



CORPORATE GOVERNANCE CHARTER

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INTRODUCTION

This Corporate Governance Charter (hereinafter the “**Corporate Governance Charter**”) has been drawn up by the board of directors of VGP NV (hereinafter the “**Company**”) according to the recommendations of the Belgian Code on Corporate Governance (hereinafter the “**Corporate Governance Code**” or the “**Code 2020**”) published on 9 May 2019 and taking into account the provisions of the Code on Companies and Associations (hereinafter the “**CCA**”) introduced by the law of 23 March 2019.

As a company incorporated under Belgian law and listed on Euronext Brussels, the Company is committed to follow the ten corporate governance principles set forth in the Code 2020, i.e.:

1. The Company shall make an explicit choice regarding its governance structure and clearly communicate it;
2. The board and the executive management shall remain within their respective remits and interact constructively;
3. The Company shall have an effective and balanced board;
4. Specialised committees shall assist the board in the execution of its responsibilities;
5. The Company shall have a transparent procedure for the appointment of board members;
6. All board members shall demonstrate independence of mind and shall always act in the best interests of the Company;
7. The Company shall remunerate board members and executives fairly and responsibly;
8. The Company shall treat all shareholders equally and respect their rights;
9. The Company shall have a rigorous and transparent procedure for evaluating its governance regime;
10. The Company shall publicly report on the application of the Code 2020.

The Company adopts the Code 2020 as its reference code on corporate governance. The Code 2020 is available on the website of the Belgian Corporate Governance Committee (www.corporategovernancecommittee.be).

As required by the Code 2020, the Company has prepared this Corporate Governance Charter in order to describe the main aspects of its corporate governance policy. The Corporate Governance Charter was first approved by the board of directors of the Company in its meeting of 20 April 2010 and has been updated by the board of directors of the Company in its meetings of 8 December 2016 and 9 October 2017. The current version of the Corporate Governance Charter, approved by the board of directors of the Company on 8 May 2020, supersedes and replaces all previous versions.

However, the board of directors is of the opinion that the Company is justified in not adhering to certain principles of the Code 2020, considering the Company’s particular situation.

Such deviations include:

- The Company does not intend to set up a nomination committee. By doing so, the Company, as a smaller listed company, departs from the principles 4.19 and further of the Code 2020. Given its relatively small size and the small size of the Company’s board of directors, the Company believes setting up a nomination committee would at this stage overly complicate its decision making processes.
- The Company does not intend to appoint a Company secretary. By doing so, the Company, as a smaller listed company, departs from the principles 3.19 and further of the Code 2020. Given its relatively small size and the small size of the Company’s board of directors, the Company believes appointing a Company secretary is not necessary at this stage. As long as the Company does not appoint a Company secretary,

the functions of secretary will be taken up by the Company's CFO.

- In order to maintain a flexible remuneration policy that enables it to attract, reward, incentivize and retain the necessary talent, the Company departs from the following principles of the Code 2020:
 - by not requiring its non-executive directors to receive part of their remuneration in the form of shares in the Company and by not setting a minimum holding period for shares in the Company held by such persons, if any, the Company departs from principle 7.6 of the Code 2020;
 - by not setting a minimum threshold of shares to be held by the executives as part of their remuneration, the Company departs from principle 7.9 of the Code 2020; and
 - by not setting a minimum period of three years for the vesting and exercisability of stock options, the Company departs from principle 7.11 of the Code 2020.

The Corporate Governance Charter is available, together with the articles of association, on the website of the Company (www.vgpparks.eu) and will be updated as required in case of any change made to the corporate governance policy.

In addition, the Company will provide, in its annual report, a Corporate Governance Statement, as required by the Code 2020. The Corporate Governance Statement will include at least the information and provisions set forth in section 3 of the Corporate Governance Charter.

This Corporate Governance Charter is accompanied by a number of annexes, which constitute an integral part thereof:

1. Terms of reference of the board of directors;
2. Terms of reference of the Remuneration Committee;
3. Terms of reference of the Audit Committee;
4. Rules preventing market abuse (Dealing code);
5. Contents of the Remuneration Report.
6. Group Structure

The Company can be reached at the following address:

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2600 Berchem (Belgium)
Tel.: +32 (0)3 289 14 30
Fax: +32 (0)3 289 14 39

VGP NV - the Board of Directors

1 STRUCTURE AND ORGANISATION

1.1 General information and legal structure

The Company is a limited liability company ("*Naamloze Vennootschap*" / "*Société Anonyme*") governed by Belgian law. It is a listed company within the meaning of article 1:11 of the CCA.

The shares of the Company are listed on Euronext Brussels and on the Main Market of the Prague Stock Exchange in the Czech Republic.

1.2 Group structure

The Company has several subsidiaries throughout Europe (together with the Company the "**Group**"). The Group structure is included in Annex 6.

1.3 Governance structure

After a thorough deliberation, the Company has opted for a monistic governance model with a board of directors in accordance with article 7:85 and further of the CCA. The Company deems this model suits best the needs and functioning of the Company and its business.

The board of directors is authorised to perform all operations that are considered necessary or useful to achieve the Company's purpose, except those reserved to the shareholders' meeting by law or as set out in the articles of association.

The composition, powers and operation of the board of directors are set out hereafter in Annex 1 to this Corporate Governance Charter.

The board of directors has established an Audit Committee and a Remuneration Committee. These committees have an advisory function. They assist the board of directors in specific situations that they monitor thoroughly and for which they formulate recommendations to the board of directors. The final decision making power rests with the board of directors.

The composition, powers and operation of the committees are set out hereafter in Annex 2 and 3 to this Corporate Governance Charter.

The board of directors has delegated the Company's daily management to a managing director (the "**CEO**"). The powers and responsibilities of the CEO and the other members of the executive management are set out in Annex 1 to this Corporate Governance Charter.

The board of directors appoints a chairman (who must always be different from the CEO) whose responsibilities are described in Annex 1 to this Corporate Governance Charter.

1.4 Website of the Company

The board of directors ensures that all information which the Company is obliged to publish pursuant to legal provisions, the Corporate Governance Code or this Corporate Governance Charter is posted on and updated in a clearly recognisable part of the Company's website separate from the commercial information. Among others, the company dedicates a specific section of its website (being, the tab "Investors") to describing the shareholders' rights to participate and vote at the shareholders' meeting. This section also contains a timetable on periodic information and shareholders' meetings. The articles of association and the Corporate Governance Charter are available on the website and any amendments to this Corporate Governance Charter are promptly published on the Company's website.

The domain name of the Company's website is www.vgpparks.eu.

2 SHARE CAPITAL AND SHAREHOLDERS

2.1 Form of shares

Shares of the Company can be held as either registered shares or dematerialised shares.

For registered shares, the names and addresses of all shareholders or holders of a right of usufruct or pledge are recorded in the share register. On request, holders of registered shares will be provided with an extract from the register at their expense. The share register can also be kept in electronic form.

Any shareholder can request at all time and at its own expense the conversion of his shares into another form. Any such request should be made in writing.

2.2 Shareholding structure and identity of major shareholders of the Company

As at 8 May 2020 the share capital of VGP was represented by 20,583,050 shares.

Pursuant to article 6 of the Law of 2 May 2007 on the disclosure of important participations in listed companies and article 13 of the articles of association, the identity of the shareholders acquiring a participation of 3%, 5% or a multiple of 5% in the Company has to be made public.

Based on the most recent transparency declarations as at 23 April 2020, the ownership of the Company's shares was as follows:

Shareholders	Number of shares	% of shares issued
Little Rock SA	4,548,204	22.10%
Alsgard SA	2,409,914	11.71%
Sub-total Jan Van Geet Group	6,958,118	33.81%
VM Invest NV	4,149,171	20.16%
VGP MISV Comm. VA	929,153	4.51%
Sub-total Bart Van Malderen Group	5,078,324	24.67%
Vadebo France NV	655,738	3.19%
Griet Van Malderen	118,000	0.57%
Sub-total Griet Van Malderen	773,738	3.76%
Public (Free float)	7,772,870	37.76%
Total	20,583,050	100.00%

Little Rock SA and Alsgard SA are companies controlled by Mr. Jan Van Geet.

VM Invest NV and VGP MISV Comm. VA are companies controlled by Mr. Bart Van Malderen.

Vadebo France NV is a company controlled by Mrs. Griet Van Malderen.

The two main ultimate reference shareholders of the Company are therefore (i) Mr. Jan Van Geet who holds 33.81% of the voting rights of the Company and who is CEO and an executive director, and (ii) Mr. Bart Van Malderen who holds 24.67% of the voting rights of the Company and who is chairman and a non-executive director.

Given the variable nature of this information, the major shareholders and their respective shareholdings in the Company are mentioned in the Corporate Governance Statement. Any updates in this regard are also published on the Company's website.

2.3 Direct and indirect connections between the Company and its major shareholders

Jan Van Geet holds 90 % of the shares in Little Rock SA and Tomas Van Geet holds the remaining 10%.

Little Rock SA entered in the course of April 2015 into a service agreement with the Company pursuant to which Little Rock SA is responsible for the Group's daily management, financial management and commercial management and whereby Little Rock SA, in consultation with the Company, needs to appoint the physical persons (acting as independent agents) who will be responsible for the daily management, financial management and commercial management.

Drylock Technologies s.r.o, a company controlled by Bart Van Malderen, leases warehouses from VGP European Logistics S.à r.l., a joint venture between the Company and Allianz, under long term lease agreements. The aggregate rent received in 2019 amounted to € 3.7 million (compared to € 2.6 million in 2018). These lease agreements have been concluded on an arm's length basis.

Jan Van Geet s.r.o. leases out office spaces to the Group in the Czech Republic used by the VGP operational team under two lease agreements. These leases run until 2021 and 2023 respectively. The aggregate rent paid under these leases in 2019 amounted to € 98k equivalent (compared to € 91k equivalent in 2018). These lease agreements have been concluded on an arm's length basis.

VGP also provides real estate support services to Jan Van Geet s.r.o. During 2019, VGP recorded a € 32k revenue for these activities (same as for 2018).

2.4 Shareholders' meetings

The Company encourages its shareholders to participate at shareholders' meetings. In order to facilitate this, voting in absentia may take the form of proxy voting. Every shareholder can give proxy to another person. Unless provided differently in the CCA, a shareholder may, for a given shareholders' meeting, appoint only one person as its proxy holder. A proxy holder may represent more than one shareholder. The designation of a proxy by a shareholder shall be made in writing and shall be signed by such shareholder, either through a handwritten signature or an electronic signature in accordance with the relevant legal provisions. The proxy must be communicated to the Company through the e-mail address of the Company, or the specific e-mail and/or post address mentioned in the convening notice of the shareholders' meeting. The Company must receive the proxy at the latest on the sixth (6th) day prior to the date of the meeting. The board of directors may oblige shareholders to use a template proxy form (with voting instructions).

The Company may also facilitate voting by allowing remote voting prior to the shareholders' meeting, by correspondence or via the company website, by means of a form provided by the Company. The Company must receive the voting form by letter at least six calendar days prior to the meeting, the day of the meeting not included. Remote voting can be done electronically until the day before the meeting. Only the remote votes by the shareholders who have complied with all registration formalities will be taken into account.

Board members attending the shareholders' meetings shall be available to answer questions, asked at the meeting or in writing prior to the meeting, in accordance with legal requirements.

Agendas, including proposals of decisions, and all other relevant information are available on the Company's website in advance of shareholders' meetings.

The annual shareholders' meeting of the Company is held each year on the second Friday of May at 10 a.m., or the next business day if this day is a public holiday.

The Company may allow its shareholders to participate remotely in the shareholders' meeting by way of electronic means of communication. The shareholders who participate in such manner, shall be deemed to be present at the place where the shareholders' meeting is held.

For all further information regarding shareholders' meetings (including the organisation thereof, the quorum and the majority requirement) reference is made to the articles of association of the Company and the specific section of the Company's website (being, the tab "Investors") describing the shareholders' rights to participate and vote at the shareholders' meeting. The website also contains a timetable on shareholders' meetings and periodic information.

Notices of all shareholders' meetings and all related documents, such as specific board of directors' and auditor's reports, are published on the website.

2.5 Agenda and convening notice for the shareholders' meetings

The convening notice of a shareholders' meeting contains the agenda of the meeting and mentions the place, date and time of the meeting and the proposed resolutions, to be submitted to the shareholders. The agenda of the shareholders' meetings is set by the board of directors of the Company subject to the specific powers granted by law to the statutory auditor of the Company.

Shareholders that individually or collectively represent at least 3% of the total issued share capital may, in accordance with the CCA submit items to be included in the agenda for the shareholders' meeting as well as proposals for decisions relating to the agenda items of the shareholders' meeting. This right does not apply to a shareholders' meeting which has been postponed due to lack of attendance quorum. The request shall be communicated to the Company in writing at the latest on the 22nd calendar day prior to the date of the shareholders' meeting, the day of the meeting not included. All information concerning the rights of the shareholders in relation to the shareholders' meeting shall also be included in the convening notice.

The convening notice will be published at least 30 calendar days before the meeting in at least one newspaper with a nation-wide distribution, the annexes to the Belgian Official Gazette, as well as in media which may reasonably be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and on the Company's website. At the same time, the holders of registered shares (or any other holder of registered securities of the Company, if any), the Company's directors and statutory auditor will be notified by means of an e-mail, containing the convening notice, agenda and all related documents. If a shareholder exercises its right to add items to the agenda or to formulate proposals for decisions, the Company will publish the revised agenda at the latest 15 calendar days prior to the date of the meeting, and provide revised proxy forms.

The agenda of the shareholders' meeting, a copy of the convening notice together with an explanation of the agenda items and a description of the shareholders' rights in relation to a shareholders' meeting, proxies and a copy of any reports or statements relating to said meeting are made available at least 30 calendar days in advance on the Company's website.

The convening notice will also mention, where applicable, the procedure to be followed by every category of security holders to participate in the shareholders' meetings, as well as the information and the procedure to be followed in relation to the shareholders' right to put forward additional agenda items or to formulate proposals for decisions. This information will also be available on the Company's website.

2.6 Formalities to participate in the shareholders' meetings

Admission to the shareholders' meeting and the exercise of the voting rights will be granted based on the registration of the shares in the name of the shareholder on the 14th calendar day prior to the meeting at 12 p.m. (this day and hour together the "registration date") either by registration of the shares in the share register of the Company or by registration on an account of a recognized account holder or a settlement institution. Only persons having the capacity of shareholder on the registration date will be entitled to attend and to vote at the shareholders' meeting.

In addition to the above, the shareholder himself (i.e. the holder of registered or dematerialised shares) has to inform the Company or the person indicated for this purpose by the Company in writing at the latest on the sixth calendar day prior to the date of the shareholders' meeting, of his intention to participate in this meeting.

The aforementioned conditions of admission apply, where applicable, mutatis mutandis to holders of convertible bonds, registered subscription rights or, registered certificates issued with the cooperation of the Company or of any other securities that entitle its holder to attend the shareholders' meeting in accordance with applicable law or the conditions of issue.

Without prejudice to the shareholders' right to raise questions during the shareholders' meeting, all shareholders having complied with the requirements for admission to the shareholders' meeting have the right to, in accordance with article 7:139 of the CCA, submit questions to the directors and the auditor in writing at the latest six calendar days prior to the meeting.

2.7 Voting rights

Each share gives entitlement to one vote, subject to applicable law.

Fully paid-up shares that have been registered for at least two years continuously in the name of the same shareholder in the register of registered shares, enjoy double voting rights compared to the other shares representing an equal share of the share capital.

The Company recognizes only one owner per share for the exercise of voting rights. Co-owners, usufructuaries' and bare owners, pledgees and pledgers, in short, all persons who, for one reason or another, have joint entitlement to a share, must arrange to be represented by one and the same person. This person must have joint entitlement or comply with the requirements of the articles of association to be allowed to attend the shareholders' meeting. Until this provision has been complied with, the chairman of the shareholders' meeting may suspend the exercise of the rights attaching to those shares.

2.8 Minutes

Minutes are drawn up of every meeting. The minutes are signed by the members of the bureau and the shareholders, who so request, and are subsequently kept at the registered offices of the Company in a special register.

As soon as possible and at the latest fifteen calendar days after the shareholders' meeting the minutes (including the votes cast for each decision) are made available on the Company's website.

3 CORPORATE GOVERNANCE STATEMENT

The Company shall include a Corporate Governance Statement in its annual report in accordance with article 3:6, §2 of the CCA and including at least the following:

- (i) A statement that the Company adopts the Code 2020 as its reference code and an indication

- as to where this Code can be consulted by the public;
- (ii) In the event that the Company does not fully comply with the Code 2020, an indication of the provisions of the Code 2020 that were not complied with during the year and an explanation of its reasons for non-compliance;
 - (iii) A description of the main features of the Company's internal control and risk management systems, in connection with the Company's financial reporting;
 - (iv) The Company's shareholder structure at the date of the closure of accounts, as evidenced by the transparency notifications received;
 - (v) To the extent that the following elements have consequences in case of a takeover bid, a description and a clarification of:
 - the holders of any securities with special control rights and a description of those rights;
 - any restriction on the exercise of voting rights, either legal or prescribed by the articles of association;
 - the rules governing the appointment and replacement of members of the board of directors and the amendment of the Company's articles of association;
 - the powers of board members, in particular the power to issue or buy back shares;
 - (vi) A description of the composition and operation of the board of directors and its committees including, at least:
 - a list of the members of the board of directors indicating which directors are independent;
 - information on any directors who have ceased to satisfy the requirements of independence;
 - an activity report on board of directors and board committees meetings including the number of board of directors and board committees meetings and the individual attendance records of directors;
 - a list of the members of the board's committees;
 - if applicable, the reasons why the appointment of the former CEO as chairman is in the best interest of the Company; and a list of the members of the executive management;
 - (vii) An overview of the efforts undertaken by the Company to ensure that at least one third of the members of the board of directors is of a different gender than the other members;;
 - (viii) Comments on the application of the policy established by the board of directors for transactions and other contractual relationships between the Company, including its related companies, and its directors and executive manager(s), to the extent not covered by the legal provisions on conflicts of interest;
 - (ix) Information on the main features of the process for evaluating the board of directors, its committees and its individual directors;
 - (x) Key features of any incentives granted in shares, options or any other right to acquire shares as approved by, or submitted to, the shareholders' meeting;

- (xi) Information required pursuant to article 74, §7 of the law of 1 April 2007 on public takeovers bids;
- (xii) The remuneration report, including at least the information set forth below in Annex 5 to the Corporate Governance Charter.

4 ANTI-BRIBERY

4.1 General principles

In conducting its business, the Company is committed to maintain high standards of legal compliance and integrity. The Company expects any member of the administrative, management or supervisory bodies of the Group, as well as any employee of a company of the Group (hereinafter the “**Staff**”) to adhere to equally high standards, in particular in relation to the prevention of bribery.

4.2 Bribery, facilitation payments, gifts and hospitality

Bribery is the offering, promising, giving, requesting or accepting of any undue pecuniary or other advantage to, by or for a public official or to, by or for a director, officer or employee of an enterprise, to the extent unknown by its superior within the enterprise, in order to obtain or retain an improper business advantage, e.g. in connection with public or private procurement contract awards, regulatory permits, taxation, customs, judicial and legislative proceedings. Bribery is prohibited at all times.

Facilitation payments are unofficial, improper, small payments made to a low level official to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment is legally entitled. In many jurisdictions, facilitation payments are prohibited. The Staff must comply with applicable local laws. Nevertheless, when confronted with exigent circumstances in which the making of a facilitation payment can hardly be avoided (such as duress or when the health, security of safety of a member of Staff is at risk), a facilitation payment can be made.

Providing and receiving gifts and hospitality shall not be allowed, unless reasonable and consistent with local laws and locally accepted business practices.

5 MISCELLANEOUS

5.1 Changes

The board of directors may change this Corporate Governance Charter from time to time without prior notice.

It may also decide at any time to deviate from specific points in this Corporate Governance Charter, with due regard for the applicable rules and subject to disclosure thereof in the Corporate Governance Statement.

Every change or deviation will be published immediately on the Company’s website.

5.2 Legal provisions

In the event of contradiction between a provision of this Corporate Governance Charter and a (stricter) applicable law or regulation, such law or regulation shall supersede the provision of this Corporate Governance Charter.

ANNEX 1: TERMS OF REFERENCE OF THE BOARD OF DIRECTORS

1 Role and powers of the board of directors

As the Company has opted for a monistic governance model, the Company is headed by a board of directors acting as a collegial body.

The board of directors manages the Company with a view to the growth of turnover and productivity by providing entrepreneurial leadership and enabling risks to be assessed and managed. The board of directors is accountable to the shareholders' meeting.

The board of directors pursues sustainable value creation by the Company by setting the Company's strategy, putting in place effective, responsible and ethical leadership and monitoring the Company's performance. In order to effectively pursue such sustainable value creation, the board of directors develops an inclusive approach that seeks to strike a balance between the legitimate interests and expectations of shareholders and other stakeholders.

In accordance with the applicable law, the board of directors is empowered to perform all actions that are considered necessary or useful to achieve the Company's purpose, except with respect to such areas which are reserved to the shareholders' meeting by law or by the articles of association.

In this light, the main tasks of the board of directors include:

- deciding on the executive management structure and determining the powers and duties entrusted to the executive management and develop a clear delegation policy, in close consultation with the CEO;
- interacting with the executive management on a regular basis and in a transparent manner;
- deciding on the Company's medium and long term strategy (as recommended by the CEO) and growth areas, the Company's operational plans and main policy lines, its willingness to take risks and its values;
- ensuring that the Company's culture is supportive of the realization of its strategy and that it promotes responsible and ethical behaviour;
- deciding on and monitoring the budget;
- being responsible for the Company's corporate governance structure and the compliance with the provisions of the Corporate Governance Code;
- the appointment and dismissal of the CEO and the other members of the executive management, in consultation with the CEO and taking into account the need for a balanced executive team;
- providing a succession plan for the CEO and the other members of the executive management, as well as for the members of the board of directors, and reviewing these plans periodically;
- deciding on the Company's remuneration policy as regards the non-executive directors, the CEO and the other members of the executive management (on the recommendation of the Remuneration Committee);
- reviewing the executive management's performance and the realization of the Company's strategic objectives annually against agreed performance measures and targets;
- making proposals to the shareholders' meeting for the appointment or re-appointment of members of the board of directors;

- the appointment and dismissal of the members of the board committees;
- the appointment and dismissal of the Company secretary (if any);
- reviewing and approving, after consultation of the Audit Committee, the annual and periodical financial statements;
- taking all necessary and useful measures for effective and efficient execution of the Belgian rules on market abuse, preparing and evaluating the Company's Dealing Code (as attached in Annex 4 to this Corporate Governance Charter);
- convening the shareholders' meetings and submitting resolutions for approval; and
- designing and reviewing a disclosure and communication policy promoting an effective dialogue with the Company's shareholders and potential shareholders and in general supervising the compliance with the obligations of the Company vis-à-vis its shareholders. In this regard the board shall endeavour to have the controlling shareholder(s) make a considered use of its/their position and respect the rights the interests of the minority stakeholders, whereby the board shall encourage the controlling shareholders to respect the Code 2020. In this respect the board of directors will also evaluate whether the Company may benefit from a relationship agreement with its controlling shareholders.

With respect to its monitoring responsibilities the board of directors shall:

- monitor and review the effectiveness of the Audit Committee and the Remuneration Committee;
- approve a clear and well-defined framework of internal control and risk management set up by the executive management;
- review the implementation of this framework, taking into account the review made by the Audit Committee;
- describe the main features of the Company's internal control and risk management systems, to be disclosed in the Corporate Governance Statement;
- take all necessary measures to ensure the integrity and timely disclosure of the Company's financial statements and other material financial and non-financial information disclosed to the shareholders and potential shareholders;
- ensure that the Company presents an integrated view of the Company's performance in its annual report and that it contains sufficient information on issues of societal concern and the relevant environmental and social indicators;
- review executive management performance and the realisation of the Company's strategy;
- ensure there is a process in place for monitoring the Company's compliance with laws and other regulations, as well as for the application of internal guidelines relating thereto;
- supervise the performance of the statutory auditor (hereinafter also referred to as "external auditor") and supervise the internal audit function, taking into account the review made by the Audit Committee.

2 Composition and appointment of the board of directors

The board of directors is composed of at least three (3) members, natural or legal persons . The actual number of directors may vary depending on the needs of the Company.

The majority of the directors must be non-executive directors and at least three of them must be independent according to the criteria set out below in section 3 of these terms of reference.

The directors shall be appointed for a term of no more than four (4) years by the shareholders' meeting, and may be re-elected.

The board of directors shall draw up nomination procedures and selection criteria for board members, including specific rules for executive and non-executive directors where appropriate. Based on these nomination procedures and the selection criteria, the board of directors shall recommend one or more candidates for nomination, taken into account the needs of the Company.

Any proposal for the appointment of a director by the shareholders' meeting shall be accompanied by a recommendation from the board of directors.

Whenever a legal entity is appointed as a director, it must specifically appoint a physical person as its permanent representative, who will carry out the office of director in the name and on behalf of such legal entity. The legal entity may not revoke its permanent representative without simultaneously appointing a successor. The appointment and termination of the office of the permanent representative are governed by the same disclosure rules as if he/she were exercising the office on his/her own behalf.

The duties of directors who are not appointed for a new term terminate immediately after the shareholders' meeting which decided on any re-election.

If a directorship falls vacant, the remaining directors shall have the right to co-opt a new director. The next shareholders' meeting must confirm the mandate of the co-opted director; in which case the co-opted director will complete the term of its predecessor, unless the shareholders' meeting decides otherwise. Without confirmation, the mandate of the co-opted director ends at the end of the shareholders' meeting, without prejudice to the regularity of the composition of the board of directors until that time.

Any director may resign by mere notice to the board of directors. Upon request of the Company, the resigning director shall remain in their post if required so that the board of directors consists of the legal minimum number of members until the Company can reasonably provide for his/her/its replacement.

Gender diversity and sufficient diversity in competences, background and age, as well as proper expertise in the various activities of the Company shall be given due consideration in the composition of the board of directors. In accordance with the applicable law, the board of directors consists of at least 1/3rd of the members of the opposite sex.

Adequacy of size and composition will be regularly assessed by the board of directors upon the initiative of the chairman.

A list of the directors is published in the Corporate Governance Statement. This list indicates which directors are independent directors.

3 Independent Directors

In accordance with the Code 2020 independence will be assessed taking into consideration the following criteria:

- (i) Not be an executive, or exercising a function as a person entrusted with the daily management

of the Company or a related company or person, and not have been in such a position for the previous three years before their appointment. Alternatively, no longer enjoying stock options of the Company related to this position;

- (ii) Not have served for a total term of more than twelve years as a non-executive board member;
- (iii) Not be an employee of the senior management (as defined in article 19, 2° of the law of 20 September 1948 regarding the organization of the business industry) of the Company or a related company or person, and not have been in such a position for the previous three years before their appointment. Alternatively, no longer enjoying stock options of the Company related to this position;
- (iv) Not be receiving, or having received during their mandates or for a period of three years prior to their appointment, any significant remuneration or any other significant advantage of a patrimonial nature from the Company or a related company or person, apart from any fee they receive or have received as a non-executive board member;
- (v)
 - a. Not hold shares, either directly or indirectly, either alone or in concert, representing globally one tenth or more of the Company's capital or one tenth or more of the voting rights in the Company at the moment of appointment;
 - b. Not having been nominated, in any circumstances, by a shareholder fulfilling the conditions covered under (a);
- (vi) Not maintain, nor have maintained in the past year before their appointment, a significant business relationship with the Company or a related company or person, either directly or as partner, shareholder, board member, member of the senior management (as defined in article 19, 2° of the law of 20 September 1948 regarding the organization of the business industry) of a company or person who maintains such a relationship;
- (vii) Not be or have been within the last three years before their appointment, a partner or member of the audit team of the Company or a person who is, or has been within the last three years before their appointment, the external auditor of the Company or a related company or person;
- (viii) Not be an executive of another company in which an executive of the Company is a non-executive board member, and not have other significant links with executive board members of the Company through involvement in other companies or bodies; and
- (ix) Not have, in the Company or a related company or person, a spouse, legal partner or close family member to the second degree, exercising a function as board member or executive or person entrusted with the daily management or employee of the senior management (as defined in article 19, 2° of the law of 20 September 1948 regarding the organization of the business industry), or falling in one of the other cases referred to in (i) to (viii) above, and as far as point (ii) is concerned, up to three years after the date on which the relevant relative has terminated their last term.

The Company shall disclose on its website and in its annual report which directors it considers to be independent.

4 Individual requirements of the directors

For any appointment to the board of directors, the skills, knowledge and experience already present or

required on the board of directors should be evaluated and, in light of that evaluation, a description of the role and skills, knowledge and experience required should be prepared by the board of directors.

The directors shall be specifically chosen for their particular professional experience, knowledge and skills. Any proposal for the (re-)appointment of a director by the shareholders' meeting shall be accompanied by a recommendation from the board of directors.

Directors undertake that they have sufficient time to exercise their duties, taking into consideration the number and importance of their other commitments. Non-executive directors shall not hold more than five (5) directorships in listed companies, including the directorship in the Company, provided that the board of directors can advise the shareholders to deviate from this rule. Changes in the directorships held by the directors shall immediately be reported to the chairman of the board of directors.

5 Professional development of the directors

The chairman of the board of directors will ensure that newly appointed directors receive a suitable initial training, geared to their role, including an update on the legal and regulatory environment, to ensure their capacity to swiftly contribute to the board of directors. The purpose of the initial training process shall be:

- (i) to help the new directors grasp the fundamentals of the Company, including its strategy, values, governance, business challenges, key policies, finance, risk management and internal control systems;
- (ii) to advise the new directors on their rights and duties as a director.

If a newly appointed director is also a member of a committee, the initial training shall also encompass a description of the operation and goals of that committee, including a description of the specific role and tasks of that committee.

The directors are individually responsible for the preservation and development of the knowledge and skills they must have to be able to fulfil their function in the board of directors and the committees they belong to. To this end, the Company makes the necessary financial resources available to the directors.

6 Evaluation

The board of directors assesses at least every three years its own performance and its interaction with the executive management, as well as its size, composition, functioning and that of its committees. The evaluation is carried out through a formal process, whether or not externally facilitated, in accordance with a methodology approved by the board of directors.

At the end of each director's term, his/her presence at the board of directors or its committees meetings, his/her commitment and his/her constructive involvement in discussions and decision-making are evaluated in accordance with a pre-established and transparent procedure. In addition, it is also assessed whether the contribution of the director is adapted to changing circumstances.

The directors shall fully cooperate with any persons, inside or outside the Company, that are responsible for the evaluation of the directors, so as to make possible a periodic individual evaluation.

The directors must not attend the discussions on their evaluation.

The board of directors acts on the results of the performance evaluation. Where appropriate, this will involve proposing new directors for appointment, proposing not to re-appoint existing directors or

taking any measures deemed appropriate for the effective operation of the board of directors.

Information on the main features of the evaluation process of the board of directors, its committees and its individual directors should be disclosed in the Corporate Governance Statement.

7 Board meetings

The chairman shall preside the meetings of the board of directors.

The board of directors functions as a collegial body and shall meet as frequently as the interests of the Company shall require but in any case not less than four (4) times per year.

The meetings of the board of directors are held either physically at the place indicated in the convening notice, which may be in Belgium or abroad, or remotely by means of teleconferencing or videoconferencing using telecommunication techniques allowing the directors participating in the meeting to hear each other and to confer with each other simultaneously, or a combination of the two aforementioned meeting techniques where some directors are physically present at the meeting and some directors participate in the meeting by means of teleconferencing or videoconferencing.

The decisions of the board of directors may also be taken by unanimous written resolution of all the directors. The resolutions are dated on the day the last director signs the relevant document.

In addition, special meetings of the board of directors may be called and held at any time upon the call of the chairman, the managing director or any two directors, by notice to each director at least three (3) calendar days before the meeting. If the urgency of the matter and the interest of the company so require, the board of directors may be convened within a shorter period that may not be less than twenty-four hours. If all directors are present or represented at such meeting, they shall be deemed to have waived the above notice period.

Board meetings are based on a detailed agenda specifying the topics for decision and those for information. Directors have the power to raise any question which they consider appropriate concerning the Company and its operations.

The board of directors can only deliberate if a majority of its members are present or represented, it being understood that at least two (2) directors, including at least one non- executive director, have to be personally present or represented by their permanent representative. Each director can appoint another director to represent him/her and vote in his/her name. Any director can represent more than one other director. Decisions are made by a simple majority of the votes cast. The chairman of the board of directors has a decisive vote.

At the request of any director and subject to the approval of the board of directors, any third person may be invited to attend the whole or any part of a board meeting.

The Company secretary drafts minutes of each meeting reflecting the issues which were discussed, the decisions which were taken and, if any, the reservations which were voiced by dissenting directors. The minutes will be signed by the chairman and at least one other director.

The number of board and committee meetings and the individual attendance record of directors shall be disclosed in the Corporate Governance Statement.

8 Special meeting of non-executive directors

At least once a year, the non-executive directors shall meet without the presence of the CEO or any other executive. In such meeting the non-executive directors shall assess their relationship with the executive management. No formal board decisions can be taken at such meeting.

9 Conflicts of interest and related party transactions

In the performance of their mandate, each director and executive manager should place the Company's interest above their own. They should act according to the principle of reasonableness and uphold the highest standards of integrity and probity.

Directors should inform the board of directors of any conflict of interest that could in their opinion affect their capacity of judgement. In particular, at the beginning of each board meeting or committee meeting, the directors should declare whether they have any conflict of interest regarding the items on the agenda.

All board members and executive managers should act in such a manner that a conflict of interest, or the appearance of such conflict is avoided.

In case of a conflict of interest or a related party transaction, the board of directors shall apply the procedures set out in the applicable law.

10 Access to management

Non-executive members of the board of directors shall not intervene directly in the operations of the Company other than in exceptional circumstances and always in the company interest.

Non-executive members of the board of directors ordinarily shall not give instructions to, or interfere with the activities of Company management and employees. By exception to this principle, members of the Audit Committee shall at all times have full and free access to the Chief Financial Officer of the Company and any other employee to whom they may require access in order to carry out their responsibilities.

11 Access to advisors

The board of directors and the board committees shall have the authority, at the reasonable expense of the Company, to retain such independent accounting, financial, legal and other advisors as they deem necessary or appropriate to carry out their mandate once the chairman of the board of directors has given his/her permission for this with due consideration for the financial consequences for the Company.

12 Access to information

Directors have access to all corporate information needed to fulfil their fiduciary duties. This right of access is subject, in the case of personal information concerning employees of the Company, to applicable privacy laws. The Company secretary (or in the absence of a nominated Company secretary, the CFO,) is available to supply the requested information.

Directors will only use the information they receive for the purpose of exercising their duties and must preserve the confidentiality of such information. To this effect they will be required to sign confidentiality undertakings before the commencement of their mandate.

13 The remuneration of directors and executive managers

The board of directors, on the proposal of the Remuneration Committee, is responsible for the drawing up of the remuneration policy to be pursued for directors, executive managers and persons charged with the daily management, taking into account the principles set forth in section 6 of the Remuneration Committee's terms of reference.

An individual may never decide on its own remuneration.

The board of directors approves an annual remuneration report prepared by the Remuneration

Committee to be included in the Corporate Governance Statement. In this remuneration report, the Company shall disclose anything required by law and the Code 2020. The shareholders' meeting decides on the remuneration report in a separate vote. This vote is not binding. In the next remuneration report, the Company explains how the vote of the shareholders' meeting has been taken into account.

A detailed overview of the contents of the remuneration report is provided in Annex 5 to this Corporate Governance Charter.

14 Corporate governance in the annual report

As set out in article 3:5 of the CCA, each year the directors draw up a report in which they account for their management over the last year.

In addition to the data required by law, this report shall also contain a Corporate Governance Statement describing all relevant corporate governance events that took place during the year under review. Such Statement shall include at least the elements listed in article 3:6 of the CCA and Annex 5 to the Corporate Governance Charter.

If the Company does not fully comply with one or more provisions of the Code 2020, it shall explain the reasons thereof in this Corporate Governance Statement.

15 Representation of the Company

The Company is validly represented for all its actions, including representation at law, by any two of its directors acting jointly, or by a managing director acting alone.

For acts within the scope of the daily management, the Company can also be validly represented by each managing director, acting individually and/or the other persons charged with the day-to-day management, acting jointly or individually as determined at the time of their appointment.

The bodies representing the Company in accordance with the foregoing may appoint proxy holders. The proxy holders can validly represent the company within the limits of their power of attorney.

16 Chairman of the board

17.1 Role and tasks of the chairman

The chairman of the board of directors is responsible for the proper and efficient functioning of the board of directors.

He takes the necessary measures to develop a climate of trust within the board of directors, contributing to open discussions and constructive challenge. He also ensures that there is sufficient time for consideration and discussion before decision-making. Once decisions are taken, he ensures that all directors are supportive of their execution.

The chairman promotes effective interaction between the board of directors and the executive management. He or she establishes a close relationship with the CEO, providing the CEO with support and advice, while fully respecting the executive responsibilities of the CEO.

The chairman ensures effective communication with shareholders and that the board of directors develops and maintains an understanding of the views of the shareholders and other significant stakeholders.

In the board of directors, the chairman is primarily responsible for:

- drawing up the agenda of the meetings of the board of directors after consultation with the CEO and taking into account the requests from the directors;

- ensuring the procedures are correctly followed with respect to preparation, consultation, deliberation, approval of resolutions and implementation of decisions;
- ensuring that all the directors receive the same accurate, concise, timely and clear information before the meeting and where necessary between meetings so that they can make a knowledgeable and informed contribution to discussions of the board of directors;
- chairing the meetings of the board of directors and ensuring that the board of directors operates and takes decisions as a collegiate body;
- monitoring the execution of decisions that have been taken and determining the need for further consultation in the board of directors;
- monitoring the regular evaluation of the Company's corporate structure and corporate governance and assessing their satisfactory operation;
- ensuring that the new members of the board of directors follow a suitable training programme;
- leading the process of appointing directors and making sure the members and chairmen of the committees are appointed by the board of directors; and
- organising the evaluation process of the members of the board of directors.

The board of directors may decide to confer additional responsibilities on the chairman of the board of directors.

Vis-à-vis shareholders and third parties, the chairman shall be primarily responsible for chairing the shareholders' meeting and for ensuring that the relevant questions of shareholders are answered.

17.2 Appointment

The board of directors nominates the chairman of the board of directors amongst its non-executive members on the basis of his/her knowledge, skills, experience and mediation strengths.

The CEO will not be the chairman of the board of directors. If the board envisages appointing the former CEO as chairman, it shall carefully consider the positive and negative aspects in favor of such a decision and disclose in the Corporate Governance Statement why such appointment is in the best interest of the Company.

18 Company secretary

A Company secretary may be appointed by the board of directors, which can also decide to dismiss him/her at any time.

The Company secretary shall advise the board of directors on all governance matters. He shall supervise whether the corporate organs comply with the procedures, rules and regulations set by the board of directors just as with its statutory obligations and its obligations under the articles of association and the Corporate Governance Charter. The Company secretary, under the direction of the chairman, shall regularly report on these matters to the board of directors.

The Company secretary shall assist the chairman of the board of directors in the administrative formalities associated with the tasks of the board of directors. His/her role includes ensuring, under the direction of the chairman, good information flow within the board and its committees and between the executive management and non-executive directors, as well as facilitating induction and assisting with professional development as required.

All directors have direct access to the Company secretary for advice and service by the secretary.

In the absence of a nominated Company secretary, the CFO will assume the abovementioned tasks.

19 Chief Executive Officer and executive management

19.1 Role and tasks of the CEO

The role of the CEO is to implement the mission, strategy and targets set by the board of directors and to assume responsibility for the day-to-day management of the Company. He reports directly to the board of directors.

The CEO should arrange his/her personal and business affairs so as to avoid conflicts of interest with the Company. Any transaction between the CEO and the Company shall take place at arms' length.

As the chief manager, the CEO is responsible for:

- examining, analysing and proposing to the board of directors strategic business opportunities that can contribute to the further growth of the Company;
- executing the decisions of the board of directors;
- preparing proposals to the Remuneration Committee concerning the remuneration of the members of the executive management;
- leading the executive management;
- determining and monitoring the objectives to be achieved by the executive management;
- ensuring the day-to-day management of the Company and accounting to the board of directors for such management at regular intervals;
- maintaining a continuous dialogue and interaction with the members of the board of directors in an atmosphere of openness and a climate of trust;
- reporting to the board of directors the key decisions taken by the executive management;
- maintaining excellent relationships with important customers, suppliers and the authorities.

In addition, the CEO must enable the board of directors and the chairman to exercise their responsibilities as directors. The CEO must therefore:

- prepare proposals on topics for which decision-making is preserved to the board of directors;
- meet the chairman of the board of directors at regular intervals, consult him/her and involve him/her in strategic projects from the outset;
- provide the board of directors with all the possible relevant information it needs to exercise its powers.

19.2 Executive management

The executive management, under the leadership of the CEO, shall further be responsible for:

- the operational management of the Company;
- put internal controls in place (i.e. systems to identify, assess, manage and monitor financial and other risks) without prejudice to the board's monitoring role, based on the framework approved by the board;
- present to the board a complete, timely, reliable and accurate preparation of the Company's

financial statements, in accordance with the applicable accounting standards and policies of the Company;

- prepare the Company's required disclosure of the financial statements and other material financial and non-financial information;
- present the board with a balanced and understandable assessment of the Company's financial situation;
- provide the board in due time with all information necessary for the board to carry out its duties;
- be responsible and accountable to the board for the discharge of its responsibilities.

19.3 Appointment and remuneration

The board of directors appoints and dismisses the CEO. The CEO is appointed for a period of four (4) years, with the possibility of renewal. The board of directors also appoints the other members of the executive management, on the proposal of the CEO.

The board approves the contracts for the appointment of the CEO and other executive managers further to the advice of the Remuneration Committee. The remuneration of the CEO and the other members of the executive management is determined by the board of directors on the basis of recommendations of the Remuneration Committee and in accordance with the principles set forth in section 6 of the Remuneration Committee's terms of reference. The remuneration must be such that it allows to attract the best person for the job.

The contracts shall refer to the criteria to be taken into account when determining variable remuneration. The contracts have to contain specific provisions relating to early termination. Any contractual arrangement made with the Company or its subsidiaries concerning the remuneration of the CEO or any other executive manager shall specify that severance payment awarded in the event of early termination shall not exceed 12 months' basic and variable remuneration. A severance payment of over 12 months' basic and variable remuneration is, notwithstanding any other statutory or contractual provision to the contrary, always agreed under the condition precedent of approval by the shareholders' meeting. If the proposed severance payment is higher than 18 months' basic and variable remuneration, the shareholders' meeting can only approve such severance payment with a unanimous and motivated advice of the Remuneration Committee.

19.4 Evaluation

Each year, the Remuneration Committee evaluates the performance of the CEO and the other members of the executive management and makes proposals to the board of directors for the targets to be achieved by the CEO in the following year.

The board of directors must also evaluate the operation of the executive management itself (as regards size, organisation, composition and performance) no less often than once every three years.

ANNEX 2: TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1 Role of the Remuneration Committee

The Remuneration Committee makes recommendations to the board of directors concerning (i) the Company's remuneration policy and (ii) the individual remuneration of the executive and non-executive directors, persons entrusted with management within the meaning of article 3:6, §3, last paragraph of the CCA and the executive managers.

2 Powers of the Remuneration Committee

The Remuneration Committee is responsible for the following tasks with respect to the remuneration:

- drawing up and evaluating proposals to the board of directors concerning the remuneration policy to be pursued for directors, persons entrusted with management within the meaning of article 3:6, §3, last paragraph of the CCA and the executive managers and, where appropriate, on the resulting proposals to be submitted by the board to the shareholders' meeting;
- drawing up and evaluating proposals to the board of directors regarding the individual remuneration of (non-executive) directors, persons entrusted with management within the meaning of article 3:6, §3, last paragraph of the CCA and the executive managers, including variable remuneration and long-term incentives, whether or not stock-related, in the form of stock options or other financial instruments, and regarding the arrangements on early termination, and where applicable, on the resulting proposals to be submitted by the board to the shareholders' meeting;
- drawing up and evaluating proposals to the board of directors on the annual review of the executive management's performance and on the realization of the Company's strategy against agreed performance measures and targets;
- drawing up and submitting of a remuneration report to the board of directors, to be included in the Corporate Governance Statement of the annual report;
- explaining the remuneration report at the annual shareholders' meeting;
- giving a unanimous and motivated advice to the board of directors, every time when a severance payment of over 18 months is proposed in an agreement with an executive director, a person entrusted with management within the meaning of article 3:6, §3, last paragraph of the CCA or an executive manager.

3 Composition

The Remuneration Committee comprises at least three directors. All members of the Remuneration Committee must be non-executive directors, a majority of whom are independent. The members of the Remuneration Committee should possess the necessary independence, skills, knowledge, experience and capacity to execute its duties effectively.

The members of the Remuneration Committee are appointed and may be dismissed at any time by the board of directors.

The duration of the appointment of a member of the Remuneration Committee must not exceed the duration of his/her directorship.

The Remuneration Committee is chaired by the chairman of the board of directors or by another non-executive director.

4 Secretary

The secretary of the Remuneration Committee or another person designated by the chairman of the meeting prepares a report on the findings and recommendations of the meeting of the Remuneration Committee. The secretary sends the report to all the members of the board of directors as soon as possible after a meeting.

5 Operation of the Remuneration Committee

The Remuneration Committee meets as frequently as is necessary for the efficient operation of the Remuneration Committee and at least twice a year.

Meetings of the Remuneration Committee are in principle called by the chairman of the Remuneration Committee. Each member of the Remuneration Committee may request that a meeting be called.

Except in cases requiring rapid action, the agenda for the meeting as well as all supporting documentation is sent to the members of the Remuneration Committee at least seven (7) calendar days in advance of the meeting.

A meeting is quorate if it is attended in person by at least two members. Decisions are taken by a majority of votes cast by the members of the committee. The committee invites other persons to attend its meetings, at its discretion.

No individual director or secretary shall be present at the meeting of the Remuneration Committee at which his/her own remuneration is discussed nor shall an individual director or secretary be involved in any decision concerning his/her own remuneration. The CEO shall participate to the meetings of the Remuneration Committee where the committee deals with the remuneration of the other executive managers.

In accordance with section 7 of these terms of reference, the Remuneration Committee shall report regularly to the board of directors on the exercise of its duties.

6 Remuneration policy

The Company must establish a remuneration policy with regard to its directors, executive managers and persons charged with the daily management.

The remuneration policy must be put to a vote of the shareholders' meeting at every material change and, in any case, at least every four years in accordance with the relevant provisions of the CCA.

6.1 Contents

The remuneration policy includes in particular:

- a description of the various components of fixed and variable compensation, including bonuses and other advantages which may be granted by the Company to directors, executive management and persons charged with the daily management, with an indication of the relative share of such components;
- an explanation on the manner in which the conditions of remuneration and employment of the employees were considered when establishing the remuneration policy;
- if the Company grants variable remuneration, the clear, detailed and varied criteria for the award of variable remuneration, including:
 - the financial and non-financial criteria, among which, if applicable, criteria concerning social corporate responsibility;

- an explanation on how these criteria contribute to the Company's strategy, the long-term interests and the sustainability of the Company;
- the methods used to determine the extent to which these criteria were met;
- information regarding potential suspension periods and the possibility to recover variable remuneration;
- where share-based remuneration is provided, the vesting and retention periods and the description of how such share-based remuneration contributes to the Company's business strategy, long-term interests and sustainability of the Company;
- the duration of contracts with directors, executive management and persons charged with the daily management and the applicable notice periods, the main features of supplementary pensions or early retirement schemes, as well as the terms of termination and severance payments;
- a description of the decision-making process that is, in accordance with article 7:100, §5, 1° of the CCA, followed for its determination, review and implementation, including measures taken to avoid conflict of interest and, if applicable, the role of the Remuneration Committee and other committees; and
- when the remuneration policy is amended, a description and explanation of the important changes and an indication of how the votes and opinions of the shareholders on the remuneration policy and the remuneration reports since the most recent vote on the remuneration policy by the shareholders' meeting have been taken into account.

6.2 Remuneration of the directors

In drawing up proposals on the remuneration of the directors the Remuneration Committee shall take into account the following provisions:

- the remuneration shall take into account their role as ordinary board members, and specific roles, as chairman of the board, chairman or member of board committees, as well as their resulting responsibilities and commitment in time;
- non-executive directors shall receive a fixed remuneration, not including any performance-linked remuneration that is directly related to the results of the Company, such as bonuses, long-term shared-linked incentive schemes, benefits in kind or benefits linked to pension plans;
- besides the remuneration linked to their position certain non-executive directors may be awarded day payments for specific duties;
- no stock option shall be granted to non-executive directors; and
- the Company and its subsidiaries shall not grant any personal loans, guarantees and such to members of the board of directors.

6.3 Remuneration of the executive managers

When preparing the proposals concerning the remuneration of executive managers (based on the recommendations of the CEO, except as regards his/her own remuneration), the Remuneration Committee shall take into account the following provisions:

- the level and the structure of the remuneration of the executive managers must be such that qualified and expert professionals can be recruited, retained and motivated, taking into account the nature and scope of their individual responsibilities;

- a fitting percentage of the remuneration package of the executive managers must be linked to the Company's performance and their individual performance, such that the interests of the executive managers are harmonised with the interests of the Company and its shareholders;
- in case executive managers are eligible for incentives based on the performance of the Company or its subsidiaries, the criteria for the evaluation of performance achieved against targets as well as the term of evaluation shall be disclosed in the remuneration report. This information shall be provided in such a way that it does not disclose any confidential information regarding the Company's strategy;
- long-term incentives schemes linked to shares, stock options or other rights to acquire the Company's shares must be approved at the shareholders' meeting. Such approval relates to the scheme itself and not to the grant of share-based incentives to individuals under the scheme;
- the amount of the remuneration and other benefits granted directly or indirectly to the CEO, by the Company or its subsidiaries has to be disclosed in the remuneration report in accordance with what is set forth in section 13 of the board of directors' terms of reference;
- the amount of the remuneration and other benefits granted directly or indirectly to other members of the executive management, by the Company or its subsidiaries has to be disclosed on a global basis, in the remuneration report in accordance with what is set forth in section 13 of the board of directors' terms of reference;
- any contractual arrangement made with the Company or its subsidiaries concerning the remuneration of the CEO, another person entrusted with management within the meaning of article 3:6, §3, last paragraph of the CCA or any other executive manager shall specify that severance payment awarded in the event of early termination shall not exceed 12 months' basic and variable remuneration. A severance payment of over 12 months' basic and variable remuneration is, notwithstanding any other statutory or contractual provision to the contrary, always agreed under the condition precedent of approval by the shareholders' meeting. If the proposed severance payment is higher than 18 months' basic and variable remuneration, the shareholders' meeting can only approve such severance payment with a unanimous and motivated advice of the Remuneration Committee. The contract should specify when such higher severance payment may be paid. The board should justify this higher severance payment in the remuneration report.
- the Company's obligations concerning severance packages shall be thoroughly examined so that poor work is not rewarded. Any contractual arrangement made with the Company or its subsidiaries concerning the remuneration of the CEO, another person entrusted with management within the meaning of article 3:6, §3, last paragraph of the CCA or any other executive manager shall specify that the severance package should neither take account of variable remuneration nor exceed 12 months' basic remuneration if the departing CEO or executive manager did not meet the performance criteria referred to in the contract. A severance payment of over 12 months' basic and variable remuneration is, notwithstanding any other statutory or contractual provision to the contrary, always agreed under the condition precedent of approval by the shareholders' meeting. If the proposed severance payment is higher than 18 months' basic and variable remuneration, the shareholders' meeting can only approve such severance payment with a unanimous and motivated advice of the Remuneration Committee;
- in accordance with article 7:90 of the CCA, the criteria on the basis of which any variable remuneration is calculated must be explicitly stipulated in the contractual arrangements

between the Company or its subsidiaries and the executive managers. No variable remuneration shall be paid if the criteria are not met; and

- if an executive manager is also an executive director, his or her remuneration shall also include the remuneration he or she receives in this capacity.

7 Reporting

The Remuneration Committee provides the board of directors with clear regular information about the discharge of its functions. It informs the board of directors about any areas in which the Remuneration Committee considers action or improvement to be necessary. The Remuneration Committee prepares recommendations concerning the necessary steps to be taken.

The Remuneration Committee checks its operation and efficiency each year. It reports on its assessment to the board of directors and submits to the board of directors proposals for changes where necessary.

ANNEX 3: TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1 Role of the Audit Committee

The Company shall comply with the provisions of article 7:99 of the CCA as regards the composition of, the operation of and tasks to be entrusted to the Audit Committee.

The Audit Committee assists the board of directors in its supervisory tasks relating to control in its broadest sense. Without prejudice to the legal responsibilities of the board of directors, the Audit Committee shall have at least the following roles:

- notifying the board of directors of the result of the statutory audit of the annual accounts and, where applicable, of the consolidated accounts and explaining how the statutory audit of the annual accounts and, where applicable, of the consolidated accounts have contributed to the integrity of financial reporting and what role the Audit Committee played in this process
- monitoring the financial reporting process and making recommendations or proposals to ensure the integrity of the process;
- monitoring the effectiveness of the Company's internal control and risk management systems;
- monitoring the internal audit and its effectiveness;
- monitoring the statutory audit of the annual and consolidated accounts, including any follow-up on any questions and recommendations made by the external auditor; and
- reviewing and monitoring the independence of the external auditor, in particular regarding the provision of additional services to the Company.

2 Powers of the Audit Committee

The Audit Committee is responsible for the development of a long-term audit programme that comprises every activity of the Company. It is especially entrusted with the tasks set out below.

2.1 Financial reporting

The Audit Committee supervises the integrity of the financial information provided by the Company, and is more in particular responsible for:

- ensuring that financial reporting gives a truthful, honest and clear picture of the situation and prospects of the Company, on both an individual and a consolidated basis, as the case may be;
- checking the accuracy, completeness and consistency of financial information, including the verification of the periodical information before it is announced;
- assessing the relevance and consistency of the accounting standards.

The Audit Committee shall discuss the significant matters concerning financial reporting with both the executive management and the statutory auditor.

2.2 Internal control and risk management

As for the internal supervision and risk management within the Company, the Audit Committee is responsible for:

- the evaluation at least once a year of the internal control and risk management systems installed by the executive management. The Audit Committee shall ensure that the most important risks are well identified, managed and disclosed according to the framework approved by the board of directors of the Company;

- the examination of the declarations relating to internal control and risk management in the Corporate Governance Statement of the Company;
- the evaluation of the specific arrangements to enable staff to express concerns in confidence about any irregularities in financial reporting or other matters (“whistleblower arrangements”). The Audit Committee shall ensure that all the staff of the Company and its subsidiaries is aware of such arrangements. If necessary, the Audit Committee shall ensure that regulations are introduced for an independent investigation and an appropriate monitoring of these matters in proportion to their alleged seriousness.

2.3 Internal audit

As for the internal audit of the Company, the Audit Committee is responsible for:

- making recommendations to the board of directors on the selection, appointment, reappointment and removal of the head of internal audit and on the budget allocated to internal audit, and monitoring management's responsiveness to the Audit Committee's findings and recommendations;
- the approval of the internal audit budget;
- the receipt of the internal audit reports or a periodical summary thereof;
- the evaluation of the effectiveness of the internal audit;
- the evaluation of the implementation of the findings and recommendations of the internal auditor by the management.

The chairman of the Audit Committee shall make himself or herself available to the head of internal audit at all times for discussion of any matters concerning the Company's internal audit.

2.4 External audit

As for the external audit of the Company, the Audit Committee is responsible for:

- the recommendations to the board of directors concerning the selection, appointment, reappointment and remuneration of the statutory auditor. The shareholders' meeting is informed of these recommendations which shall be included on the shareholders' meeting agenda;
- the supervision on the independence of the statutory auditor, with due regard for the relevant rules and professional standards;
- the monitoring of the statutory auditor's work programme and control on the effectiveness of the external audit process and the response of management to the recommendations formulated by the statutory auditor in the letter to management;
- examination of the nature and scope of the non-audit services that have been entrusted to the statutory auditor. The Audit Committee determines and adopts a formal policy on the types of non-audit services that: a) are excluded, b) are permissible after verification by the Committee, and c) are permissible without being referred to the Committee, taking into account the specific provisions of the CCA;
- The opening of an investigation into issues that lead to the resignation of the statutory auditor and the formulation of recommendations on all actions required in that connection.

The Audit Committee should obtain a report from the external auditor describing all relationships

between the external auditor and the Company and its group. The external auditor shall:

- annually confirm, in writing, to the Audit Committee, its independence from the Company;
- annually inform the Audit Committee about the additional services provided to the Company;
- examine with the Audit Committee the risks relating to its independence and the safety measures taken to decrease these risks as documented by him/her; and
- report to the Audit Committee, on the key matters arising from the statutory audit of the annual accounts, and in particular on material weaknesses in internal control in relation to the financial reporting process.

3 Composition

The members of the Audit Committee are appointed by the board of directors. They may be dismissed by the board of directors at any time.

The Audit Committee consists out of at least three directors. The members of the Audit Committee must be non-executive directors, with a majority of independent directors. At least one of them has accounting and auditing experience.

The members of the Audit Committee have sufficient relevant expertise, especially in accounting, auditing and financial matters, to effectively perform their functions.

The duration of the appointment of a member of the Audit Committee may not exceed the duration of his/her directorship.

The Audit Committee is chaired by one of its members. The chairman of the board of directors may not chair the Audit Committee.

4 Secretary

The secretary of the Audit Committee or any other person designated by the chairman of the meeting prepares a report on the findings and recommendations of the meeting. The secretary sends the report to each member of the board of directors as soon as possible after every meeting.

5 Operation of the Audit Committee

The Audit Committee meets as frequently as necessary or useful for the effective operation of the Audit Committee, but in any event not less than four (4) times a year.

In general, the meetings of the Audit Committee are convened by the chairman of the Audit Committee. Each member of the Audit Committee may request a meeting of the Audit Committee to be convened.

Except in case of urgency (as decided by the chairman of the Audit Committee), the agenda for the meeting as well as all supporting documentation is sent to the members of the Audit Committee at least seven (7) business days in advance of the meeting.

A meeting is validly composed if it is attended in person by at least two members. The decisions of the Audit Committee are taken by a majority of the votes cast.

The Audit Committee may invite other people to attend its meetings at its own discretion.

The Audit Committee meets the statutory auditor and the internal auditor at least twice a year to discuss the matters relating to its internal regulations, the matters that fall under the responsibility of the Audit Committee and any matters arising from the audit process.

The Audit Committee is entitled to spontaneously receive from the board of directors, the executive management and the employees of the Company, any information that it needs for the performance of its tasks. The Audit Committee may demand from any executive, any employee of the Company, the CEO, the head of internal audit, its external legal advisors or the statutory auditor to attend a meeting of the Audit Committee or to confer with the members or advisors of the committee.

6 Reporting

The Audit Committee reports regularly to the board on the exercise of its duties, and at least when the board sets up the annual accounts, the consolidated accounts, and where applicable the condensed financial statements intended for publication. It informs the board of directors about all areas in which action or improvement is necessary in the opinion of the Audit Committee. The Audit Committee prepares recommendations on the necessary steps to be taken.

The audit review and the related reporting must cover the Company and its subsidiaries.

On a yearly basis, the Audit Committee reviews its own operation and efficiency. Its conclusion and proposals for proper changes are reported to the board of directors.

ANNEX 4: RULES PREVENTING MARKET ABUSE (DEALING CODE)

1 Introduction

This Dealing Code has been adopted by the board of directors of the Company on 17 January 2007 and has been updated by the board of directors of the Company on 8 December 2016 to prevent the illegal use of inside information by Staff Members and Connected Persons, as defined below and on 8 May 2020 to implement changes following the adoption of the new Code on Companies and Associations (“CCA”).

The purpose of this Dealing Code is to ensure that such persons do not abuse, nor place themselves under suspicion of abusing, and maintain the confidentiality of information that may be considered as Inside Information, especially in periods leading up to an announcement of financial results or of price sensitive events or decisions.

This Dealing Code sets out minimum standards to be followed in any event.

Apart from this Dealing Code, Staff Members and Connected Persons remain bound by legislation prohibiting the abuse of Inside Information and market manipulation. The legislation stipulates that anyone who possesses information of which he or she knows or should know that this information constitutes Inside Information, is prohibited (i) from Dealing or trying to Deal, for his/her own account or for the account of others, directly or indirectly, in Financial Instruments to which the Inside Information relates, (ii) from communicating this Inside Information to another person, unless such communication is made within the framework of the normal exercise of that person’s employment, profession or duties, or (iii) from recommending or inducing another person on the basis of this Inside Information to Deal or make other persons Deal in Financial Instruments to which the Inside Information relates. The legislation sanctions abuse of Inside Information as a criminal offence. It should be noted that this Dealing Code is not to be considered as a replacement of this legislation but as an extension to the existing legal rules.

Furthermore, more extensive restrictions may be provided for in existing or future arrangements to which Staff Members are party or to which they should subject themselves such as lock-up agreements or the terms of any stock option, warrant or share purchase plan. Such restrictions will apply in addition to the present Dealing Code.

Any questions relating to the interpretation or implementation of this Dealing Code should be submitted to the Compliance Officer.

The persons to whom this Dealing Code is addressed shall be bound by its terms and must observe the confidentiality and other agreements and restrictions set forth herein.

The Dealing Code entered into force on 17 January 2007.

The board of directors of the Company may review this Dealing Code from time to time and make such changes as it deems necessary and appropriate.

2 Definitions

In this Dealing Code the following definitions apply unless the context expressly requires otherwise:

“**Board**” means the board of directors of the Company.

“**Closed Period**” means a period of 30 calendar days before the announcement of an interim financial report or a year-end report which the Company is obliged to make public.

“**Company**” means VGP NV.

“Compliance Officer” means the person that monitors the compliance with this Dealing Code. The Chief Financial Officer of the Company will act as Compliance Officer.

“Connected Person” means in relation to an individual:

- (a) a spouse or partner of such individual considered by applicable national law as equivalent to the spouse;
- (b) children for whom according to applicable national law the individual is responsible;
- (c) other relatives of such individual or of the person referred to in (a), who have shared at the time of the transaction the individual’s household for at least one year;
- (d) any legal person, trust (or similar institution) or partnership which is managed by the individual or one of the persons mentioned under (a), (b) or (c), or which is directly or indirectly controlled by such individual or such person, or that is set up for the benefit of such individual or such person, or whose economic interests are substantially equivalent to those of such individual or such person.

“Dealing” means any disposal or acquisition of, or agreement to dispose of or acquire, any Financial Instruments, and the grant, acceptance, acquisition, disposal, exercise of discharge of any option (whether a call option or a put option, or both) or other right or obligation, present or future, conditional or unconditional, to acquire or dispose of Financial Instruments, or any interest in Financial Instruments, and “Deal” shall be construed accordingly.

“Dealing Code” means this present code.

“Discretionary Management” means the management on a discretionary basis of an investment portfolio of Financial Instruments pursuant to a general mandate given by the investor, of which the Dealings in this respect do not require any notification or approval by the investor.

“Executive Staff Member” means a person discharging managerial responsibilities as defined in article 3, paragraph 1, 25 MAR.

“Financial Instruments” means shares, stock options, bonds or any other financial instruments as defined in article 2, 1° of the Law.

“FSMA” means the Belgian Financial Services and Markets Authority.

“Group” means VGP NV, and its subsidiaries as defined in article 1:15 of the CCA.

“Inside Information” means every information of (a) a precise nature which has not been made public, (b) relating directly or indirectly to the Company or one or more Financial Instruments of the Company, (c) which if it were made public, could have a significant effect on the price of those Financial Instruments. Information is considered to have a significant effect on the price of Financial Instruments when a reasonable investor would be likely to use this information as part of his/her investment decisions. Information shall be deemed to be of a precise nature if it indicates a set of circumstances which exist or may reasonably be expected to do so and if it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or events on the prices of Financial Instruments.

“Law” means the Law of 2 August 2002 on the supervision of the financial sector and the financial services, as amended from time to time.

“MAR” means the Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

“Relevant Third Party” means any person designated by the Board who, by virtue of his or her specific relationship to the Company or another company of the Group, could have access to Inside Information and who is no Staff Member.

“Staff Member” means every person belonging to one of the following categories:

- (a) any member of the administrative, management or supervisory bodies of the Group;
- (b) any employee of a company of the Group having regular or occasional access to Inside Information.

3 Application

This Dealing Code shall be made available to each Staff Member and Relevant Third Party. Every Staff Member is personally responsible for properly informing his/her Connected

Persons of the provisions of this Dealing Code and for monitoring compliance by them.

The Board is responsible for properly informing the Relevant Third Parties of their obligation to comply with the provisions of this Dealing Code as if they were Staff Members.

4 Duty to report

The Compliance Officer monitors within the Group the compliance with the legislation on abuse of Inside Information and the compliance with this Dealing Code. Therefore, the Staff Members are bound by a threefold duty to report to the Compliance Officer.

4.1 Duty to report Inside Information

Any Staff Member that possesses Inside Information, shall notify the Compliance Officer immediately of (the existence of) this Inside Information.

If he or she deems fit, the Compliance Officer shall notify on his/her or her own initiative the relevant Staff Members of the fact that they possess Inside Information.

The Compliance Officer informs any Staff Member that possesses Inside Information immediately of the legal obligations that are a consequence of the possession of Inside Information and the sanctions on the abuse of Inside Information.

The Compliance Officer makes a list of all Staff Members and Relevant Third Parties that are regularly or occasionally in the possession of Inside Information and mentions the identity of the Staff Members concerned and Relevant Third Parties, the reason for which they are on the list and the date of drafting and amending of the list. The Compliance Officer is responsible for the accuracy of the list. The Compliance Officer shall use the standard models as made available on the website of the FSMA.

The Compliance Officer shall take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

4.2 Duty to report planned Dealings

A staff member must not Deal in any of the Company's Financial Instruments without advising the Compliance Officer in advance. A Staff Member shall also inform the Compliance Officer of the Connected Person's intention to Deal in Financial Instruments of the Company.

In his or her own case, the Compliance Officer must advise the chairman of the Board in advance.

4.3 Duty to report effected Dealings

The Staff Members must inform the Compliance Officer immediately within three (3) business days after they or a Connected Person have Dealt in any of the Company's Financial Instruments, mentioning the date of the transaction, the nature of the Dealing (purchase, sale, etc), the amount of Financial Instruments and the total price of the Dealing.

Simultaneously, a notification has to be made to the FSMA by an Executive Staff Member or Connected Person thereof by way of a form that is available on the website of the FSMA (www.fsma.be) and that can also be requested from the Compliance Officer.

5 Prohibition to Deal

5.1 Absolute prohibition in case of Inside Information

The Law criminally and administratively prohibits persons having Inside Information to perform the following actions:

- 5.1.1 to use the Inside Information by acquiring or transferring the Financial Instruments concerned or to attempt to do so;
- 5.1.2 to communicate the Inside Information to someone else (except in the normal performance of its professional duties);
- 5.1.3 to recommend to someone else to acquire or transfer the Financial Instruments concerned or to let someone else acquire or transfer it.

Therefore, Dealing in Financial Instruments of the Company or any other action prohibited by the Law is fully prohibited for Staff Members when they possess Inside Information.

5.2 Absolute prohibition on speculation

Though not explicitly imposed by the Law, Staff Members must refrain from Dealing in any of the Company's Financial Instruments on considerations of a short-term or speculative nature. Any purchase or sale of any of the Company's Financial Instruments within a period of six months after having sold or purchased such Financial Instruments will automatically be considered Dealing on considerations of a short-term or speculative nature. The acquiring of Financial Instruments as a result of the exercise of stock options will not be considered to be Dealing on considerations of a short-term or speculative nature, even though they might fall within the six-month period mentioned above.

5.3 Dealing during Closed Periods

A Staff Member must not Deal in any of the Company's Financial Instruments during a Closed Period, with the exception of the situations provided in article 6 hereunder.

5.4 Dealing by Connected Persons and investment managers

5.4.1 Every Staff Member shall do everything what is possible to prevent the persons mentioned hereafter from Dealing in the Financial Instruments of the Company (i) on considerations of a short-term or speculative nature as defined in article 5.3 above, (ii) during a Closed Period, except in the event described in article 6 hereunder, and (iii) during a period in which they possess Inside Information.

5.4.2 This prohibition concerns Dealings:

- (i) by or on behalf of a Staff Members' Connected Person; and
- (ii) by an investment manager or broker of Financial Instruments on behalf of the Staff Member or its Connected Person.

This prohibition does not apply for Dealings by an investment manager or broker of Financial Instruments on behalf of the Staff Member or its Connected Person as long as they act based on Discretionary Management.

5.4.3 In order to achieve the above mentioned purpose, the Staff Member must advise all his/her Connected Persons or, depending on the case, the investment managers / brokers of Financial Instruments he uses, of :

- (i) The fact that he/she is a Staff Member of the Company;
- (ii) The Closed Periods, with the exception of the periods during which he has Inside Information and thus may not Deal in any of the Company's Financial Instruments;
- (iii) The fact that no Dealings may take place on the Staff Member's or its Connected Person's behalf in the Company's Financial Instruments during the Closed Period;
- (iv) The fact that no speculative Dealings may take place on the Staff Member's or its Connected Person's behalf in any of the Company's Financial Instruments;
- (v) The fact that Dealings in the Company's Financial Instruments are prohibited in the event of Inside Information for the person on whose behalf is Dealt;
- (vi) The fact that the Staff Member is under the obligation to report to the Compliance Officer any Dealings by him/her and his/her Connected Persons in any of the Company's Financial Instruments and that this reporting is also required for Dealings by the investment manager on the Staff Member's or his/her Connected Person's behalf;
- (vii) The fact that the Connected Person must advise the Staff Member immediately after he or she has Dealt in Financial Instruments of the Company and the fact that the asset manager must advise the Staff Member immediately after he or she has Dealt in Financial Instruments of the Company on the Staff Member's or his/her Connected Person's behalf.

These obligations are always subject to the duty of confidentiality of the Staff Member towards the Company or any other legal obligation or prohibition.

6 Exceptions to the Prohibition to Deal

Under certain circumstances it is allowed to Deal in any of the Financial Instruments during a Closed Period. The absolute prohibition on speculation of article 5 of this Dealing Code and the obligation to report to the Compliance Officer (article 4) remain nevertheless in force in these situations.

6.1 Exceptional circumstances recognised by the Compliance Officer

In exceptional circumstances where it is the only reasonable course of action available to a Staff Member or a Connected Person, the Compliance Officer (or in case of the Compliance Officer, the chairman of the Board) can allow deviations from the principle set forth in article 5.4 and 5.5.1 (ii) of this Dealing Code.

6.2 Execution of prior agreements

Dealings that are the execution of agreements to Deal in Financial Instruments that were made prior to the possession of the Inside Information and that contain obligations that fall due during the Closed Period can be approved by the Compliance Officer.

6.3 Share or option plans

The Compliance Officer may allow the exercise of an option or right under an option scheme, or the conversion of a convertible Financial Instrument where the final date for the exercise of such option or right, or conversion of such Financial Instrument, falls during any Closed Period and the Staff Member could not reasonably have been expected to exercise it at an earlier time when he or she was free to Deal.

Where an exercise or conversion is permitted pursuant to the previous paragraph, the Compliance Officer may not at the same time give clearance for the sale of all or part of the Company's Financial Instruments acquired pursuant to such exercise or conversion, if such clearance is requested.

7 Compliance Officer

The Chief Financial Officer of the Company shall be the Compliance Officer. If the Compliance Officer is not available, the chairman of the Board will temporarily assume his/her role.

He is responsible for monitoring compliance with this Code and for ensuring that all Staff Members are aware of the provisions of this Dealing Code and the applicable legal rules on market abuse, insider dealing and market manipulation.

The Compliance Officer shall around the end of the financial reported year notify the Closed Periods (other than those relating to occasional information) for the next financial reported year to all Staff Members. All changes thereto in the course of the financial year shall be notified promptly.

8 Notices

Any notifications to or by the Compliance Officer (or, as the case may be, the chairman of the Board) under this Dealing Code shall be given by written notice or by e-mail. Standard clearance request forms can be made available by the Compliance Officer.

9 Duration

Anyone who has been a Staff Member or a Connected Person remains bound by the provisions of this Dealing Code until the expiration of three (3) months from the date on which such person has ceased to be a Staff Member or a Connected Person.

10 Sanctioning

This Dealing Code constitutes an integral part of the employment agreement between the Company and the Staff Members that are employees.

This Dealing Code constitutes an integral part of the contractual relations between the Company and the Staff Members that are self-employed.

It is considered to be of utmost importance to observe and apply this Dealing Code. Every infringement by a Staff Member will be considered as a professional fault. In case of breach of one or more of the provisions of this Dealing Code, the Company is entitled to impose all sanctions on a Staff Member permitted by the law and/or the relevant (employment) agreement, including immediate termination of the contractual relation and termination for urgent reasons.

Every Staff Member is asked to provide the Company a written statement of receipt of this insider Dealing Code.

ANNEX 5: CONTENTS REMUNERATION REPORT

The remuneration report shall be drawn up in a clear and comprehensible manner. It shall provide a comprehensive overview of the remuneration, including benefits in any form whatsoever, granted or due during the financial year covered by the annual report, in accordance with the remuneration policy referred to in Annex 2 to the Corporate Governance Charter, to the directors, executive management and the persons charged with the daily management, including new or former directors.

In accordance with the applicable law, the Company's remuneration report shall contain at least the following information about the directors, executive management and the persons charged with the daily management:

- (i) the total amount of remuneration, broken down by component, paid out by the Company or by another Group company. This information is provided with a breakdown between:
 - basic remuneration;
 - variable remuneration: for all extra incentives subject to performance criteria, indicating the form in which this variable remuneration is paid;
 - pension: the amounts paid during the financial year covered by the annual report or the costs of services which have been delivered during the financial year covered by the annual report, depending on the pension plan with an explanation of the applicable pension schemes; and
 - other components of the remuneration, such as the cost or monetary value of insurance coverage and fringe benefits, with an explanation of the details of the main components;
- (ii) the relative share of fixed and variable remuneration;
- (iii) an explanation of how the total amount of remuneration complies with the remuneration policy, including how it contributes to the long-term performance of the Company;
- (iv) information on how the performance criteria have been applied;
- (v) the number of shares, share options or other rights to acquire shares, offered, granted, exercised or lapsed in the course of the financial year covered by the annual report, their main characteristics and the main conditions for their exercise, including the price and date of exercise and any change thereto;
- (vi) in case one of the directors, executive managers or persons charged with the daily management would leave the Company, the justification of and the decision by the board of directors, as recommended by the Remuneration Committee, on the relevant person's right to a severance payment and the calculation basis for such severance payment;
- (vii) if applicable, information regarding the use of the possibility to recover variable remuneration; and
- (viii) information on any deviations from the procedure for implementing the remuneration policy and on any temporary deviations from the policy itself under the conditions set out in the applicable law, with an explanation of the nature of the exceptional circumstances and stating the specific components from which deviations are made.

With respect to directors and persons charged with the daily management, this information is presented on an individual basis. As far as executive management is concerned, the information in items (i) – (iv), (vii) and (viii) is presented on a global basis and the information in items (v), (vi) is presented on an

individual basis.

The Company's remuneration report shall also describe the annual change in remuneration, the annual change in the evolution of the Company's performance and the annual change in the average remuneration, expressed in full-time equivalent, of the Company's employees, other than the directors, executive management and the persons charged with the daily management, over at least 5 financial years and presented together in a way that allows for comparison.

Lastly, the remuneration report shall also include the ratio between on the one hand the highest compensation among members of the management and on the other hand the lowest compensation, expressed on a full-time equivalent basis, among employees.

ANNEX 6: [GROUP STRUCTURE]

VGP NV - Organigram

