



Public real estate investment company

## CORPORATE GOVERNANCE CHARTER

(most recently updated and approved by the board of directors on 23 May 2025, effective on  
23 May 2025)

## Table of contents

1	Introduction.....	3
2	Governance structure: general overview .....	4
3	Board of directors: internal rules .....	4
3.1	Responsibilities.....	4
3.1.1	The policy function of the board of directors .....	4
3.1.2	The supervisory function of the board of directors.....	6
3.2	Composition of the board of directors.....	6
3.2.1	Number of directors.....	6
3.2.2	Chairman.....	7
3.2.3	Non-executive directors .....	8
3.2.4	Independent directors .....	8
3.2.5	Managing director (“CEO”).....	10
3.2.6	Distribution of responsibilities of the Chairman and the CEO.....	10
3.3	Nomination and appointment of candidate directors .....	10
3.3.1	General.....	10
3.3.2	Non-executive directors .....	12
3.3.3	Chair and CEO.....	12
3.4	Term of directorships .....	12
3.5	Integrity and dedication of the directors and the members of the Management Committee ....	12
3.6	Operation of the board of directors .....	13
3.6.1	Planning and agenda items of the meetings of the board of directors .....	13
3.6.2	Meeting of the non-executive directors .....	13
3.6.3	Invitation to the meeting and prior dissemination of the documents.....	14
3.6.4	Quorum and deliberation.....	14
3.6.5	Minutes.....	14
3.7	Evaluation of performance.....	14
3.8	Secretary.....	15
4	Specialised committees: internal rules.....	15
4.1	General principles.....	15
4.2	Audit committee .....	16
4.2.1	General.....	16
4.2.2	Responsibilities .....	16
4.2.3	Composition .....	19
4.2.4	Operation.....	19
4.3	Remuneration and nomination committee.....	20
4.3.1	General.....	20
4.3.2	Responsibilities .....	20
4.3.3	Composition .....	21
4.3.4	Operation.....	21
4.4	Investment committee.....	23
4.4.1	General.....	23
4.4.2	Responsibilities .....	23
4.4.3	Composition .....	23
4.4.4	Role of the chairperson .....	24
4.4.5	Operation.....	24
5	Management Committee (internal rules of the Management Committee) .....	25
5.1	General .....	25
5.2	Responsibilities.....	25
5.3	Composition .....	27

5.4	Activity report .....	27
5.5	Operation .....	27
5.6	Compliance with the Corporate Governance rules.....	28
5.7	Conflicts of interests and duties.....	28
5.8	Transactions relating to the Company's securities .....	29
5.9	Determination of objectives, performance assessment and remuneration .....	29
5.10	Representation of the Company .....	29
6	Remuneration policy.....	30
6.1	General .....	30
6.2	Remuneration report.....	30
7	Dialogue with the shareholders.....	31
7.1	Shareholder structure .....	31
7.2	Relations between shareholders .....	32
7.3	Relations with the most important shareholders.....	32
7.4	Communication with shareholders .....	32
7.5	Shareholders' meetings .....	33
7.6	Investors .....	33
8	Internal control.....	34
8.1	General .....	34
8.2	Appropriate risk management policy .....	34
8.3	Integrity policy.....	35
8.3.1	Prevention of insider trading .....	35
8.3.2	Internal procedure for reporting infringements – Whistle-blower policy.....	35
8.3.3	Conflicts of interests and incompatibility of mandates .....	35
8.3.4	Non-corruption .....	36
8.3.5	Professional secrecy .....	36
8.3.6	Political activities .....	37
8.4	Independent supervisory functions .....	37
8.4.1	Risk management function.....	37
8.4.2	Independent compliance function .....	37
8.4.3	Independent internal audit function .....	37
8.5	Internal audit functions within Retail Warehousing Invest .....	37
	APPENDIX 1: Remuneration policy .....	38
	APPENDIX 2: Dealing Code.....	50

## 1 Introduction

Retail Estates is a real estate investment trust within the meaning of the Belgian Act of 12 May 2014 on regulated real estate investment trusts (the “**REIT Act**”) and the Belgian Royal Decree of 13 July 2014 on real estate investment trusts (the “**REIT Royal Decree**”) (hereinafter together with the REIT Act referred to as the “**REIT legislation**”), which has assumed the legal form of a company limited by shares under Belgian law (“*naamloze vennootschap*”, abbreviated to “**NV**”). Its registered office is located at Industrielaan 6, 1740 Ternat (hereinafter referred to as “**Retail Estates**” or the “**Company**”). It is a listed company within the meaning of article 1:11 of the Code of Companies and Associations (the “**CCA**”) and its shares are listed on the regulated markets of Euronext Brussels and Euronext Amsterdam.

On the basis of and within the limits of article 2:31 CCA, the Company can be contacted at the following email address: [investorrelations@retailestates.com](mailto:investorrelations@retailestates.com).

This Corporate Governance Charter (the “**Charter**”) was drawn up by the board of directors of Retail Estates. The board of directors revises the Charter at regular intervals and introduces any amendments it considers necessary and appropriate. This revised version of the Charter was approved on 23 May 2025 and has taken effect on 23 May 2025.

Retail Estates makes every effort to comply with the corporate governance principles as set out in the 2020 Belgian Code on Corporate Governance, without prejudice to the applicable legal provisions (in particular the CCA and the REIT legislation) and the Company’s articles of association.

Any changes to the law or the articles of association will, if necessary, result in an amendment to (the relevant provisions of) this Charter so that it complies with the legal and statutory provisions.

In addition, the board of directors has approved (i) the “*Dealing Code to prevent the misuse of insider information and market abuse*” (the “**Dealing Code**”), (ii) the “*internal procedure for reporting infringements*” (the “**Whistle-blower Policy**”) and (iii) the “*Code of conduct*” (the “**Code of Conduct**”).

The Charter, the Dealing Code, the Whistle-blower Policy and the Code of Conduct can be consulted on the Retail Estates website ([www.retailestates.com](http://www.retailestates.com)).

Additional factual information about the corporate governance policy of the Company and corporate governance events that occurred during a particular year can be found in the corporate governance statement that the Company includes in its annual report (the “**Corporate Governance Statement**”) in accordance with Article 3:6 § 2 of the CCA and the provisions of the Corporate Governance Code.

The Company expressly states that it uses the 2020 Belgian Code of Corporate Governance (the “**Corporate Governance Code**”) as a reference. The Corporate Governance Code is available on the website [www.corporategovernancecommittee.be](http://www.corporategovernancecommittee.be). If the Company deems it appropriate to deviate from one or several provisions of the Corporate Governance Code, it will explain the reasons in the Corporate Governance Statement (“comply or explain” principle).

## **2 Governance structure: general overview**

The Company has opted for a one-tier board system and is managed by a board of directors acting as a collegiate body. In accordance with Article 7:93 § 1 of the CCA, the board of directors is empowered to do and perform whatever shall be necessary or useful to realise the purpose of the Company, except for the powers reserved to the shareholders' meeting by law. Any division of duties between the directors among themselves may never be enforced against third parties, even if this division was made public.

The Company's daily management is entrusted to the CEO. The board of directors appointed a secretary, whose responsibilities are specified in article 3.8 of this Charter. In addition, the board of directors set up a Management Committee, the operation, responsibilities and composition of which are specified in article 5 of this Charter. Finally, the board of directors also set up an audit committee, a remuneration and nomination committee and an investment committee from among its members, the operation, responsibilities and composition of which are specified in articles 4.2, 4.3 and 4.4 of this Charter respectively.

The responsibilities, duties, composition and operation of the board of directors are laid down in the provisions of its internal rules in this Charter, which must be read together with the relevant provisions of the Company's articles of association.

## **3 Board of directors: internal rules**

### **3.1 Responsibilities**

The board of directors seeks to ensure the long-term success of the Company by guaranteeing entrepreneurial leadership while assessing and managing the risks of the Company within a framework of efficient and effective controls.

The board of directors is accountable to the shareholders for the performance of its responsibilities.

#### **3.1.1 The policy function of the board of directors**

The board of directors decides on the Company's values and strategy, its willingness to take risks and the main policy lines, and ensures that the Company's obligations to all its shareholders are clear and that they are met, taking into account the interests of the other stakeholders.

The board of directors can set up advisory committees from among its members, and determine the composition, powers and obligations of these committees, with due observance of the applicable regulations. In this context, the board of directors decides on the structure of the audit committee, the remuneration and nomination committee and the investment committee, determines the powers and obligations of the audit committee, the remuneration and nomination committee and the investment committee, and ensures that the necessary financial and human resources are available for the Company to achieve its objectives.

The board of directors delegated the daily management to the CEO. The board of directors also set up a Management Committee, to which it can delegate certain tasks. The board of directors decides on the structure and composition of the Management Committee and determines its powers and obligations. The board of directors will support the Management Committee in the performance of its duties and will constructively challenge the Management Committee whenever appropriate.

When converting values and strategies into the main policies, the board of directors takes into account corporate social responsibility, gender diversity and diversity in general.

With regard to its policy function, the board of directors in particular has the following functions and responsibilities:

#### Real estate policy

- the decision to acquire or dispose of a (real right on) immovable property or, more generally, real estate within the meaning of the REIT legislation, including determining the value of the real estate, the method of determining the share price based on the report drawn up by real estate experts within the limits of the REIT legislation, the transaction structure and guarantees required to respond to any comments made by Company advisers in the context of the due diligence process;
- determining the appropriate policy on insurance to be applied;
- determining the renovation policy, maintenance and improvement work to be carried out at the retail parks;
- appointing a real estate expert and following up their reporting;
- defining a quarterly reporting system for executive management concerning leases, occupancy rate, debt collection, disputes;
- the decision to (re)develop property purchased or to be purchased into a retail building, for the account of the REIT.

#### Financing policy

- short-term and long-term financing of the Company's activities, concerning both the duration of the credit and the interest risk;
- determining the choice of financial institution;
- ensuring the final approval of credit applications, including the provisions regarding guarantees and possible covenants;
- determining debt management policy.

#### Personnel policy

- determining the human resources budget and the remuneration policy to be applied (distribution of fixed and variable remuneration - distribution of salaries, in-kind remuneration);
- handling the dismissal and appointment of executive management, their remuneration and contractual arrangements;
- drawing up the organisational chart and recruitment and outsourcing policy;

#### Financial reporting

- establishing the valuation rules.

#### Other

- determining the choice of advisers;
- in general, dealing with all topics covered by its legal powers.

### 3.1.2 The supervisory function of the board of directors

The board of directors assesses the performance of the Management Committee and the achievement of the company's strategy at least each year and generally each quarter.

With regard to its supervisory function, the board of directors in particular has the following functions and responsibilities:

- monitoring and assessing the effectiveness of the advisory committees set up by the board of directors from among its members and of the Management Committee;
- taking the necessary steps to ensure the integrity and timely disclosure of the financial statements and other material financial and non-financial information communicated to shareholders and the market;
- approval of a reference framework for the management structure and the administrative, accounting, financial and technical organisation, including the internal control as intended by the REIT Act (internal audit, risk management and compliance (including integrity policy), drawn up by the Management Committee. In the implementation of its internal control process, the Company has used the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) as a reference framework;
- assessing the implementation of the aforementioned reference framework, taking into account the judgement of the audit committee;
- the selection of the auditor and real estate experts, taking cognisance of their reports and remarks, and acquiring adequate information on any comments or reservations, and evaluating the performance by the Statutory Auditor and managers of internal control functions;
- overseeing compliance with legal, regulatory and contractual requirements regarding the Company's operation and its long-term obligations; and
- describing and disclosing the key features of the Company's internal control and risk management systems in the Corporate Governance Statement.

## 3.2 Composition of the board of directors

### 3.2.1 Number of directors

In accordance with Article [10] of its articles of association, the Company is managed by a board of directors consisting of at least three directors. In order to ensure the efficient operation of the board of directors, the aim is to limit the number of members of the board of directors to 12.

The composition of the board of directors must ensure that the decisions taken are in the interest of the company. This composition is determined on the basis of gender diversity and diversity in general as well as complementarity with respect to skills,

experience and knowledge. It is of particular importance to have a proportionate representation of directors who are well versed in the management of retail properties of the type in which the Company invests and/or have experience in the financial aspects, in particular reporting and/or financing, of a company and/or have experience in the management of a real estate company and real estate investment trust in particular and/or in policy-making in listed companies. The Corporate Governance Statement contains a list of the members of the board of directors.

The board of directors ensures that no individual or no group of directors can dominate the decision-making process, and that none of the directors has excessive decision-making power.

The composition of the board of directors is characterised by a balanced representation between executive, independent non-executive, and other non-executive directors. At least half of the board of directors consists of non-executive directors, and at least three of them are independent within the meaning of Article 7:87 of the CCA and of article 3.5 of the Corporate Governance Code. As article 13 of the REIT-Act refers to article 526ter of the (old) Belgian Companies Code, at least three directors of the Company must also be independent within the meaning of article 526ter of the (old) Belgian Companies Code. The list of directors included in the Corporate Governance Statement states which directors are independent.

The directors, effective leaders and managers for the independent control functions may only be natural persons in accordance with the REIT legislation. As a rule, the Company appoints the CEO and the CFO of the Company as effective leaders.

### 3.2.2 Chairman

The chairman of the board of directors (the “**Chairman**”) is responsible for leading the board of directors. More specifically, he sees to it that the board is well-organised, works efficiently and fulfils its obligations and responsibilities.

The Chairman is responsible for establishing a climate of trust within the board of directors that contributes to open discussion, constructive criticism and support for the decisions taken by the board.

The Chairman will set the agenda of the meetings - after consultation with the CEO - and ensure that the procedures for the preparation, deliberation and approval of resolutions, and the implementation of resolutions, are correct.

The Chairman, assisted by the secretary, is responsible for the appropriate dissemination of information within the board, by monitoring the accuracy and availability of the documents. In this regard, all directors will receive the same information. Furthermore, during the meetings, the Chairman must ensure that sufficient time is spent to study all dossiers in a serious and thorough way.

The Chairman ensures that all directors can contribute to the discussions in the board of directors in full knowledge of the facts, and that there is sufficient time for consideration and discussion before making a decision.

The Chairman acts as an intermediary and facilitator between the board of directors and the CEO. The Chairman encourages effective interaction between the board of directors and the Management Committee. The Chairman maintains close relationships with the CEO and gives support and advice, with respect for the CEO's responsibility.



The Chairman leads the Shareholders' Meeting and answers any questions the shareholders may have at this meeting. The Chairman will be the first point of contact of the shareholders.

The Chairman may be assisted in the performance of his/her duties by the Company's secretary, and conduct an investigation if necessary. The Chairman has the resources necessary for this, has access to all information, including confidential or commercially sensitive data, and may, at the expense of the Company, request the advice of internal and external experts.

The Chairman ensures that the newly appointed directors receive appropriate initial training in line with their role, including an update of the legal and the regulatory environment, so that they can contribute quickly to the operations of the board of directors. For directors who become members of a committee of the board of directors, the initial training includes a description of the specific role and tasks of this committee, as well as any other information related to the specific role of the committee concerned.

With a view to exercising the above-mentioned tasks, the Chairman is fully committed to the exercise of his responsibilities and will free up at least 4 days a month for the performance of his/her mandate.

### **3.2.3 Non-executive directors**

The non-executive directors are all members of the board who do not perform executive tasks within the Company.

They are in particular responsible for:

- critically and constructively reviewing the strategies and general policy guidelines as proposed by the Management Committee, and assisting in their further development;
- evaluating the performance of the Management Committee concerning the achievement of the agreed objectives;
- ensuring the integrity of financial information and that the financial control and risk management systems are strong and adequate.

### **3.2.4 Independent directors**

The directors undertake to act under all circumstances in the company's interests and to maintain their independence in judgements, decisions and transactions.

The board of directors consists of at least three independent directors within the meaning of article 7:87 of the CCA, article 3.5 of the Corporate Governance Code and, as the REIT Act refers to article 526ter of the (old) Belgian Companies Code, this article 526ter of the (old) Belgian Companies Code.

During the process of appointing an independent director, the board of directors more specifically shall examine whether the candidate (at least) meets the following criteria:

1. not be a member of the executive management or hold a position as a person in charge of the day-to-day management of the company or a company or person affiliated with the company, and not have held such a position during the three years prior to their appointment. Alternatively, no longer enjoy share options of the company related to such position;

2. not have served for a total term of more than 12 years as a non-executive director;
3. not be part of the senior management (as defined in article 19, 2° of the Belgian Act of 20 September 1948 regarding the organisation of business) of the company or a company or person affiliated with the company, and not have held such a position for the three years prior to their appointment. Alternatively, no longer enjoy share options of the company related to such position;
4. not receive or have received during their mandate or for a period of three years prior to their appointment, any significant remuneration or any other significant advantage of a proprietary nature from the company or a company or person affiliated with the company, other than any fee they receive or have received as non-executive director;
5. a. not hold, either directly or indirectly, either alone or acting in concert, any shares representing in total one tenth or more of the company's capital or one tenth of more of the voting rights in the company at the moment of the appointment;  
b. in no event have been nominated by a shareholder meeting the conditions described under (a);
6. not have or have had in the year prior to their appointment, a significant business relationship with the company or a company or person affiliated with the company, either directly or as a partner, shareholder, member of the board of directors or member of the senior management (as defined in article 19, 2° of the above-mentioned Belgian Act of 20 September 1948 regarding the organisation of business) of a company or person who maintains such a relationship;
7. not be or have been within the last three years prior to their appointment, a partner or member of the audit team of the company or the person who is, or has been within the last three years prior to the appointment the statutory auditor of the company or an affiliated company or person;
8. not be a member of the executive management of another company in which a member of the executive management of the company is a non-executive director, and not have other significant links with executive directors of the company through involvement in other companies or bodies;
9. not have, in the company or an affiliated company or person, a spouse, legally cohabiting partner or relative by blood or marriage up to the second degree, holding a position as director or member of the executive management or person in charge of the day-to-day management or member of the senior management (as defined in article 19, 2° of the Act of 20 September 1948 relating to the organisation of business) or falling under one of the other circumstances referred to in 1. to 8. above and, as regards 2., up to three years after the relative concerned terminated their last term of office.

When the board of directors submits the candidature of an independent director to the general meeting, it expressly confirms that it has no indication of any element that could call his/her independence into question.

When the board of directors submits the candidature of an independent director whose independence could be in doubt, to the general meeting, it explains such indication(s) and sets out the reasons why it assumes that the candidate is truly independent.

Each independent director who no longer meets the independence requirements shall immediately inform the board of directors of this fact.

### **3.2.5 Managing director (“CEO”)**

Finally, the board of directors also consists of the person in charge of the day-to-day management of the Company.

The managing director, supported by the Management Committee (see Section 4), is responsible for the executive management.

### **3.2.6 Distribution of responsibilities of the Chairman and the CEO**

At the head of the Company a clear distinction is made between the responsibilities of the Chairman and those of the CEO.

The Chairman is responsible for organising, leading and informing the board of directors.

The CEO handles the executive management function. He/she is responsible for the operational tasks related to the management of the real estate portfolio. The operational tasks include: personnel policy, the operation of the headquarters and management of the operating corporate costs, the provision of the real estate; prospecting for investments and projects and handling the associated due diligence as well as the payments and cash management.

The positions of Chairman of the board of directors and that of CEO may not be held by one and the same person.

## **3.3 Nomination and appointment of candidate directors**

### **3.3.1 General**

The shareholders' meeting appoints the directors from the list of candidate directors nominated by the board of directors on the recommendation of the remuneration and nomination committee.

All members of the board of directors are authorised to propose possible candidate directors to the board of directors. The board of directors indicates by separate resolution, on the recommendation of the remuneration and nomination committee, the candidate directors whom it wishes to propose to the shareholders' meeting. The board of directors also suggests that the shareholders' meeting votes separately about all proposed appointments.

If a director's position mandate becomes vacant, the remaining directors are authorised to temporarily fill this vacancy until a final decision is taken by the (next) shareholders' meeting, in accordance with the provisions of article 7:88 CCA and article [10] of the articles of association.

All appointments and reappointments of directors are made in a transparent manner based on merits and objective criteria.

In accordance with the relevant provisions of the REIT legislation, the members of the board of directors must always have the professional integrity and appropriate expertise required for the performance of their duties.

For each new appointment in the board of directors, an assessment is made of the needs of the Company, the skills, knowledge and experience already present and required in the board. In light of this assessment, a description of the required role, skills, knowledge and experience and competences is drawn up (also called a 'profile').

The candidates will then be thoroughly assessed to see if their skills, knowledge and experience are in line with the board of directors' predetermined profile.

In the event of a first appointment, the Chair shall ensure that the board of directors - before considering the approval of the candidature - has sufficient information about the candidate, such as the curriculum vitae, the assessment of the candidacy on the basis of an initial interview, a list of positions already held by the candidate and, if necessary, any other information required to evaluate the candidate's independence.

In the case of reappointment, an assessment of the director's contribution, effectiveness and commitment is made in accordance with the above-mentioned principles of transparency.

For each appointment of a director, the board of directors, in consultation with the candidate director and under the leadership of the Chairman, examines the extent to which an introduction and information procedure is put in place so that the candidate-director is able to make an effective contribution to the board of directors.

The introduction process shall help the director to gain insight into the fundamental aspects of the company, including its governance, strategy, general policies, financial and strategic challenges. In addition, the introductory programme shall advise the director concerning his/her rights and duties as director.

Each proposal to appoint a director by the shareholders' meeting shall be accompanied by a recommendation by the board of directors based on the recommendation of the remuneration and nomination committee. This provision also applies to proposals for appointment made by shareholders. The proposal mentions the proposed duration of the mandate and is accompanied by relevant information about the professional qualifications of the candidate, together with a list of the positions that the candidate already holds. The board of directors indicates which candidates meet the independence criteria of article 7:87 of the CCA, article 3.5 of the Corporate Governance Code and, as article 13 of the REIT Act refers to article 526ter of the (old) Belgian Companies Code, this article 526ter of the (old) Belgian Companies Code.

When the board of directors submits the candidature of an independent director to the general meeting, it expressly confirms that it has no indication of any element that could call his/her independence into question.

When the board of directors submits the candidature of an independent director whose independence could be in doubt, to the general meeting, it explains such indication(s) and sets out the reasons why it assumes that the candidate is truly independent.

Without prejudice to the applicable legal provisions, proposals for appointment of a candidate director shall be announced at the latest 30 days before the shareholders' meeting, together with any other agenda items.

### 3.3.2 Non-executive directors

Non-executive directors shall be fully informed of the extent of their duties when they are candidates, mainly regarding the time required for the performance of their mandate. They may not consider holding more than 5 directorships in listed non-affiliated companies. Any changes to their other relevant commitments and new commitments outside the Company shall be reported to the Chair of the board of directors at the appropriate time.

### 3.3.3 Chair and CEO

The board of directors appoints and dismisses the CEO.

The board of directors appoints its Chair based on his/her knowledge, expertise, experience and mediation skills. The Chair will be a person trusted for their professionalism, independence of mind, coaching capabilities, ability to build consensus, and communication and meeting management skills

The board shall ensure that, when considering nominating the former CEO as a board member, the necessary safeguards are in place so that the new CEO has the required autonomy within the context of a transition plan to be drawn up. In addition, if the board of directors considers appointing a former CEO as Chair, the advantages and disadvantages of such a decision must be carefully weighed and the Corporate Governance Statement will state why such an appointment is in the best interest of the Company.

## 3.4 Term of directorships

In accordance with the Company's articles of association and the provisions of the Corporate Governance Code, the directors are appointed for a period of 4 years.

The mandate of executive directors expires at the annual shareholders' meeting following the date on which the director concerned reaches the age of 65, except in special cases.

Non-executive directors will resign their mandate at the annual shareholders' meeting following the date on which they reach the age of 70, except in special cases.

## 3.5 Integrity and dedication of the directors and the members of the Management Committee

For all directors, both executive and non-executive, and for the latter regardless of whether they are independent or not, it is necessary that they engage actively in their duties and should be able to make their own sound, objective and independent judgements when discharging their responsibilities. Acting with independence of mind includes developing a personal conviction and having the courage to act accordingly by assessing and challenging the views of other directors, by interrogating the members of the executive management when appropriate in the light of the issues and risks involved, and by being able to resist group pressure.

The directors shall ensure that they receive detailed and accurate information that they study in detail in order to have and maintain a thorough knowledge of the main aspects of the business activity. They shall ask for clarification whenever they consider it necessary.

Although they are part of the same collegiate body, executive and non-executive directors each fulfil their specific and complementary role in the board of directors.

The directors shall use the information they acquire in their capacity as directors only in the context of their mandate. Directors shall handle the confidential information received in their

capacity as director with utmost care. The directors shall communicate to the board of directors any information in their possession that could be relevant to the board's decision-making. In case of sensitive or confidential information, the directors shall consult the Chairman.

In the performance of their duties, the directors shall demonstrate the greatest personal and professional integrity and honesty.

To the extent relevant, these provisions are mutatis mutandis applicable to the members of the Management Committee.

### **3.6 Operation of the board of directors**

#### **3.6.1 Planning and agenda items of the meetings of the board of directors**

At the start of the financial year, the Chairman, in consultation with the CEO, shall draw up a schedule of meetings of the board of directors for the following year. He/She will submit this schedule for approval to the board of directors.

The board of directors shall meet at least 4 times a year, and at least often enough to be able to effectively assume its responsibilities. The Chairman may convene other meetings whenever the interests of the Company so require or at the request of at least 2 directors or the CEO. The number of meetings of the board of directors and its committees, as well as the individual level of attendance of the directors at these meetings, shall be disclosed in the Corporate Governance Statement.

Meetings of the board of directors may validly be held by videoconference or conference call. Unless stipulated otherwise, the meeting is deemed to be held at the Company's registered office.

In consultation with the CEO, the Chair shall determine the agenda items of each meeting of the board of directors. During the meeting, the board of directors may decide to place an additional item on the agenda provided that all members are present and agree with this change of the agenda. If the submitted item requires too much preparation, any director may object to the discussion of this item if no sufficient guarantees are provided.

Any director may, by letter, fax, email or any other written means, give a proxy to another member of the board to represent him or her at a given meeting. No member of the board may represent more than three other directors.

The board of directors may invite to its meetings anyone whose attendance is considered useful.

The directors have access to independent professional advice at the Company's expense, in accordance with the procedures laid down by the Company.

The Statutory Auditor may send a motivated request to the CEO or the Chair to attend a meeting of the board of directors. The Chair must immediately inform the other members of the board of directors of this. The board of directors decides whether or not to meet this request and informs the Statutory Auditor accordingly.

If the Chairman is absent or has a conflict of interest, the other directors designate one of them to chair the meeting.

#### **3.6.2 Meeting of the non-executive directors**

The non-executive directors meet at least once a year in the absence of the CEO and the other members of the executive management.

### **3.6.3 Invitation to the meeting and prior dissemination of the documents**

Notices of meetings shall indicate the place, date, time and agenda of the meeting and shall be sent by regular mail or email at the latest 24 hours prior to the meeting. In exceptional circumstances, when the above-mentioned convening deadlines cannot be met, the time periods may be shortened. If necessary, notice may be given by telephone, in addition to the above-mentioned means.

All important information needed by the directors for the proper understanding of the topics discussed at the meeting, as well as the draft of the minutes of the previous meeting, shall be delivered to each director in writing 24 hours before the meeting.

### **3.6.4 Quorum and deliberation**

Pursuant to Article 11 of the articles of association, the board of directors may, except in case of force majeure, only validly deliberate and decide if at least half of its members are present or represented. If this condition is not met, a new meeting may be convened, which may validly deliberate and decide on the items on the agenda of the previous meeting if at least two directors are present or represented.

Board decisions shall be approved by a simple majority of votes cast by those directors who are present or represented or, in the event of one or more of them having abstained, by a majority of the other directors. In the event of a tie, the director chairing the meeting shall cast the deciding vote.

Board decisions can be taken by unanimous written agreement between the directors.

### **3.6.5 Minutes**

The decisions of the board of directors are recorded in minutes.

The minutes will be prepared by the CEO after each meeting. They will be delivered to each director in writing 24 hours before the next meeting, unless urgency requires a shorter period.

The minutes of the meeting summarize the discussions, specify the decision taken and note diverging views expressed and any reservations made by specific directors, unless a consensus can be reached. The names of the interveners are only recorded if specifically requested by them. If directors make reservations although a consensus has been reached, their names are included in the reservations.

After approval, the minutes are signed by the chairman of the meeting, the secretary if any, and the members who wish to do so.

Without prejudice to the legal provisions in this regard, the minutes shall be confidential unless the board of directors expressly decides otherwise for all or part of the minutes. They are kept by the CEO.

## **3.7 Evaluation of performance**

The board of directors is responsible for the quality of its performance. Individual directors must continue to improve their skills and knowledge about the Company in order to fulfil their role in the board of directors and in the committees of the board. The Company shall provide the means required for this purpose.



In order to continually improve the effectiveness of the board of directors, the board of directors, under the leadership of the Chairman, shall systematically and regularly (at least every 2 to 3 years for example) evaluate its size and composition, its performance and that of its committees, as well as its interaction with the Management Committee. The evaluation shall be carried out through a formal process, whether or not externally facilitated, in accordance with a methodology approved by the board of directors.

The non-executive directors shall regularly (preferably once a year) evaluate their interaction with the Management Committee, in the absence of the CEO and other executive directors.

The actual contribution of each director shall be evaluated periodically, and in any case at the end of the director's term, in order to be able to adapt the composition of the board of directors – taking into account changing circumstances.

The board of directors shall act on the basis of the results of the evaluation by identifying its strengths and addressing its weaknesses. Where appropriate this implies that new members are appointed, that it can be proposed that existing members won't be reappointed, or that measures are taken that are deemed useful for the efficient operation of the board of directors.

The Company shall disclose information on the key features of the evaluation process of the board of directors, its committees and its individual directors in the Corporate Governance Statement.

### **3.8 Secretary**

Unless otherwise decided by the board of directors, the board appoints a secretary who is not necessarily a member of the board of directors. The company lawyer can be eligible for this position or will at least assist the secretary in the performance of his mandate. In addition, the secretary reports on the manner in which the procedures, rules and regulations of the board are monitored and observed.

Individual directors have access to the Company secretary.

The secretary performs all administrative tasks referred to in article 3.20 of the Corporate Governance Code as well as all administrative tasks (agenda, minutes, archiving, etc.), must ensure that all documents necessary for the performance of the assignments of the board of directors are drawn up, and advises the board of directors on all administrative matters.

## **4 Specialised committees: internal rules**

### **4.1 General principles**

In accordance with Article 14 of the Company's articles of association, the board of directors may establish one or several advisory committees from amongst its members, which will fall under the responsibility of the board of directors. A substantial part of the analysis and the preparatory work of the board of directors is carried out by these advisory committees. The board of directors remains at all times responsible for the actual decision-making, as the committees play an advisory role. They advise the board of directors with respect to the decisions to be taken, give comfort to the board that certain issues have been adequately addressed and, if necessary, bring specific issues to the attention of the board. Strategy formulation is not referred to any permanent committee.

The board of directors has established three specialised committees within the board: the audit committee, the remuneration and nomination committee and the investment committee. In addition, the board of directors has delegated part of its powers to an informal management



committee set up by the board (the “**Management Committee**”). The Management Committee is not a management board within the meaning of article 7:104 CCA.

The Chairman shall ensure that the board of directors appoints members and a chairman for each committee. Each committee consists of at least three members. The term of the mandate as a member of a committee may not exceed the term of membership of the board of directors.

After each meeting of the audit committee and the remuneration and nomination committee, the board of directors receives a report from each committee on its findings and recommendations.

## 4.2 Audit committee

### 4.2.1 General

In accordance with article 7:99 of the CCA, the board of directors has established an audit committee.

### 4.2.2 Responsibilities

The audit committee provides support to the board of directors in fulfilling its responsibilities for monitoring with a view to an audit in the broadest sense.

In general, the audit committee informs the board of directors of the result of the statutory audit of the statutory and consolidated financial statements, and explains to the board of directors how the statutory audit of the statutory and consolidated financial statements has contributed to the integrity of the financial reporting and the role that the audit committee played in this process, and reports regularly to the board of directors on the performance of its duties, with mention being made of all issues with regard to which the audit committee is of the opinion that something needs to be done or that improvement is needed. The audit committee also makes recommendations regarding the steps to be taken.

The audit committee – in general and without prejudice to the organisation of the internal audit function referred to in article 17 § 3 of the REIT Act – is responsible for ensuring the internal audit of the Company. The specific tasks of the audit committee may evolve depending on the circumstances.

Without prejudice to the statutory tasks of the board of directors, the audit committee has at least the following tasks:

a) Monitoring the financial reporting process:

- i) The audit committee assesses the relevance and coherence of the accounting standards applied by the Company to financial statements. This assessment includes the criteria for consolidating the financial statements of the companies of the group. This assessment also includes assessing the accuracy, completeness and consistent nature of the financial information. The assessment relates to periodical information before its publication. The assessment is carried out on the basis of an audit programme used by the audit committee;
- ii) The audit committee discusses important financial reporting issues with both the Management Committee and the Statutory Auditor;
- iii) The audit committee examines the quality and reliability of the draft annual accounts and the financial statements of the Company that are provided to the board of directors;

- iv) The audit committee ensures that the documents are faithful to the state of affairs, that they are drawn up in accordance with the legal requirements and comply with the requirements of the FSMA.

**b) Monitoring the effectiveness of internal control and risk management systems:**

- i) At least once a year, the audit committee monitors the effectiveness of the internal control and risk management systems set up by the Management Committee (including the internal control and risk management systems relating to the financial reporting process, including the annual report of the Company and the consolidated annual accounts) with the aim of ensuring the effective identification, control and publication of the main risks (including the risks related to fraud and compliance with existing legislation and regulations) in accordance with the framework approved by the board of directors;
- ii) The audit committee assesses the statements on internal control and risk management included in the Corporate Governance Statement;
- iii) The audit committee assesses the existing specific arrangements that employees of the Company can use, in confidence, to express their concern about possible irregularities in financial reporting or other matters. If deemed necessary, arrangements will be made for an independent investigation and appropriate follow-up of these matters, in proportion to the alleged seriousness thereof. At the same time, arrangements are made according to which employees can inform the chair of the audit committee directly;
- iv) In case of conflicts of interest, the audit committee monitors the application of the legal and regulatory provisions in force as well as the corporate governance rules within the board of directors and/or within the committees;
- v) The audit committee investigates the areas in which risks could meaningfully affect the financial situation of the Company and its reputation;
- vi) The audit committee verifies whether the procedures used make the identification of these risks possible, estimates the potential impact, and verifies whether the measures to prevent or cover these risks adequately limit the consequences. The audit committee reviews the specific arrangements for raising concerns – in confidence – about possible improprieties in financial reporting or other matters of which it obtains knowledge. The audit committee agrees on arrangements whereby staff may inform the chair of the audit committee directly. If deemed necessary, arrangements shall be made for the proportionate and independent investigation of such matters and for the appropriate follow-up actions;
- vii) When new regulations, legislation or guidelines are provided that could have a significant influence on the Company's accounts, on its financial situation or on its short-term or long-term results, the committee will ensure their introduction and impact as well as the implementing measures approved by the Management Committee. Where appropriate, it will make recommendations to the board of directors and, if necessary, to the Management Committee.

**c) Monitoring the internal audit and its effectiveness:**

- i) Each year, the audit committee ensures that the independent internal audit function has the resources and know-how appropriate to the nature, size and characteristics of the Company;
- ii) The audit committee assesses the work programme of the internal auditor, taking into account the complementary role of the internal and external audit functions. It receives the internal audit reports or a periodic summary thereof;
- iii) In particular, the audit committee makes recommendations regarding the selection, appointment, reappointment and dismissal of the head of internal audit and the budget allocated to internal audit, and examines the extent to which management addresses its findings and recommendations.

d) Monitoring the statutory audit of the financial statements and the consolidated financial statements, including follow-up of the questions and recommendations formulated by the Statutory Auditor

e) External audit, including assessment and monitoring of the independence of the Statutory Auditor:

- i) The audit committee assesses the size and scope of the external audit carried out, as well as the procedures for implementing it;
- ii) It assesses the results of this external audit, as well as the reports of the Statutory Auditor to the shareholders;
- iii) It assesses the effectiveness of the external audit process, and examines the extent to which the management addresses the recommendations made by the Statutory Auditor in their management letter;
- iv) It ensures that the mandate of the Statutory Auditor is exercised with complete independence;

In this respect, the Statutory Auditor will:

- annually confirm their independence from the Company to the audit committee;
- annually report all additional services provided to the audit committee on behalf of the Company;
- consult with the audit committee on the threats to his or her or its independence and the measures taken to limit these threats; and
- send a report to the audit committee containing a description of all his or her or its links with the Company and its group.

More specifically, the audit committee analyses, together with the Statutory Auditor, the threats to his independence and the security measures taken to mitigate these threats when the total fees at the Company exceed the criteria set out in Article 4, § 3, of Regulation (EU) No. 537/2014 (i.e., if the fees received from the Company in each of the last three consecutive financial years for its statutory mandate exceed 15 percent of the total fees of the Statutory Auditor vis-à-vis the Company);

The audit committee also monitors the nature and scope of the additional services performed by the Statutory Auditor. In this respect, the audit committee shall submit to the board of directors an official policy plan that it applies, indicating those additional services that:

- are excluded;
  - are authorised after assessment by the audit committee; and
  - are authorised without reference to the audit committee, with due observance of the specific requirements of the CCA.
- v) It takes cognisance of the report of the Statutory Auditor reporting on the important issues that had come to light in the exercise of its statutory audit of the annual accounts, and more specifically on serious deficiencies in internal control with regard to financial reporting;
- vi) On the proposal of the Management Committee, the audit committee makes a proposal to the board of directors regarding the selection, appointment, reappointment and remuneration of the Statutory Auditor, which are to be presented to the shareholders' meeting.

The proposal of the audit committee for the appointment and reappointment of the Statutory Auditor, after approval by the board of directors, is placed on the agenda of the shareholders' meeting.

- vii) It conducts an inquiry into the issues that give rise to the resignation of the Statutory Auditor and makes recommendations regarding all actions that are required in this respect.

#### **4.2.3 Composition**

The audit committee shall have at least three members and a balanced composition. The board of directors shall ensure that the audit committee has the necessary independence, skills, knowledge, experience and capacity to execute its duties effectively. The board of directors shall ensure that a chairman is appointed for the audit committee.

The Chairman may not be the chairman of the audit committee.

At least a majority of the members of the audit committee must be independent.

The board of directors ensures that the audit committee has sufficient relevant expertise, particularly in the areas of accounting, auditing and financial matters, so that it can effectively fulfil its role.

At least one member of the audit committee has the necessary expertise in accounting and auditing.

#### **4.2.4 Operation**

The audit committee meets at least four times a year. Regularly (and at least every two to three years) it revises its internal rules, evaluates its own effectiveness and makes recommendations to the board of directors regarding the necessary changes.

The audit committee meets at least twice a year with the Statutory Auditor and the internal auditor to discuss matters relating to its internal rules and all matters arising from the audit process and in particular the significant weaknesses of internal control.

The audit committee decides whether, and if so when, the CEO, the CFO, the internal auditor and the external auditor attend its meetings. The audit committee has the opportunity to speak to any relevant person, without a member of the Management Committee being present.

In addition to maintaining an effective working relationship with the Management Committee, the internal auditor and the external auditor must have guaranteed free access to the board of directors. To this end, the audit committee acts as the main point of contact for the internal auditor and the external auditor. The external auditor and the head of the internal audit must have direct and unlimited access to the chair of the audit committee and to the Chair.

After each committee meeting, the board of directors shall receive a written report from the audit committee on its findings and recommendations (minutes) as well as oral feedback at the next board meeting.

#### **4.3 Remuneration and nomination committee**

##### **4.3.1 General**

In accordance with article 7:100 of the CCA, the board of directors has set up a remuneration committee, which also acts as nomination committee.

The committee has the necessary expertise in the area of remuneration policy.

##### **4.3.2 Responsibilities**

Without prejudice to the statutory tasks of the board of directors, the remuneration and nomination committee has the following responsibilities:

###### *(a) Appointment*

The remuneration and nomination committee makes recommendations to the board of directors regarding the appointment of the directors, the CEO and possibly other members of the Management Committee, and ensures that the appointment and reappointment process is as objective and professional as possible.

More specifically, the remuneration and nomination committee must:

- design appointment procedures for directors, CEO and possibly other members of the Management Committee;
- lead the appointment process and make recommendations to the board of directors with respect to suitable candidates;
- periodically evaluate the size and composition of the board of directors and make recommendations to the board of directors regarding changes;
- if and when there are vacant director's positions, seek candidates and submit them for approval to the board of directors;
- advise on proposals for appointment from shareholders;
- prepare plans for the orderly succession of directors and members of the Management Committee and carefully consider succession issues;
- ensure that appropriate talent development programmes and programmes to promote diversity in leadership are in place.

The remuneration and nomination committee shall take into account the proposals made by relevant parties, including management and shareholders.

###### *(b) Remuneration*

The board of directors shall charge the remuneration and nomination committee with the preparation or assessment of proposals to the board regarding:

- the remuneration policy of the non-executive directors, the persons in charge of the day-to-day management (CEO) and the members of the Management Committee as well as, where applicable, the resulting proposals to be submitted to shareholders;
- the individual remuneration for directors, those in charge of the day-to-day management (CEO) and the members of the Management Committee, including variable remuneration and long-term performance bonuses, whether or not linked to shares, in the form of stock options or other financial instruments, and severance pay, and where applicable, the resulting proposals to be submitted to shareholders.

The remuneration and nomination committee prepares the remuneration report that is attached to the Corporate Governance Statement by the board of directors, and explains the remuneration report at the annual shareholders' meeting.

#### 4.3.3 Composition

The remuneration and nomination shall have at least three members and a balanced composition. The board of directors shall ensure that the remuneration and nomination committee has the necessary independence, skills, knowledge, experience and capacity to execute its duties effectively. The board of directors shall ensure that a chairman is appointed for the remuneration and nomination committee.

The remuneration and nomination committee consists exclusively of non-executive directors. A majority of them are independent directors within the meaning of article 7:87 of the CCA, article 3.5 of the Corporate Governance Code and, as article 13 of the REIT Act refers to article 526ter of the (old) Belgian Companies Code, this article 526ter of the (old) Belgian Companies Code.

The Chairman or another member of the committee chairs the committee.

The Chairman may be involved in this, but he/she does not chair the nomination committee when the choice of his or her successor is being dealt with.

The term of the mandate as a member of the committee may not exceed the term of membership of the board of directors.

The CEO participates in the meetings of the remuneration and nomination committee with an advisory vote when it deals with the appointment and/or remuneration of any other members of the Management Committee.

#### 4.3.4 Operation

The remuneration and nomination committee meets at least twice a year and whenever it considers it necessary to properly fulfil its duties.

Regularly (at least every two to three years) it revises its internal rules, evaluates its own effectiveness and makes recommendations to the board of directors regarding the necessary changes.

The remuneration and nomination committee may obtain professional advice at the expense of the Company after the Chair of the board of directors has been informed.

The remuneration and nomination committee has the opportunity to speak to any relevant person, without a member of the Management Committee being present.

The committee regularly reports to the board of directors on the performance of its duties. After each committee meeting, the board of directors shall receive a written report from the committee on its findings and recommendations (minutes) as well as oral feedback at the next board meeting.

## 4.4 Investment committee

### 4.4.1 General

By decision of 18 November 2022, the board of directors set up an investment committee among its members, in accordance with article 7:98 of the Belgian Code of Companies and Associations and in accordance with article 14 of the articles of association. The investment committee is an advisory body of the board of directors and is responsible for providing advice with respect to real estate investment and divestment files presented to the board of directors by the management committee. The investment committee performs its duties under the supervision and responsibility of the board of directors.

The purpose of the creation of the investment committee is to prepare decisions of the board of directors with regard to investment and divestment files in the most efficient manner.

### 4.4.2 Responsibilities

The investment committee provides support and advice to the board of directors when taking decisions with regard to investments and divestments of real estate (including structuring in the form of acquisitions or transfers of real estate companies and including the ESG aspects of investments) falling within the competence of the board of directors. The investment committee can provide advice on decisions of the board of directors relating to the feasibility of a specific investment or divestment as well as on decisions with regard to the approval of a specific investment or divestment. More in particular, the investment committee will analyse, prepare and evaluate the investment and divestment files presented by the management committee and subsequently follow up on the negotiations with the other parties with respect to these decisions in order to check compliance with any conditions imposed in the decisions of the board of directors.

Some investment and divestment decisions falling within the competence of the management committee (in accordance with the delegation decision of the board of directors of 20 May 2022, which took effect on 1 June 2022) do not necessarily fall within the scope of the investment committee and are therefore not discussed with the investment committee before the management committee takes a decision.

### 4.4.3 Composition

The investment committee will consist of at least five directors, including the managing director (CEO) and the chairperson of the board of directors. These members of the investment committee are appointed by the board of directors. At least one member of the investment committee is independent.

The board of directors shall ensure that the investment committee has the necessary independence, skills, knowledge, experience and capacity to execute its duties effectively. At least two members of the investment committee have the required expertise and/or experience in the field of retail real estate and/or the retail sector and are prepared to evaluate the investments (and their commercial attractiveness) on site.

The CEO chairs the investment committee and is responsible for consulting the investment committee in time.

As a rule, the term of office of the committee members coincides with and cannot exceed their term of office as directors. The term of office of the committee members can be extended at the same time as their term of office as directors.



The investment committee is entitled to invite any person whose presence is deemed useful, e.g. the members of the management committee.

A committee member cannot be represented.

The committee members receive an attendance fee, the amount of which, for each separate meeting, is determined by the general meeting on a proposal from the board of directors.

#### **4.4.4 Role of the chairperson**

The chairperson of the committee convenes the committee meetings and determines the agenda after having consulted the management committee. A meeting can in exceptional circumstances also be convened by any member of the investment committee.

The chairperson directs the committee's operations and sees to it that the members reach a consensus following a critical and constructive discussion of the agenda items.

The chairperson takes the necessary measures in order to create a climate of trust within the committee and guarantees the efficiency of the committee's operations.

#### **4.4.5 Operation**

The investment committee meets as many times as necessary, including on an informal and ad hoc basis.

The intention is for the committee to organise its meetings with optimal flexibility so as to enable the company to quickly assess investment or divestment opportunities.

The management committee can present investment or divestment opportunities which they deem interesting to the investment committee in an early stage with a view to obtaining advice from the investment committee. For that purpose the management committee will communicate the relevant investment or divestment file prepared by them to the members of the investment committee via a digital platform (Diligent). The file can be supplemented with additional information in the course of the process.

The members of the investment committee not only provide advice within the context of formal meetings, but also by email, telephone, Teams or other means of communication (including one-on-one communication between the members) or via the organisation of on-site visits with one or several members of the investment committee.

The investment committee meets to prepare their advice (both favourable and unfavourable) to the board of directors with respect to the feasibility or the approval of a specific investment or divestment included in the agenda of the board of directors. Three members of the investment committee must be present in order to conduct valid deliberations. As a rule, advice and recommendations are given by consensus and by majority if necessary. The chairperson of the committee does not have a casting vote.

After each formal committee meeting, the investment committee will provide oral feedback during the next meeting of the board of directors.

## **5 Management Committee (internal rules of the Management Committee)**

### **5.1 General**

The board of directors has set up a Management Committee, to which it has transferred specific, clearly specified managerial powers. The Management Committee is an informal committee and not a management board within the meaning of article 7:104 CCA.

These internal rules were approved by the board of directors on 20 May 2022, effective on 1 June 2022 and were last modified by decision of the board of directors of 23 May 2025, effective on 23 May 2025.

The Management Committee regularly reviews its internal rules and, if appropriate, recommends to the board of directors that it approve any changes it considers desirable.

### **5.2 Responsibilities**

The Management Committee supports the CEO with respect to the Company's executive management. The Management Committee discusses with the board of directors and the CEO, and advises them with respect to, the Company's management in accordance with the values, the strategy, the general policy and the budget of the Company as determined by the board of directors.

In accordance with the delegation of powers decided by the board of directors on 20 May 2022, effective on 1 June 2022, the powers of the Management Committee include the following tasks:

- analysing, preparing and proposing, under the direction of the CEO, the company's policy and general strategy, in order to submit them to the board of directors (including the general lines of policy for financial management, risk management, budget preparation/forecast);
- the operational management of the Company;
- developing, preparing and submitting proposals to the board of directors or to its specialised committees in any matter falling under their powers;
- putting internal controls in place without prejudice to the board of directors' monitoring role, based on the framework approved by the board of directors;
- the complete, timely, reliable and accurate preparation of the financial statements of the Company and of other financial and non-financial information to be presented to the board of directors in accordance with the applicable standards for financial statements and the accounting and other regulations and the relevant policies of the Company, as well as an objective assessment of the Company's financial situation;
- due diligence on investment and divestment projects and the related recommendations to the board of directors valued at more than € 10 million;
- Negotiating and concluding all real estate investment or divestment agreements valued at € 10 million or less;
- decisions on civil or tax proceedings of a judicial or administrative nature (including bringing an amicable end to a dispute or proceedings), of which the commitment or financial risk is less than € 1 million, with the understanding that decisions on criminal proceedings or involving a reputational risk fall under the powers of the board of directors without application of a threshold;
- acquiring or transferring securities for an amount of € 1 million or less, with the understanding that the acquisition and transfer of derivative or structured products used in the implementation

of the hedging policy are not subject to this limit, as long as they remain within the scope of the hedging policy or within budget;

- decisions on investments in liquid assets with maturities of less than 6 months;
- the commercial, operational and technical management of the real estate portfolio, e.g. within the context of investment and divestment decisions and monitoring the budget;
- transactions associated with the Company's tax management: processing of information requests from the tax authorities, signing all documents or declarations to tax administrations at federal or local level or to a foreign tax administration;
- communication with the administrative authorities, supervisory and market authorities (investigation and management of accreditation procedures, various reports, data update, etc.); and
- the organisation and management of support functions, such as:
  - human resources;
  - legal and tax matters;
  - the financial, administrative and legal management of the subsidiaries for the Company's account;
  - the management audit and internal audit: introducing internal controls (systems for identifying, assessing, managing and monitoring financial and other risks), based on the reference framework approved by the board of directors, without prejudice to the monitoring role played by the board of directors;
  - reporting to the board of directors, the FSMA and the Statutory Auditor(s) on the assessment of the internal control system;
  - internal and external communication (except for the communications referred to in Section 3 above); providing the board of directors in due time with all necessary information for the performance of its duties;
  - be responsible and accountable to the board of directors for the discharge of its responsibilities; and
  - after consultation with the Chairman the Management Committee takes the initiative to submit to the board of directors each transaction, even those clearly within its powers, which the Management Committee considers necessary to submit due to its nature, the associated risks or the parties involved. When an operation consists of different components or transactions, the above thresholds apply to the operation as a whole and not to each component or transaction separately.

Within the limits of the above matters, the Company will be validly represented by two members of the Management Committee acting jointly (more information in this respect is given in item 5.10).

This delegation of powers does not concern:

- outlining the strategy and general policy; and
- acts and decisions reserved by law or the articles of association to the board of directors.

### 5.3 Composition

The board of directors appoints and dismisses the members of the Management Committee, in consultation with the CEO, taking into account the need for a balanced executive team.

The Management Committee consists of the following persons:

- the Chief Executive Officer (CEO) of the Company;
- the Chief Financial Officer (CFO) of the Company;
- the Chief Investment Officer (CIO) of the Company; and
- the Chief Legal Officer (CLO) of the Company.

The CEO chairs the Management Committee.

### 5.4 Activity report

At least quarterly, the CEO and the other members of the Management Committee will report to the board of directors on the important aspects of operational management. They will provide the board of directors with all information of significance with regard to at least the following issues:

- developments that affect the Company's activities and the changes in its strategic context;
- the financial prospects and results of the Company;
- current or potential major disputes;
- the most important decisions of the Management Committee; and
- the state of affairs as regards the regular follow-up of all matters falling within the remit of the board of directors.

The Management Committee strives to present the activity report to the directors at the latest 7 days before the meeting of the board of directors for which it is intended.

The Management Committee will communicate with the board of directors in a transparent manner. The Chairman will at all times be kept informed.

### 5.5 Operation

#### Internal operation

The Management Committee is a decision-making body with collegial responsibility and operation.

The chair of the Management Committee may, at his/her initiative or at the request of two other members, submit the matter discussed to a vote. The decision is then adopted by majority vote of the members present or represented. In case of a tie, the chair has a casting vote. The members of the Management Committee take the necessary measures to create a climate of trust and close cooperation by contributing to open discussions and to the constructive presentation of the different views.

The Management Committee meets as often as necessary, under the chair of the CEO, and in principle once a week. It may, as necessary, be convened at any other time by the chair or at least two members of the Management Committee wishing to do so.

The Management Committee may invite to its meetings any person whose presence it considers useful.

The files of the meetings of the Management Committee are centralised and assigned by the Chief Legal Officer, who is also responsible for preparing the reports. The reports are a summary of the discussions, and contain the decisions taken by the Management Committee. They are approved by members of the Management Committee and a copy is kept in the archives of the Company. The CEO and the Chief Legal Officer are each authorised to certify the copies or extracts of the deliberation reports.

#### Responsibilities of CEO as chair of the Management Committee

The responsibilities of the CEO as chair of the Management Committee are:

- presiding over, leading and organising the proper functioning of the Management Committee;
- providing leadership, support and advice to the other members of the Management Committee in the performance of their individual operational responsibilities;
- acting as the main spokesperson for the Company to the outside world;
- reporting to the board of directors on the main initiatives and decisions adopted by the Management Committee in the performance of its duties.

#### Cooperation of CEO as chair of the Management Committee with the Chair of the board of directors

As chair of the Management Committee, the CEO is responsible for a constructive cooperation with the Chair of the board of directors. This entails:

- maintaining permanent communication and dialogue with the Chair of the board of directors in an open and positive climate;
- in consultation with the Chair, determining the objectives for the members of the Management Committee, evaluating their performance and formulating proposals for their remuneration to the remuneration and nomination committee;
- together with the Chair of the board of directors, preparing the agenda items of the board of directors and discussing with him/her all issues in all areas of information and orientation necessary for good harmony between the Management Committee and the board of directors.

### **5.6 Compliance with the Corporate Governance rules**

The members of the Management Committee undertake to comply with the rules applicable to the Company, in particular the CCA, the REIT legislation, the provisions of the 2020 Belgian Corporate Governance Code, the articles of association of the Company, the Corporate Governance Charter, the Dealing Code, the Company's Whistle-blower Policy and the Code of Conduct and any other codes the Company has adopted or will adopt in the future, as well as these internal rules.

### **5.7 Conflicts of interests and duties**

The members of the Management Committee act in the interest of the Company. They shall organise their personal and professional affairs in such a way as to avoid any direct or indirect conflict of interests with the Company.

They shall inform the Management Committee of potential conflicts of interest and shall abstain, as the case may be, from participating in the deliberations and the vote on the agenda item concerned, in accordance with the procedures for the prevention of conflicts of interests contained in the CCA, in the REIT-legislation and in the Company's Corporate Governance Charter.

In addition, the item or file to which the conflict of interests relates is put on the agenda of the meeting of the board of directors for deliberation and decision.

#### **5.8 Transactions relating to the Company's securities**

With regard to transactions relating to securities of the Company, members of the Management Committee are subject to the rules for the prevention of market abuse contained in the Company's Dealing Code.

They must inform the Compliance Officer prior to each transaction and follow the disclosure procedures provided for by applicable law.

#### **5.9 Determination of objectives, performance assessment and remuneration**

The remuneration of the members of the Management Committee is determined, in accordance with the remuneration policy of the Company, by the board of directors on a proposal from the remuneration and nomination committee after consulting the CEO with respect to the remuneration of the members of the Management Committee other than himself/herself.

Each year, the board of directors, on a proposal from the remuneration and nomination committee, will establish the objectives of the members of the Management Committee for the following financial year/years, and assess their performance over the past year in accordance with the Company's remuneration policy. This assessment must include the partial or full awarding of the variable portion of their annual remuneration.

#### **5.10 Representation of the Company**

The Company is validly represented in all transactions and for all obligations vis-à-vis all third parties or public or private administrations:

- either by two directors acting jointly;
- or, within the limits of the special mandate granted by the board of directors to the Management Committee, by two members of the Management Committee;
- or by the CEO within the limits of day-to-day management.

## **6 Remuneration policy**

### **6.1 General**

The remuneration policy applicable to the directors and members of the management committee, as approved by the general meeting, is attached to this Charter as Appendix 1.

### **6.2 Remuneration report**

The Company shall draw up a remuneration report. This remuneration report constitutes a specific part of the Corporate Governance Statement.

The Company's remuneration report is drawn up in a clear and understandable manner and provides an extensive and complete overview of the remuneration, including all benefits of any kind that were granted or are payable to the directors, the other persons in charge of the effective management and the persons in charge of the day-to-day management, including new or former directors, in accordance with the remuneration policy as referred to in article 7:89/1 CCA. In accordance with article 3:6, § 3 CCA, the remuneration report contains the following information about the directors, the other persons in charge of the effective management and the persons in charge of the day-to-day management (CEO):

- 1° a) The total amount of the remuneration, broken down by components, paid by the Company or by any other enterprises belonging to the same group. This information is provided with a breakdown between:
  - the basic remuneration;
  - the variable remuneration: all additional remuneration linked to performance criteria, indicating the form in which this variable remuneration was paid;
  - pension: the amounts paid or the costs of the services rendered during the financial year covered in the annual report, according to the type of pension plan, with an explanation of the applicable pension scheme; and
  - the remaining components of the remuneration, such as the cost or value of insurance and other benefits in kind, with an explanation of the details of the main components
- b) the proportion between the fixed and the variable remuneration;
- c) an explanation of how the total remuneration amount is in line with the remuneration policy, in particular how it contributes to the long-term performance of the Company; and
- d) information about the application of the performance criteria.
- 2° the number of shares, share options or other rights to acquire shares, granted, exercised or expired during the financial year covered in the annual report, their principal characteristics as well as the main conditions for the exercise thereof, including the price and date of the exercise and any changes thereof;
- 3° in case of resignation, the justification and the decision by the board of directors, on the proposal of the remuneration and nomination committee, whether or not the persons concerned qualify for the severance pay and the basis for the calculation thereof;
- 4° as the case may be, information about the possibility to recover variable remuneration;
- 5° information about any derogations from the procedure for the implementation of the remuneration policy and about any derogations referred to in article 7:89/1, § 5 CCA, with



an explanation as to the nature of the exceptional circumstances and with indication of the specific elements that are derogated from.

With respect to the directors and the persons in charge of the day-to-day management (CEO), this information is provided on an individual basis. With respect to the other persons in charge of the effective management, the information referred to in 1°, 4° and 5° is provided as a whole, whereas the information referred to in 2° and 3° is provided on an individual basis.

The remuneration report also describes the annual variation of the remuneration, the annual variation in the development of the Company's performance and the annual variation in the average remuneration, expressed in full-time equivalents, of employees of the Company other than the directors, the other persons in charge of the effective management and the persons in charge of the day-to-day management (CEO) over a period of at least five financial years and presented jointly in a manner that makes a comparison possible.

The remuneration report also indicates the ratio between the highest remuneration of the members of the management and the lowest wage (in full-time equivalent) of the employees.

In its remuneration report the Company makes no mention of special categories of personal data of individual natural persons as referred to in article 9 paragraph 1 of Regulation (EU) 2016/679 of the European Parliament and the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EG, nor of personal data referring to the family situation of individual natural persons.

The Company uses the personal data of individual natural persons included in the remuneration report, in order to increase the transparency of the Company with regard to the remuneration of directors, the other persons in charge of the management and the persons in charge of the day-to-day management so it increases the Company's accountability and shareholders are more capable of supervision of their remuneration.

In accordance with article 3:6, § 3/1 *in fine* CCA and without prejudice to a longer period possibly determined in specific legal provisions, the Company will not retain the personal data of natural persons included in the remuneration report longer than ten years following the publication of the remuneration report.

## 7 Dialogue with the shareholders

### 7.1 Shareholder structure

Based on the number of voting rights that appears from the information that the Company has received from its shareholders at the time of drawing up (the latest update of) this Charter, the Company's shareholder structure is composed as follows:<sup>1</sup>

Shareholders	%
Nextensa NV <sup>2</sup>	9.19%

<sup>1</sup> Taking into consideration the denominator that is valid on the date of drawing up this Charter (13,226,452 shares), this table, which is merely informative, shows the (presumed) shareholder structure. It should be noted that this does not necessarily correspond with reality (not for all shareholders in any case), since the company is not necessarily aware of share transactions that did not result in a triggering of a notification threshold, and thus did not result in a transparency notification.

<sup>2</sup> This information was provided by Stichting Administratiekantoor 'Het Torentje' and Nextensa NV and relates to shares held by Nextensa NV.



The Belgian State <sup>3</sup>	4.87%
AXA SA <sup>4</sup>	5.19%
BlackRock, Inc. <sup>5</sup>	4.52%
Private Stichting Administratiekantoor Vleterinvest <sup>6</sup>	3.98%
Degroof Petercam Asset Management SA	2.87%
Public	69.38%
Total	100%

Each share represents one vote. The main shareholders do not have preferential voting rights.

## 7.2 Relations between shareholders

The Company is not aware of any shareholders' agreements between the shareholders.

## 7.3 Relations with the most important shareholders

Except for the usual commercial transactions subject to market conditions, there are no links between the Company and its major shareholders

## 7.4 Communication with shareholders

The Company respects the rights of all shareholders and encourages their involvement. The Company ensures equal treatment of all shareholders. It provides all necessary facilities and information for the shareholders to be able to exercise their rights with full knowledge of the facts/in an informed way.

The board of directors, through its Chairman, is in charge of communicating with the shareholders and potential shareholders. The board of directors encourages effective dialogue with the shareholders and potential shareholders. In order to promote this dialogue, the Company communicates through various channels with the shareholders and potential shareholders.

The Company communicates primarily through its website ([www.retailstates.com](http://www.retailstates.com)). It publishes on its website all information and documentation that is of interest to its shareholders, investors or other stakeholders. The Company also dedicates a specific part of its website to describing the rights of shareholders regarding participation and voting rights at the shareholders' meeting. The website includes a calendar of shareholders' meetings.

The Company's articles of association and the Charter are available at all times on the Company's website.

In addition, the Company keeps the shareholders and potential shareholders informed of new developments and financial results through press releases. The Company also issues at regular

<sup>3</sup> This information was provided by FPIM NV, Belfius Insurance NV and Belfius Bank NV and relates to shares mainly held by Belfius Verzekeringen NV.

<sup>4</sup> This information was provided by Axa NV and relates to shares held by AXA Belgium SA.

<sup>5</sup> This information was provided by different BlackRock entities and relates to shares held by different BlackRock entities.

<sup>6</sup> This information was provided by Private Stichting Administratiekantoor Vleterinvest and relates to shares held by Shopinvest NV and De Vleterbeek NV.

intervals an annual financial report and a half-yearly financial report. The website includes a timetable regarding the periodic information.

When price sensitive information or information related to changes in the rights of shareholders arises, the Company will in principle immediately announce this in accordance with the applicable legislation.

Finally, the shareholders' meetings are also used to communicate with the shareholders and to stimulate their involvement (see below).

## **7.5 Shareholders' meetings**

The Company encourages shareholders to participate in the shareholders' meetings. The shareholders who are not present have the opportunity to vote by proxy or, if so permitted by the board of directors in the convening notice, by ballot. A shareholder may only appoint one proxy holder for a given shareholders' meeting, without prejudice to the derogations provided for in the CCA.

Prior to the shareholders' meeting, the Company will make available the relevant information through its website.

When convening shareholders' meetings, the Company will provide an explanation of the agenda items and resolutions proposed by the board of directors. In addition to the formalities stipulated by the CCA in this respect, the Company uses its website to disclose all relevant information and documentation about the exercise by shareholders of their voting rights.

One or several shareholders collectively possessing at least 3% of the registered capital may, in accordance with the provisions of the CCA and within the limits thereof, request the inclusion of items on the agenda of any shareholders' meeting, and submit proposals for resolutions with respect to the items included or to be included in the agenda. Additional agenda items or proposed resolutions must be submitted to the Company no later than on the 22nd day before the date of the shareholders' meeting. The directors shall answer the questions asked of them by the shareholders during the meeting or in writing with respect to their report or the agenda items, insofar as communication of the information or facts is not of such a nature that it would damage the business interests of the Company or violate the confidentiality to which the Company or its directors are bound. As soon as the convening notice to a shareholders' meeting has been published, shareholders may ask questions in writing that will be answered at the meeting, provided that the Company has received the written questions no later than the sixth day before the meeting, and provided that the relevant shareholders comply with the formalities that must be fulfilled in order to be admitted to the meeting, as stated in the CCA.

The chairman leads the shareholders' meeting and takes the necessary steps to answer relevant questions from shareholders.

The Company will publish the results of the votes (within fifteen days after the shareholders' meeting) and minutes of the shareholders' meeting as soon as possible after the meeting on its website.

## **7.6 Investors**

The board of directors encourages investors, and in particular institutional investors, to play an important role in carefully evaluating the corporate governance of the Company. The board of directors strives to make institutional and other investors aware of the importance of all the relevant factors to which their attention is drawn.

The board of directors invites investors to carefully consider the statements given to justify a deviation from the Corporate Governance Code and, in all cases, to make a reasoned judgement. The board of directors shall enter into dialogue with the investors if they do not accept the position of the Company.

## **8 Internal control**

### **8.1 General**

In accordance with the corporate governance rules and the relevant legislation, the Company has developed an internal control and risk management system taking into account the nature, size and complexity of the Company's activities and its environment.

Internal control is a process which aims to provide reasonable guarantees to ensure that the following objectives are met:

- effectiveness and improvement of the operation of the company;
- reliability and integrity of information;
- compliance with policies, procedures, legislation and regulations.

In the implementation of its internal control process, the Company has used the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission) as a reference framework. The components of this framework and their application at Retail Estates are discussed below.

Sound internal control and balanced risk management are an inherent part of the Company's corporate culture and are communicated throughout the organisation through:

- corporate governance rules and the existence of a remuneration- and nomination committee;
- the existence of a code of conduct, dealing in particular with issues such as conflicts of interest, professional secrecy, the acquisition and transfer of shares, prevention of abuse of company assets, communication etc.;
- a detailed human resource policy with staff recruitment rules, periodic evaluation of performance and determination of annual targets;
- follow-up of procedures and formalisation of processes.

The board of directors regularly evaluates the Company's exposure to risks, the financial impact of these risks and the actions that must be taken to monitor these potential risks, to avoid the risks and/or (where relevant) to limit the impact of these risks.

In particular, the Company has developed internal control and risk management systems for the most important processes within the Company, namely managing costs and expenses, repairs and maintenance, developments, collecting rents, vacancy and rent renewals.

### **8.2 Appropriate risk management policy**

The main risks the Company faces relate to (i) the market value of the properties, (ii) changes in the rental market, (iii) the structural condition of the buildings, (iv) financial risks, including liquidity risk, the use of financial instruments and banking counterparty and covenant risk, (v) technical permit-related risks, (vi) changes to the traffic infrastructure, (vii) soil contamination, (viii) risks associated with merger, demerger or acquisition transactions, and (ix) regulatory risks.

Measures and procedures are in place to identify and monitor each of the listed risks, to avoid these risks and/or to minimize their impact, if any, and to assess, control and monitor their consequences as much as possible. This is the role of the risk manager.

### 8.3 Integrity policy

The integrity policy (overseen by the person entrusted with the “compliance function”) covers various aspects, including the prevention of insider trading, conflicts of interest and incompatibility of mandates, non-corruption, professional secrecy etc.

The effective management examines (on a regular basis) which other areas and activities should be included in the scope of the compliance function. The “independent compliance function” is treated as an independent function within the organisation and focuses on investigating and promoting compliance by the Company with the laws, regulations and rules of conduct applicable to the Company and, in particular, the rules relating to the integrity of the Company’s activities. We discuss the most important of these below:

#### 8.3.1 Prevention of insider trading

In accordance with the principles and values of the company and within the framework of the implementation of the Corporate Governance Code, Retail Estates nv has included rules in its code of conduct (“Dealing Code”) that must be observed by the directors, employees and appointed persons who want to trade in financial instruments issued by Retail Estates. The Dealing Code was harmonised with the 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 Belgian Act of 2 August 2002 on the supervision of the financial sector and on financial services and the Corporate Governance Code). The Company’s Dealing Code constitutes an integral part of this Charter (see Appendix 2) and can be consulted (separately) on the Company website.

The Dealing Code covers for example the disclosure of information relevant to such transactions and stipulates:

- restrictions on the execution of transactions in financial instruments of the Company during specific periods prior to publication of the financial results (“closed periods”) or during any other period considered sensitive (“prohibited periods”);
- the appointment of a compliance officer to oversee compliance with the Dealing Code by the directors and other designated persons;
- prior notification to the compliance officer by the designated persons of all transactions in financial instruments of the Company; and
- the disclosure of each transaction by the designated persons.

#### 8.3.2 Internal procedure for reporting infringements – Whistle-blower policy

The Company has an internal procedure for reporting actual or potential infringements of laws and regulations within the policy areas listed in article 2.2 of the policy (the “**Whistle-blower Policy**”). The Whistle-blower Policy is available on the Company’s website.

#### 8.3.3 Conflicts of interests and incompatibility of mandates

Concerning the settlement of conflicts of interest, the Company is subject to legal rules (Articles 7:96 and 7:97 of the CCA and articles 36 through 38 of the REIT Act) as well as to the rules contained in its articles of association and in this Charter.

In accordance with the provisions of the REIT legislation, the board of directors ensures that the Company gives priority to the interests of the Company. Each director places the company's interests above their own. The directors have the duty to look after the interests of all shareholders on an equivalent basis.

Each director and each member of the Management Committee manage their personal and business interests in such a way as to minimise the occurrence of direct or indirect conflicts of interests and in such a way that they are not involved in the decision-making process in the event of a conflict of interest in accordance with the applicable legal rules

However, if this is the case, the director or member concerned will inform the Chairman, or the chairman of the Management Committee (CEO), thereof, after which the Chair will take the necessary steps and, if required by law, the applicable provisions of the Belgian Companies Code and/or the REIT legislation in this regard will apply. Transactions between the Company and its directors or members of the Management Committee must be in accordance with the usual market conditions.

In this case, the Company must first inform the Financial Services and Markets Authority (FSMA).

The above-mentioned transactions, as well as the information contained in prior communications, are explained in the annual report and, if applicable, in the half-year report.

The above provisions do not apply to transactions outside the scope of the conflicts of interest procedure provided for by the REIT legislation.

In view of the Company's activities, and in particular the fact that the negotiation and conclusion of certain agreements belong to day-to-day management and the powers of the CEO, without the intervention of the board of directors or the Management Committee being required in principle, the following transactions between the Company and its non-executive directors (and their associated persons) are not covered by the conflict of interests arrangement:

- lease agreements concerning commercial retail matters involving a nonexecutive director;
- insurance and finance agreements relating to tangible non-current assets.

To the extent relevant, these provisions are *mutatis mutandis* applicable to the members of the Management committee.

#### **8.3.4 Non-corruption**

Retail Estates strongly emphasises the principles of honesty and integrity, and expects a similar attitude on the part of third parties with whom the company does business.

#### **8.3.5 Professional secrecy**

It is expressly forbidden for members of the bodies of the Company and for personnel to use or reveal any confidential information they acquire during the course of their duties for improper purposes.

### **8.3.6 Political activities**

In pursuing legitimate commercial objectives, Retail Estates acts in a socially responsible manner in accordance with the laws of the country in which the it is active.

## **8.4 Independent supervisory functions**

### **8.4.1 Risk management function**

Measures and procedures are in place to identify and monitor the risks that the Company faces, to avoid these risks and/or to minimize their impact, if any, and to assess, control and monitor their consequences as much as possible. This is the role of the risk manager.

As a large number of risks are legal in nature - in the opinion of the board of directors, the main risks relate to the acquisition activities rather than to portfolio management activities – Ms. Runa Vander Eeckt, chief legal officer (member of the transaction team), was appointed risk manager. She consults with the compliance officer in this context.

The risk manager was appointed for an indefinite term and has the required professional reliability and suitable expertise.

### **8.4.2 Independent compliance function**

The board of directors has appointed Ms. Runa Vander Eeckt, chief legal officer, as compliance officer. Based on her position, she is in particular responsible for compliance with the integrity policy as described above.

The term of office of Runa Vander Eeckt as compliance officer is indefinite.

### **8.4.3 Independent internal audit function**

The person in charge of the internal audit is responsible for the independent and ongoing assessment of the activities of the Company and analyses the quality and efficiency of existing procedures and methods of internal control.

The internal auditor will present his findings on a yearly basis.

The internal audit function is performed by an external consultant. The internal audit function (which is thus outsourced to an external internal auditor-legal person represented by a natural person) is performed under the supervision and responsibility of Mr. Michiel Malengier, the finance manager of the Company. He has the required professional integrity and appropriate expertise.

## **8.5 Internal audit functions within Retail Warehousing Invest**

In accordance with Article 17, §2 of the REIT Act, internal control within the Company also concerns its subsidiary with the status of institutional REIT, Retail Warehousing Invest NV.

**APPENDIX 1: Remuneration policy****REMUNERATION POLICY****I. SCOPE**

Pursuant to article 7:89/1 of the Belgian Code of Companies and Associations (the “CCA”) and the 2020 Belgian Corporate Governance Code (“Code 2020”), this remuneration policy applies to the members of the board of directors (both the non-executive and the executive directors) and to the members of the management committee.

The remuneration policy was approved at the meeting of the board of directors of Retail Estates of 21 May 2021, based on the proposal of the remuneration and nomination committee. It was submitted to the annual general meeting on 19 July 2021 for approval and was approved by the general meeting. The remuneration policy is applicable from 1 April 2021 (financial year 2021-2022).

Retail Estates will pay the remuneration of the directors and the members of the management committee in accordance with the approved remuneration policy.

The company can temporarily deviate from the remuneration policy, but only in case of extraordinary circumstances and in accordance with the procedure laid down in section VI of this remuneration policy.

The remuneration policy will be presented to the general meeting on the occasion of every material change and at least every four years.

**II. GENERAL VIEW OF REMUNERATION**

Both the remuneration policy for directors and members of the management committee and the work and wage conditions of the employees of Retail Estates are based on the following principles, which reflect the company’s general view of remuneration:

- A remuneration **in line with market standards**, enabling the company to attract and retain talented directors, managers and employees, taking into account the size of the company and its financial perspectives. That’s why the company, where the remuneration of the directors and the members of the management committee is concerned, takes into account a **benchmark** against comparable companies.
- Remunerations **in proportion to** everyone’s individual responsibilities and experience.
- A **healthy relationship** between the remuneration of the management and that of the staff.
- **Stimulation of sustainable value creation** by taking into account the financial and non-financial performance criteria that contribute to the long-term interests and the sustainability of Retail Estates when determining the variable remuneration of the members of the management committee.
- Taking into account the **interests of all stakeholders**, including the viewpoint and perspective of a long-term shareholder.



### III. REMUNERATION POLICY FOR THE NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS<sup>7</sup>

#### 1. The decision-making process for the determination, revision and implementation of the remuneration policy and measures to prevent and control conflicts of interests

The remuneration of the non-executive directors is determined by the (annual) general shareholders' meeting, based on the proposal of the board of directors. The remuneration and nomination committee submits proposals to the board of directors with regard to the remuneration of the non-executive directors.

The remuneration of non-executive directors takes into account their role as directors and their specific roles as chairperson of the board of directors, as chairperson or member of a committee within the board of directors, as well as the resulting responsibilities, the risks and the time dedicated to their tasks.

Every year after the end of the financial year, the remuneration and nomination committee evaluates and analyses the implementation of the remuneration policy and the individual remuneration on the basis of the above-mentioned criteria. The committee also takes into account a benchmark against the remuneration implemented in other comparable real estate companies, either listed or not. If necessary, the committee advises to adjust the implementation of the remuneration policy as well as the remuneration granted to non-executive directors. Material changes are always subject to approval by the general shareholders' meeting.

The remuneration of the non-executive directors is determined by the general shareholders' meeting. This is a legally determined exclusive authority of the general shareholders' meeting, which ensures that no conflicts of interests can occur in this respect.

In addition, the statutory rules with respect to conflicts of interests (as laid down in the Belgian Code of Companies and Associations and in the BE-REIT Act) are applicable to the directors.

#### 2. Components of the remuneration

The remuneration of the non-executive directors essentially consists of:

- a **fixed annual director's remuneration** that is identical for all non-executive directors, except for the chairperson, given their specific role and responsibilities;
- **attendance fees**; these fees are granted to the non-executive directors for their presence at the meetings of the board of directors and, as the case may be, for their presence at the meetings of the committees established within the board of directors.

The fixed director's remuneration is not determined on the basis of the operations and transactions performed by the company or its perimeter companies<sup>8</sup> (article 35, §1 of the BE-REIT Act).

Insofar as necessary, it is clarified that the non-executive directors can in certain cases receive a specific remuneration if they perform **special, ad hoc assignments** for the board of directors, like site visits within the context of potential investments. Such a specific remuneration is determined by the board

<sup>7</sup> The executive directors do not receive a remuneration in their capacity as members of the board of directors.

<sup>8</sup> I.e., in accordance with article 2, 18° of the BE-REIT Act, "the company in which the regulated real estate company holds more than 25% of the share capital, either directly or indirectly, including the subsidiaries within the meaning of article 6, 2° of the Code of Companies."



of directors on the basis of the relevant responsibilities or specific powers connected with the assignment.

The non-executive directors do not receive **any performance-linked (variable) remunerations** like bonuses and share options.

By way of derogation from provision 7.6 of the 2020 Code, the company **does not allot any shares** to non-executive directors. The company feels that the legal framework and the nature of the company (BE-REIT), its general policy and its mode of operation already meet the objective of provision 7.6 of the 2020 Code (which is to encourage the non-executive directors to act with the perspective of a long-term shareholder) and adequately guarantee that action is undertaken with a view to promoting long-term value creation. This perspective is embedded in the governance of Retail Estates as a regulated real estate company. The Retail Estates share has a strong track record and the company's directors strive for solid earnings per share year after year, an ambition that is certainly achieved. Retail Estates feels that the directors have proved in the past that this perspective, without the award of a remuneration in the form of shares, is sufficiently present in the directors' conduct.

Obviously, the foregoing does not prevent certain non-executive directors from having a share participation in Retail Estates on the basis of a personal decision and without any obligation imposed by the remuneration policy.

The company took out a **civil liability insurance for directors** ("D&O Insurance") to cover the liability of its non-executive and executive directors. The premium of this insurance is paid by the company.

The non-executive directors **do not enjoy any other benefits in kind** (e.g. a company car, mobile phone, laptop computer or benefits linked to pension schemes).

However, the non-executive directors can receive a compensation for the normal and justified expenses and costs, of which they can prove that they were incurred within the context of their assignment.

The non-executive directors can (exceptionally) hold the office of director in one of the company's subsidiaries (e.g. Retail Warehousing Invest NV, an institutional real estate company). Any remunerations granted for the exercise of this office are incorporated into the remuneration report.

### 3. Appointment and dismissal of non-executive directors

The non-executive directors and the executive directors where their mandate as directors is concerned, are appointed by the general meeting for a period of 4 years maximally. They have the status of a **self-employed person**. Their **appointments can be revoked at any time** by the general shareholders' meeting with a simple majority of votes, without notice period or payment in lieu of notice. However, the general shareholders' meeting has the option to grant a notice period or payment in lieu of notice within the context of the dismissal.

#### IV. REMUNERATION POLICY FOR THE CEO AND THE OTHER MEMBERS OF THE MANAGEMENT COMMITTEE

##### 1. The decision-making process for the determination, revision and implementation of the remuneration policy and measures to prevent and control conflicts of interests

The **remuneration and nomination committee** is entrusted with the preparation or assessment of proposals submitted to the board of directors with respect to the individual remuneration of the CEO and the members of the management committee, including the variable remuneration.

The remuneration for the CEO and the other members of the management committee is determined with a view to attracting, motivating and retaining the necessary talent, taking into account the size of the company and the individual responsibilities that are expected from the CEO and every member of the management committee, the required relevant experience and skills and the seniority. The remuneration and nomination committee presents the result of this analysis and its substantiated recommendations to the board of directors, which will then take a decision. The committee also takes into account a benchmark against the remuneration implemented in other comparable real estate companies, either listed or not.

The **board of directors** subsequently determines the remuneration of the CEO and the other members of the management committee, taking into account the proposals of the remuneration and nomination committee. The board of directors also ensures that the remuneration is consistent with the company's remuneration policy.

Specifically with respect to the **variable remuneration**, the **assessment of the performance targets** is discussed and analysed in a meeting of the remuneration and nomination committee. The variable remuneration can only be granted if the performance targets were met during the reference period. The result of the annual targets is assessed at least once a year, usually within two months after the end of the financial year. The extent to which the financial criteria were met is checked after the closure of the financial year on the basis of the accounting and financial data that are analysed in the audit committee. The assessment of the non-financial criteria is done by the remuneration and nomination committee on the basis of a reasoned proposal of either the chairperson of the board of directors (if it concerns the performance of the CEO) or the CEO in consultation with the chairperson of the board of directors (if it concerns the performance of the other members of the management committee). The remuneration and nomination committee subsequently presents their advice and proposal for remuneration to the board of directors. The board of directors grants the variable remuneration to every member of the management committee who qualifies on the basis of the result achieved.

The **required measures for the prevention and control of potential conflicts of interests** have been taken at several levels:

- The remuneration and nomination committee, which plays an advisory role in the determination of the remuneration of the CEO and the other members of the management committee, exclusively consists of non-executive directors. The majority of these members are independent directors. Consequently, the executive directors do not take part in the assessment of the proposal for remuneration formulated by the remuneration and nomination committee.
- The executive directors (and the members of the management committee who are not directors) do not take part in the deliberation and the vote during the board meeting at which their own

remuneration is discussed, nor in the consultations with respect to their own remuneration that take place within the remuneration and nominations committee. At the request of the remuneration and nomination committee, the CEO answers the questions that are asked with respect to the remunerations of the other members of the management committee during the consultations that take place within the remuneration and nomination committee.

In addition, the statutory rules with respect to conflicts of interests (as laid down in the Belgian Code of Companies and Associations and in the BE-REIT Act) are obviously also applicable to the members of the management committee who are also executive directors (at the moment, these members are the CEO and the CFO).

## 2. Description of the components of the remuneration of the CEO and the other members of the management committee

The remuneration of the CEO and the other members of the management committee consists of the following components:

- A **fixed remuneration**
- A **variable remuneration**
- **Other benefits**

These components of the remuneration are granted individually under the conditions to be determined by the board of directors on the proposal of the remuneration and nomination committee.

The remuneration is determined in accordance with the articles 7:90, 7:91, 7:92 and 7:121 of the CCA. Based on article 12 of Retail Estates' articles of association, the restrictions set out in article 7:121, fourth paragraph *juncto* article 7:91 second paragraph of the CCA do not apply.

By way of derogation from provision 7.9 of the 2020 Code, the company **does not allot shares to the CEO and the other members of the management committee**. The company feels that the legal framework and the nature of the company (BE-REIT), its general policy and its mode of operation already meet the objective of provision 7.9 of the 2020 Code (which is to encourage the executive management to act with the perspective of a long-term shareholder) and adequately guarantee that action is undertaken with a view to promoting long-term value creation. This perspective is embedded in the management of Retail Estates as a regulated real estate company. The Retail Estates share has a strong track record and the management strives for solid earnings per share year after year, an ambition that is certainly achieved. Retail Estates feels that the management has proved in the past that this perspective, without the award of a remuneration in the form of shares, is sufficiently present in the management's conduct.

Obviously, the foregoing does not prevent certain members of the management committee, either or not directors, from having a share participation in Retail Estates on the basis of a personal decision and without any obligation imposed by the remuneration policy. The board of directors does reserve the right to introduce a mechanism for the granting of part of the remuneration in the form of shares (or share options).

The CEO will exercise the **mandate** of (managing) **director** of all **subsidiaries** of the company. The other members of the management committee can also exercise a mandate of director in the subsidiaries of Retail Estates. The mandate in subsidiaries can be exercised via their management company if the CEO or the member of the management committee respectively is the permanent representative of this

management company. Any remunerations received for the exercise of these mandates are incorporated into the remuneration report of the company. Unless agreed otherwise, the end of the agreement between the CEO or the member of the management committee on the one hand and the company on the other hand will also lead to the end of the mandates they exercise in the subsidiaries.

## **2.1 Components of the remuneration of the CEO**

The CEO exercises a mandate of executive director and is also a member of the management committee and charged with the company's daily management. In addition, the CEO is the effective manager of the company in accordance with the provisions of article 14, § 3 of the BE-REIT Act.

The mandate of the CEO in his capacity of executive director is not remunerated.

### **2.1.1. Fixed remuneration of the CEO**

The fixed remuneration of the CEO is determined on the basis of his responsibilities and individual competences and skills, in addition to the experience in several fields (commercial, real estate-technical, legal, fiscal, financial, accounting and general policy).

The fixed remuneration is not determined on the basis of the operations and transactions performed by the company or its perimeter companies (article 35, §1 of the BE-REIT Act). The fixed annual compensation is paid in twelve monthly instalments.

Any adjustments to the fixed remuneration are discussed every year by the remuneration and nomination committee, which presents a proposal to the board of directors. The board of directors subsequently takes a decision with respect to the fixed remuneration, respecting the rules relating to conflicts of interests.

At the request of the CEO the board of directors can decide to grant the fixed remuneration (partially) in the form of an individual pension benefit (type "defined contribution").

The fixed remuneration of the CEO is adjusted to the health index annually.

### **2.2.1. Variable remuneration of the CEO**

The variable remuneration granted to the CEO under the conditions to be determined by the board of directors on the proposal of the remuneration and nomination committee is determined on the basis of the extent to which previously determined **annual targets**, which are of a **qualitative** as well as of a quantitative nature, are met and on the basis of exceptional performances, if any, related to the above-mentioned targets, delivered in the course of the financial year. The annual targets can take into account the targets that have a positive influence on the company in the short term (STI) as well as those that have a positive influence in the long term (LTI). The targets are in line with the company's strategy.

A variable remuneration can only be granted if (a) the criteria for the granting of that variable remuneration or the part of the variable remuneration that depends on the results exclusively relate to the consolidated net result of the company, to the exclusion of all variations of the fair value of the assets and the hedging instruments and (b) no remuneration is granted on the basis of a specific operation or transaction of the company or its perimeter companies[1](see article 35, §1 BE-REIT Act).

The board of directors avoids setting criteria that may incite the CEO to give preference to short-term targets that may influence the variable remuneration but may have a negative influence on the company in the medium and long term.

The amount of the **variable remuneration in the short term (STI)** is determined on the basis of the actual achievement of quantitative and qualitative targets in the short term.

These quantitative targets comprise (to the extent that is allowed under the applicable law) the occupancy rate, the rental income, the operational margin, the completion of specific projects, ESG targets and investment and divestment targets. The qualitative targets may vary from one year to another depending on the priorities set in the field of personnel management, external communication, leadership and other initiatives.

The targets are set and weighed depending on their importance. Their relative importance and the amount paid depending on the extent to which they are achieved are determined by the board of directors on the proposal of the remuneration and nomination committee. These targets are determined at the time at which the budget is prepared and take into account this budget, so that they are in line with the company's strategy.

The percentage of the variable remuneration in the short term may vary between 0% and 35% of the annual fixed remuneration (if 100% of the targets are reached).

At the request of the CEO, the board of directors can decide on the form of this short-term variable remuneration (e.g. individual pension benefit (type "defined contribution"))).

The purpose of the **long-term variable remuneration (LTI)** is to align the CEO's interests with those of the shareholders and to encourage the CEO to have a long-term vision.

The criteria for the long-term variable remuneration include the company's strategy, the evolution of the ESG targets and of the dividends over several years, as well as personal targets to support this multi-annual perspective.

The percentage of the long-term variable remuneration may vary between 0% and 35% of the annual fixed remuneration (if 100% of the targets are reached).

#### 2.3.1. Other benefits for the CEO

The CEO enjoys an incapacity insurance or disability insurance.

In addition, the CEO receives a compensation for the normal and justified expenses and costs of which he can prove that they were incurred within the context of his assignment. The company provides a laptop computer and a smartphone, but not a company car.

These other benefits represent maximally 10% of the annual fixed remuneration of the CEO.

In addition, an exceptional bonus can be granted to the CEO for non-recurring and exceptional performances if suggested by the remuneration and nomination committee and subject to the consent of the board of directors. This bonus does not have any impact on the possible granting of a variable remuneration for the same financial year. This bonus has to correspond to the general view of the

board of directors on the remuneration policy, as explained under section II above. The exceptional bonus, as the case may be, represents maximally 35% of the annual fixed remuneration of the CEO.

#### 2.4.1. Contractual terms and conditions applicable to the CEO

The agreement relating to the CEO provides for a **notice period** of eighteen months in case of termination of the agreement by Retail Estates. Any termination compensation to be paid if the company waives performance during the notice period shall be calculated on the basis of the fixed remuneration (including the annual premiums for the individual pension benefit (type "defined contribution")). The notice period was approved by the board of directors in accordance with the legal provisions and upon the advice of the remuneration and nomination committee, taking into account the CEO's contribution to the company's growth since the initial public offering in March 1998.

If the CEO terminates the agreement, the notice period is six months.

If the CEO is unable to perform his duties because of incapacity for work (illness or accident), Retail Estates shall continue to pay him the fixed portion of his remuneration for a period of two months from the first day of incapacity for work. Subsequently, he will receive a disability benefit from an insurance company, equaling 75% of the fixed remuneration (see section 2.1.3 above).

The agreement with the CEO provides for the right for the company to claim back all or part of the variable remuneration during a period of one year after its payment if it appears that the payment was made on the basis of inaccurate information about the achievement of the targets on which the variable remuneration was based or about the circumstances on which payment of the variable remuneration depended and that this inaccurate information was due to fraud by the CEO.

## **2.2 The other members of the management committee**

The remuneration of the other members of the management committee consists of the following components:

### 2.2.1. The fixed remuneration of the other members of the management committee

The fixed remuneration of the other members of the management committee is determined on the basis of their responsibilities and individual competences and skills, in addition to the experience in several fields that are relevant for each of their individual responsibilities (commercial, real estate-technical, legal, fiscal, financial, accounting and general policy).

The fixed remuneration is not determined on the basis of the operations and transactions performed by the company or its perimeter companies (article 35, §1 of the BE-REIT Act).

The fixed annual compensation is paid in twelve monthly instalments.

Any adjustments to the fixed remuneration are discussed every year by the remuneration and nomination committee, which presents a proposal to the board of directors. The board of directors subsequently takes a decision with respect to the fixed remuneration of the members of the management committee, respecting the rules relating to conflicts of interests.

At the request of the individual members of the management committee, the board of directors can decide to grant the fixed remuneration (partially) in the form of an individual pension benefit (type “defined contribution”).

The fixed remuneration of the other members of the management committee is adjusted to the health index annually.

#### 2.2.2. The variable remuneration of the other members of the management committee

The variable remuneration granted to the other members of the management committee under the conditions to be determined by the board of directors on the proposal of the remuneration and nomination committee is determined on the basis of the extent to which previously determined **annual targets**, which are of a **qualitative** as well as of a **quantitative** nature, are met and on the basis of exceptional performances, if any, related to the above-mentioned annual targets and delivered in the course of the financial year. The annual targets take into account the targets that have a positive influence on the company in the short term (STI) as well as those that have a positive influence in the long term (LTI). The targets are in line with the company’s strategy.

A variable remuneration can only be granted if (a) the criteria for the granting of that variable remuneration or the part of the variable remuneration that depends on the results exclusively relate to the consolidated net result of the company, to the exclusion of all variations of the fair value of the assets and the hedging instruments and (b) the variable remuneration is not granted on the basis of a specific operation or transaction of the company or its perimeter companies (see article 35, §1 BE-REIT Act).

The board of directors avoids setting criteria that may incite the members of the management committee to give preference to short-term targets that may influence their variable remuneration but may have a negative influence on the company in the medium and long term. In this context, special attention is paid to the ESG targets.

The amount of the **short-term variable remuneration (STI)** is determined on the basis of the actual achievement of quantitative and qualitative targets in the short term, which are set annually by the board of directors and assessed on the proposal of the remuneration and nomination committee.

These quantitative targets comprise the occupancy rate, the growth, ESG targets, the operational margin and (to the extent allowed under the applicable legislation) special/exceptional projects. The qualitative targets may vary from one year to another depending on the priorities set at the time of the preparation of the budget and include the usual fields, such as efficient and sustainable projects, leadership and other initiatives.

The targets are set and weighed depending on their importance. Their relative importance and the amount paid depending on the extent to which they are achieved are determined by the board of directors on the proposal of the remuneration and nomination committee. These targets are determined at the time at which the budget is prepared and take into account this budget, so that they are in line with the company's strategy.

The percentage of the variable remuneration in the short term may vary between 0% and 35% of the annual fixed remuneration (if 100% of the targets are reached).



At the request of the relevant member of the management committee, the board of directors can decide on the form of this short-term variable remuneration (e.g. individual pension benefit (type “defined contribution)).

The purpose of the **long-term variable remuneration (LTI)** is to align the interests of the other members of the management committee with those of the shareholders and to encourage the management committee and its individual members to have a long-term vision.

The criteria for the long-term variable remuneration include the company's strategy, the evolution of the ESG targets and of the dividends over several years, as well as personal targets to support this multi-annual perspective.

The percentage of the long-term variable remuneration may vary between 0% and 35% of the annual fixed remuneration (if 100% of the targets are reached).

#### 2.2.3. Other benefits of the other members of the management committee

The other members of the management committee benefit from an incapacity or disability insurance, an orphan's pension and a hospitalisation insurance, in addition to the reimbursement of representation expenses.

In addition, a smartphone and a laptop computer and/or a tablet are provided, as well as a company car in some cases. The company may pay the costs of a company car, or they may be included in the fixed remuneration of the member of the management committee. This is determined in consultation with the member of the management committee.

In addition, the other members of the management committee receive a compensation for the normal and justified expenses and costs of which they can prove that they were incurred within the context of their assignment.

These other benefits represent maximally 10% of the annual fixed remuneration of the individual members of the management committee.

In addition, an exceptional bonus can be granted to a member of the management committee for non-recurring and exceptional performances if suggested by the remuneration and nomination committee and subject to the consent of the board of directors. This bonus does not have any impact on the possible granting of a variable remuneration for the same financial year. This bonus has to correspond to the general view of the board of directors on the remuneration policy, as explained under section II above. The exceptional bonus, as the case may be, represents maximally 35% of the annual fixed remuneration of the individual members of the management committee.

#### 2.2.4. Main characteristics of the agreement between Retail Estates and the other members of the management committee

The agreements with the other members of the management committee, who all have a self-employed status, are open-ended agreements and provide for a notice period of 12 months. In the agreement

with the CFO, the notice period is 18 months if the company terminates the agreement less than six months following the successful conclusion of a (hostile) takeover.

In case of termination of the agreement on the initiative of the company without observing a notice period, save in the event that no notice period or compensation is required according to the agreement, the member concerned is contractually entitled to a compensation for the termination of the agreement, which equals the remuneration to which the member concerned would have been entitled during the notice period that should have been observed.

There are no special provisions for the recovery of the variable remuneration. However, the provisions of civil law relating to undue payments are in full force and effect.

## V. COMMENTS ON THE MANNER IN WHICH THE EMPLOYEES' WORK AND WAGE CONDITIONS WERE TAKEN INTO ACCOUNT WHEN DETERMINING THE REMUNERATION POLICY

The remuneration and nomination committee informs itself of the annual proposals relating to the **global budget** (the so-called "cost to the company") **of the fixed remunerations of the employees** of the company (i.e. other than the directors and the members of the management committee) and relating to the global budget of the variable remunerations granted to the employees. The personnel budget determined by the committee is presented for approval to the board of directors every year before the start of the relevant financial year. At the request of the board of directors, the committee also takes a decision with respect to the proposals of the executive directors relating to the recruitment of staff members and the initial remuneration of new staff members, as well as with respect to any revision of the remuneration (in the broadest sense) of certain other persons who hold key positions in the company.

As is the case for the directors and the members of the management committee, there is currently **no share (option) scheme for the benefit of the staff**.

The **variable remuneration of the employees** consists of a part that is linked to their individual targets and a part that is linked to the joint performance targets (non-recurring results-based benefit CLA 90). The operating property result, the EPRA NTA earnings per share, determines to which degree the joint variable remuneration is granted. The remuneration policy for the members of the management committee is determined taking into account the general view referred to above (see section II) and applicable to the entire company. That is why the remuneration of the staff resembles the broader remuneration framework of the company in the sense that the short-term remuneration of both the members of the management committee and the staff in general is determined on the basis of the same financial performance criteria.

## VI. PROCEDURE TO DEVIATE FROM THE REMUNERATION POLICY

The company can temporarily deviate from the remuneration policy, provided that the deviation is justified by **exceptional circumstances** and only if the deviation is **necessary to serve the long-term interests and the sustainability of the company as a whole or guarantee its viability**.

The following procedure must be followed in order to implement a deviation:

- A well-reasoned advice of the remuneration and nomination committee in accordance with the conditions described above;
- A decision of the board of directors, which takes into account the advice of the remuneration and nomination committee and also respects the conditions laid down for that purpose.

The board of directors will include the temporary deviation in the remuneration report.

## VII. CHANGES COMPARED TO THE LAST APPROVED REMUNERATION POLICY

This remuneration policy was submitted for the first time for approval and approved at the general shareholders' meeting of 19 July 2021.

There are no material deviations from the company's existing remuneration practices applied in the past.

**APPENDIX 2: Dealing Code****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 2020). This Dealing Code has entered into force on 16 September 2016 and was revised on 23 May 2025.

***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.

**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<sup>9</sup> and other practices prohibited by the Market Abuse Regulation.

<sup>9</sup> 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.

## 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 office at Industrielaan 6, 1740 Ternat, listed in the Register of Legal Entities of the Crossroads Bank of Enterprises under number 0434 797 847 (RLE Brussels, Dutch language).

### 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, in general or with respect to a specific project or a specific event related to Retail Estates (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.

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 (see point II.1.4), 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.

The FSMA may impose administrative fines up to €5,000,000 for natural persons and up to €15,000,000 or, if higher, 15% of the total annual turnover for legal persons. If the breach has returned a profit for the offender or allowed him to avoid a loss, this fine may rise up to three times the amount of the profit or loss.

In the event of a breach of the aforementioned prohibitions, criminal proceedings may be launched against persons who know, or should reasonably have known, that the information in their possession was Inside Information and deliberately use such Inside Information. Any attempt to carry out one of

the prohibited actions is also forbidden and shall be punished as if the prohibited action had actually taken place.

Misuse of Inside Information is punishable with a prison sentence of three months to four years and a fine of €400 to €80,000. The unlawful communication of Inside Information is punishable with a prison sentence of three months to two years and a fine of €400 to €80,000. Furthermore, the offender may in all cases be ordered to pay a sum that corresponds to a maximum of three times the amount of the financial gain he either directly or indirectly received from the offence.

### III. CODE OF CONDUCT

This Dealing Code constitutes a code of conduct for the directors, persons with managerial responsibility<sup>10</sup>, 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<sup>11</sup> (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.

---

<sup>10</sup> 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.

<sup>11</sup> These are:

- a) the spouse of a person with managerial responsibility, or his/her partner who is legally regarded as equivalent to a spouse;
- b) children who are legal dependants of a person with managerial responsibility;
- c) 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
- d) 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.



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 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. Persons with managerial responsibility should notify their respective closely associated persons in writing of their responsibilities under this Dealing Code.

### *III. 1.3. Compliance Officer*

The Board of Directors has appointed a Compliance Officer (the “**Compliance Officer**”). The Compliance Officer can be contacted at the e-mail address [complianceofficer@retailestates.com](mailto:complianceofficer@retailestates.com). 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 trading 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 20,000 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 en ESMA-richtsnoeren bij de Marktmisbruikverordening*” [Practical instructions and ESMA Guidelines to the Market Abuse Regulation] (available on the FSMA’s Internet site - <https://www.fsma.be/en/market-abuse>) 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 “eMT” 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 any other period that may be considered sensitive, e.g. on the basis of Inside Information known to the Relevant Persons, but the disclosure of which has been delayed, and communicated as such, for which a notification by e-mail is assumed to be

sufficiently valid (“**Prohibited Period**”).

Derogations to this trading prohibition may be granted by the Compliance Officer in exceptional cases, provided they do not violate the Market Abuse Regulation, this Dealing Code or other applicable laws or regulations.

The Closed Periods for the following financial year are communicated following the meetings of the Board of Directors, at which the financial calendar is communicated. 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 Compliance Officer 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 mailing confidential information, always check the 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*

Any information relating to the persons included in the list of insiders and provided by them in the context of this Dealing Code will be treated in compliance with data protection laws and regulations, more specifically Regulation 2016/679 of the European Parliament and of the Council on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation), and any corresponding or equivalent national laws or regulations. In that context, reference is also made to Retail Estates' applicable privacy policy.