

Below follow several guidelines that each Relevant Person must follow with a view toward maintaining the confidential character of Insider Information:

- Refuse to provide any commentary on the Company with respect to external investigations (e.g. analysts, estate agents, the media, etc.) And immediately refer these people to the Chair of the board of directors or the CEO;
- Use code names for sensitive projects;
- Use passwords on the computer system to restrict access to the documents containing confidential information;
- Restrict access to the areas where Insider Information can be retrieved or where confidential information is discussed;
- Safely store away confidential information;
- Do not discuss confidential information in public locations (e.g. lifts, hall, restaurant);
- Attach the word “confidential” to sensitive documents and use sealed envelopes marked as “confidential”;

- Limit as much as possible the copying of confidential documents;
- If appropriate, have the persons who consult this confidential information sign a register;
- Restrict access to especially sensitive information to the persons who need to be informed;
- At the request of the board of directors or at the initiative of the Chair of the Board of Directors or the CEO, maintain a list, and regularly update it, of the persons who have access to confidential information;
- Never leave confidential information unattended;
- When faxing/mailing confidential information, always check the fax number/mail address and verify that someone with access to this information is present to receive the information.

The above guidelines are not exhaustive. Moreover, in specific circumstances, all other appropriate measures must be taken. In case of doubt, the Relevant Person should contact the Compliance Officer.

III. 1.8 Prohibition against market manipulation

In accordance with Article 12 of the Market Abuse Regulation, all are prohibited among others from:

1. making a transaction, placing a trade order or engaging in any other behaviour:
    - that actually or probably gives false or misleading signals concerning the supply of, demand for, or price of a financial instrument, or
    - that actually or probably raises the price of one or more financial instruments to an abnormal or artificial level, unless the person making the transaction, placing the trade order or engaging in other behaviour, demonstrates that his or her motives for this transaction, order or behaviour were justified and consistent with the usual market practices as determined in accordance with Article 13 of the Market Abuse Regulation;

2. making a transaction, placing a trade order or engaging in any other activity or behaviour that has consequences or likely consequences for the price of one or more financial instruments, in which a trick or any other form of fraud or deception was used;

3. disseminating information through the media, including internet, or through other channels, which actually or probably gives false or misleading signals with regard to the supply of or demand for a financial instrument, or which actually or probably changes the price of one or more financial instruments to an abnormal or artificial level, including the spreading of rumours, if the person who disseminated the information knew or should have known that the information was false or misleading;

4. disseminating false or misleading information or inputs related to a benchmark when the person who disseminated the information or input knew or should have known that the information was incorrect or misleading, or any other behaviour that manipulates the calculation of a benchmark.

III. 1.9. Management of funds by third parties

When a Relevant Person allows his/her funds to be managed by a third party, the Relevant Person will impose on this third party an obligation to observe the same restrictions with respect to transactions with financial instruments of the Company that apply to the Relevant Person him/herself with regard to transactions concerning financial instruments.

An exception exists when the third party has discretionary management on the basis of a written agreement and the Relevant Person exercises no influence on the third party's management and the choice of financial instruments, and the third party did not consult the Relevant Person about such.

III. 1.10. Term

Without prejudice to compliance with the applicable laws and regulations, the Relevant Persons are bound by this Dealing Code for three months after they terminate their position in the Company.

III. 1.11. Amendments

The board of directors reserves the right to amend this Dealing Code. The Company shall inform the Relevant Person of these changes by e-mail and make available copies of the amended rules. The Relevant Persons must ensure that they are aware of any changes in applicable legislation.

The persons with managerial responsibility will then ensure that they inform the persons closely associated with them in writing of any changed responsibilities due to changes made to the Dealing Code, and keep a copy thereof.

III. 1.12. Privacy

The information provided by the persons included in the list of Insiders listed in Section 1.2 in accordance with this Dealing Code will be processed by the chair of the board of directors in accordance with the Belgian Act of 8 December 1992 on the protection of privacy, as amended from time to time ("Privacy Act") with a view to preventing the misuse of Insider Information. Under the Privacy Act, each Relevant Person has access to his/her personal information and he/she has the right to correct any errors.