

## CHARTER OF THE BOARD OF DIRECTORS

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## **INTRODUCTION**

The Board of Directors approved this Charter, which, together with those of the Board's Committees, reflects its operating principles, on 27<sup>st</sup> March, 2015.

The Board of Directors reviews its Charter at regular intervals and makes any changes that it deems necessary and appropriate. The Secretary General is authorised to make all formal changes to the text that he deems necessary at any time.

This charter complies with the *Code Belge de Gouvernance d'Entreprise* (Belgian Corporate Governance Code) of March 12, 2009. If the Company does not comply with one or more of the provisions of the above code, it will explain the reasons in its Corporate Governance Declaration.

### **I. ROLE OF THE BOARD OF DIRECTORS**

The Board of Directors adopts strategic guidelines for the Company as proposed by the Executive Committee or on its own initiative and actively supervises the quality of day-to-day management and its compliance with the proposed strategy with a view to enhancing the long-term value of the Company for its shareholders, while taking the interests of other stakeholders into account. The Board provides entrepreneurial leadership of the Company, ensures that risks are properly assessed and oversees their management by means of regular and stringent checks.

Corporate social responsibility, the gender mix and diversity in general are criteria which, among others, guide the Board of Directors in its decision-making.

### **II. RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The Directors form a collegiate body. In order to perform its role, the Board of Directors has the following functions and responsibilities in particular which it exercises with the assistance of its different Committees:

1. Deciding on the strategic orientation for the Company as proposed by the Executive Committee and, where appropriate, on its own initiative;
2. On recommendation of the Executive Committee, decide on investment and disinvestment projects involving:
  - an amount exceeding €50 M;
  - an amount below €50 M concerning:
    - an acquisition outside the defined strategy or,
    - an operational company (with staff) or,
  - an acquisition implying a partnership or,
  - any transaction that the Executive Committee considers necessary to submit to the decision of the Board of Directors by its nature, the risks involved or the interveners.
3. Concerning the business plan, budget and the financial statements:
  - Evaluating and approving the operational and financial plans (business plan) and the budget prepared by the Executive Committee;

- Monitoring and assessing the Company's performance in relation to the business plan and the budget approved;
  - Examining and adopting the audited financial statements.
4. Examining the quality of the information given to the investors and the public and taking all the measures necessary to ensure the integrity and publication in good time of the financial statement and other important information, financial and non-financial, communicated to the shareholders and potential shareholders;
  5. Evaluating the performance of the internal auditors and supervising the internal audit in the light of the inspection carried out by the Audit Committee;
  6. Identifying the main risks incurred by the company, defining a frame of reference for the internal control and management of these risks by the Executive Committee and checking the implementation of this frame of reference in view of the inspection conducted by the audit committee;
  7. Ensuring the implementation of procedures for guaranteeing the Company's integrity and its compliance with the laws and regulations, in particular those which apply to it as a collective investment fund and a closed investment fund as well as with accounting and audit principles;
  8. Supervising, advising and assessing the CEO and the other members of the Executive Committee; monitoring the performance of the Executive Committee;
  9. Checking on the execution of the company's strategy;
  10. Concerning the composition and remuneration of the Executive Committee:

On the suggestion of the Appointments, Remuneration and Corporate Governance Committee:

- Appointing the CEO and the other members of the Executive Committee;
  - Monitoring plans for the succession of the CEO and the other members of the Executive Committee;
  - Examining and deciding on the remuneration and benefits of the CEO and the other members of the Executive committee.
11. Concerning the composition and remuneration of the Board of Directors:
 

On the proposal of the Appointments, Remuneration and Corporate Governance Committee:

    - Formulating recommendations at the General Shareholders' Meeting concerning the optimum size and composition of the Board of Directors;
    - Selecting and proposing candidates for a position on the Board of Directors;
    - Arranging for a provisional replacement for vacant positions in accordance with article 11 of the Articles of Association;
    - Making proposals concerning the remuneration of Directors;
    - Defining the appropriate profile for the Board of Directors and Directors;
    - Appointing from among its members the chairmen and members of the Board's Committees.
  12. Assessing the effectiveness of the Appointments, Remuneration and Corporate Governance and Audit Committees;

13. Assessing its own effectiveness in the performance of its role and its responsibilities.
14. Dealing with all matters falling within its legal authority.

### **III. COMPOSITION OF THE BOARD OF DIRECTORS**

#### **1. Number of Directors and composition of the Board**

The General Shareholders' Meeting decides on the total number of Directors on the proposal of the Board of Directors. The Board of Directors, guided by the Chairman and assisted by the Appointments, Remunerations and Corporate Governance Committee, regularly assesses the profile and appropriate size of the Board taking into account the size of the Company and ensuring a proper distribution of expertise.

The Board of Directors is in principle composed of 12 members. The composition of the Board provides for balanced representation between the executive Directors, the independent non-executive Directors and the other non-executive Directors. At least four Directors must be independent within the meaning of article 526b of the Companies Law. At least half of the Board must consist of non-executive Directors.

The Board of Directors is of the opinion that the representation of the Management has a positive impact on the interaction between the Management and the Board of Directors.

The Board of Directors emphasizes also the importance of a sufficient representation of the shareholders in the Board.

A shareholder with a holding in the Company of 3% or more (in accordance with the law of 2 May 2007 on the transparency of large shareholdings) in the capital of Cofinimmo can in principle be considered for a place on the Board.

The shareholding of minimum of 3% can be proven by a transparency declaration, an inscription in the registers of shareholders, by a deposit of the shares at the occasion of the last general shareholders' meeting or by a written confirmation by the shareholder.

To determine whether a shareholder can be considered for such a place, the principles of continuity and diversification will be taken into account as well as the following criteria:

- Size of the shareholding;
- How long the shares have been held;
- The importance of the participation for Cofinimmo;
- The diversity of the shareholders.

A Board member representing a shareholder whose holding drops under the threshold of 3% and remains under this threshold durably, may finish the mandate but the mandate as representative of a shareholder can not be renewed.

There is a limit of one representation per shareholder on the Board.

The Board of Directors emphasizes finally the importance of continuity within the Board. Once nominated a Director is required to finish his mandate except in cases of great structural changes.

## 2. Appointment of Directors

Directors are appointed by the General Shareholders' Meeting from among the candidates proposed by the Board of Directors on the recommendation of the Appointments, Remuneration and Corporate Governance Committee.

Where a Director's position becomes vacant, the remaining Directors are authorised to fill this vacancy on a temporary basis until such time as a final decision has been taken in accordance with the provisions of the above paragraph. This appointment shall be based on a proposal by the Appointments, Remuneration and Corporate Governance Committee.

Appointments to the Board of Directors are made on the basis of merit and objective criteria. For each new appointment of a Director an assessment will be made, in the light of the Company's requirements, of the existing and necessary competences, expertise and experience in the Board in accordance with the principles of diversity. On the basis of this assessment, a description of the role and capabilities required is prepared. Candidates are assessed with a view to ascertaining that their expertise and experience match those required by the Board.

## 3. Independence

The Directors undertake in all circumstances to act in the interests of the company and to maintain their independence of judgment, decisions and actions. They participate with complete independence in the work of the Board. However, the Board of Directors is of the opinion that a long term mandate does not necessarily imply a lack of independence.

At least four Directors, including the Chairman, must strictly meet the independence criteria outlined in Article 526b of the Companies Law and included in the Code of Corporate Governance

During the appointment process of an independent Director, the Board of Directors, assisted by the Appointments, Remuneration and Corporate Governance Committee will particularly check whether the candidate meets the following criteria:

- not to be an employee, managerial staff member, member of the Executive Committee, responsible for day-to-day management, executive director or a member of the management staff of Cofinimmo or of an affiliated company and not to have held a post of this kind during the 5 years preceding their appointment;
- not to be receiving or have received remuneration or other significant material benefit other than those related to their mandate from Cofinimmo or an affiliated company;
- not to be a controlling shareholder or have a shareholding of more than 10% in Cofinimmo, alone or jointly with a company over which the Director has control – or to be a director or member of the managerial staff of such a shareholder or to represent it. If the Director has a shareholding below 10% he may not make the acts of disposal relating to these shares or the exercise of the related rights subject to any contractual stipulations or to unilateral commitments to which he may have subscribed. The Director may not in any case represent such a shareholder;
- not to have and not to have had, in the course of the previous year, and not to be likely to have a significant business relationship with Cofinimmo or an affiliated company either directly or as a partner, shareholder, Director, senior manager or member of the managerial staff of a body having a relationship of this kind;
- not to be and not to have been in the course of the last three years a partner or employee of the current or former auditors of Cofinimmo or an affiliated company;

- not to be an executive member of the management body of another company in which an executive Director sits as such as a non-executive member of the management or supervisory body or to have other significant links with the executive directors of Cofinimmo by reason of an involvement in other companies or bodies
- not to have served more than 3 terms as a non-executive Director within Cofinimmo and such service not having exceeded 12 years;
- not to have a spouse, a legal cohabitant, a parent or relative of the second degree serving as a Director, member of the Executive Committee or in a managerial position in the Company.

#### **4. Term of office**

In principle, Directors are appointed for a term of four years. However, the Articles of Association allow a term of office of up to 6 years. Directors may be re-elected. In order to ensure continuity of work in the Board of Directors, the mandates are in principle arranged so that a well-balanced rotation system for reelection is established.

Cofinimmo observes the provisions of the Code of Corporate Governance relating to the length of terms of office. The Directors can be re-elected.

A Director who represents a shareholder is only re-eligible when he can prove to still hold the minimum participation of 3% as outlined sub 2.

At the end a term of office of a mandate of a non-executive Director, the opportunity of a re-election is critically and accurately analysed. This analysis does not only take into account the profile of the current Director but also all potential candidates who applied. This evaluation concerns (i) the individual contribution of the Director and, if applicable, the profile of the other candidates, (ii) the balance between competences/skills, knowledge and experience in the Board taking into account the strategic choices of the company and (iii) for Directors representing a shareholder, the relevancy of the representation of this shareholder in the Board.

To ensure a regular input of new talent on the Board, the term of office of a non-executive Director is in general limited to a period of 12 years. For the Directors representing a shareholder a re-election that exceeds the maximum period can only be considered if justified by exceptional circumstances. The term of office of an independent director can under no circumstances exceed 12 years.

Any director who fails to attend at least 65% of meetings will be considered to have resigned.

#### **5. Commitments and Contributions**

The Directors undertake to serve the long-term interests of the Company by responding appropriately to concerns expressed by the General Shareholders' Meeting and other interested parties, such as employees, clients, public authorities and supervisory bodies (FSMA).

The Directors constantly broaden their knowledge of the Company's business and of developments in the property sector. They play a key role as ambassadors for the Company, but must not make statements on behalf of the Company without having received the appropriate authorisation.

The Directors undertake to devote enough time to performing their duties and responsibilities effectively. More particularly, non-executive Directors shall inform the Chairman of the Board of Directors in writing of any significant change in their responsibilities other than those related to their Directorship. They shall inform the Chairman prior to accepting new Directorships.

The Directors judge matters submitted for their attention by drawing on their knowledge and experience and express their opinions, ask any questions and make any recommendations that they consider necessary or desirable with complete independence.

The Members of the Board of Directors are bound by an obligation of confidentiality concerning all information obtained in the course of performing their duties.

The Directors shall demonstrate the highest standards of personal and professional integrity and adhere to Company policy on integrity and ethics as set out in the Company documents "Corporate values" and "Code of Conduct".

#### **IV. CHAIRMAN OF THE BOARD OF DIRECTORS**

The Board of Directors appoints a Chairman from among its independent Directors. The role of the Chairman of the Board of Directors consists in facilitating the operation of the Board of Directors independently of the Executive Committee and maintaining and enhancing the quality of governance in Cofinimmo.

The responsibilities of the Chairman of the Board of Directors are as follows:

##### **1. Managing the Board and, in particular, ensuring that the Board is well organised, operates effectively and fulfils its obligations and responsibilities**

- Preparing, convening, chairing and overseeing meetings of the Board and ensuring that, during the meetings, sufficient time is reserved for a serious and in-depth discussion of relevant matters;
- Drawing up the agenda of the Board meetings, in consultation with the CEO and Secretary-General. The Chairman is consulted on all proposals to be submitted to the Board;
- Taking all reasonable measures to ensure that the Board forms a coherent body;
- Ensuring that information is properly circulated to the Board by making sure that relevant documents in support of the management's proposals are made available.

##### **2. Ensuring the quality and continuity of the Board with the support of the Appointments, Remuneration and Corporate Governance Committee by initiating and overseeing procedures concerning:**

- Evaluating the size and composition of the Board and its Committees with a view to ensuring an efficient decision-making process;
- Drawing up plans for the succession of Directors and members of the Executive Committee;
- Appointment and re-election of members of the Board of Directors and its Committees and the Executive Committee;
- Evaluation of the performance of the Board, of its committees and its members;
- Drawing up, monitoring and revising continuous training programmes for Directors, tailored to their individual needs.

### **3. Maintaining interaction between the Board and the Executive Committee**

- Keeping in regular contact with the CEO
- Ensuring that relations between the Board and the Executive Committee are professional and constructive in character, in close cooperation with the CEO, with a view to ensuring that Cofinimmo has a sound governance culture.

### **4. Representation with respect to the Shareholders**

- Chairing General Shareholders' Meetings and ensuring that they proceed smoothly;
- Assuming the role of key contact for shareholders in all matters falling within the province of the Board of Directors.

### **5. Relations with outside parties**

In the name of the Board and in consultation with the CEO:

- Acting as ambassador to certain outside interest groups, notably by attending public events in the name of Cofinimmo;
- Maintaining contact with outside parties (institutional shareholders, the media as well other interested parties) and with these parties only addressing matters falling within the competence of the Board of Directors, especially including corporate governance.

## **V. FUNCTIONING OF THE BOARD OF DIRECTORS**

### **1. Planning and agenda for meetings of the Board of Directors**

During the current year, the Chairman, in consultation with the CEO draws up a schedule of meetings of the Board of Directors for the coming year, which he submits to the Board of Directors for approval.

The Board of Directors holds at least 6 meetings a year. The Board of Directors reviews the company's strategy in at least one meeting every two years.

The Chairman can convene other meetings whenever the company's interests require it or whenever at least two directors request it.

The Chairman, in consultation with the CEO and the Secretary General, draws up the agenda of every meeting of the Board of Directors.

In order to ensure the communication of the relevant information concerning the company's affairs and to allow the Directors to acquire and maintain adequate and continuously updated knowledge of key issues concerning the company, the Board's agenda always contains an item related to the company's course of business in addition to all the other subjects that are important to the Company.

Members of the Board of Directors shall attend all meetings. A Director who is unable to attend may

be represented by another Director by means of an instrument of proxy. However, no member of the Board may represent more than one co-member in this way.

The Board of Directors may invite any person to its meetings whose presence it deems useful.

## **2. Notification of meetings and prior transmission of documents**

The members of the Board of Directors are notified at least 5 working days before the Board meeting. However, the notification period may be shorter (i) where the Chairman and CEO decide jointly that, owing to unforeseen circumstances the interests of the Company so require or (ii) where the Directors agree to a shorter notification period.

The notification specifies the date and venue of the meeting as well as the items on the agenda.

Information of importance to the Directors for their full understanding of matters to be discussed at the meeting as well as the draft minutes of the previous meeting are distributed in written form to each Director 5 working days before the meeting. The Directors are expected to go through these distributed documents before the meeting.

The meeting of the Board of Directors is chaired by the Chairman or, in his absence, by the longest-serving non-executive Director. When two or more Directors have served equally long, the oldest Director chairs the meeting.

## **3. Quorum and resolutions**

In accordance with Article 12 of the Articles of Association, the Board of Directors can only validly discuss and decide if the majority of its members is present or represented. A new meeting must be called if this quorum is not reached.

The resolutions of the Board of Directors are taken by a majority vote; in the case of equality of votes, the Chairman or, in his absence, the Director who is replacing him has the casting vote.

## **4. Conflicts of interest**

The Board of Directors, as well as each Director individually, must observe strict self-discipline with a view to avoiding all conflicts of interest in the broad sense, whether of a financial, professional or any other nature, in accordance with the principles adopted in the Company Code of Conduct and in strict compliance with the rules governing conflicts of interest between the Company and a Director, as set out in Article 523 of the Belgian Company Code.

Directors finding themselves in a position of direct or indirect personal material conflict of interest with the Company must inform the Chairman and the Secretary-General immediately and in any case no later than the beginning of the meeting during which the matter giving rise to the conflict will be discussed. In this notification, the Director indicates the nature of and reasons for the conflict in question. He does not participate in the deliberations or in votes on this subject.

The Board of Directors describes the nature of the conflict and justifies its decision on the matter, paying particular attention to the material consequences for the Company. The extract of the minutes of the meeting relating to the notification of the conflict of interest and to the deliberations and decision on the matter giving rise to this conflict is published in the annual report for the relevant financial year.

The auditor is notified of this conflict of interest via the minutes of the meeting.

## **5. Written resolutions of the Board of Directors**

In accordance with Article 12 of the Articles of Association, the resolutions of the Board of Directors may be taken with the unanimous consent in writing of the Directors (e.g. by email correspondence) in exceptional circumstances duly justified by reason of high-urgency and the interests of the company. However, this procedure may not be employed for the purposes of adopting the annual accounts or for utilising the authorised capital.

## **6. Minutes of meetings**

The draft minutes of each meeting are disseminated as quickly as possible to all the members of the Board of Directors for their preliminary comments and approval. The Chairman, assisted by the Secretary-General, ensures that these minutes are ready for final approval at the following meeting. The minutes, approved by the Board of Directors, are signed by the Chairman.

## **VI. SECRETARY GENERAL**

The Secretary-General assists the Board of Directors, the Board's Committees and their members and the Executive Committee in fulfilling their roles, responsibilities and obligations. He assists the Chairman of the Board in communications between the Board, its Committees, the Executive Committee and the shareholders

The Secretary General has the following duties and responsibilities in particular:

- Ensuring that the Company's bodies comply with Belgian and European legislation and regulations as well as the Company's articles of association and internal regulations;
- Constantly ensuring that the articles of association, the internal regulations such as the Code of Conduct and the Corporate Governance Statement remain relevant;
- Providing specialised advice and information to the Chairmen of the Board of Directors and of the Committees on developments in the principles of corporate governance and exemplary practice;
- Acting as the custodian of the Company's official documents and of all documents containing the resolutions, decisions and discussions of the Company's decision-making bodies.
- Running the secretariat of the Board of Directors, of its committees and of the Executive Committee;
- Taking charge of the practical and logistical organisation of the meetings of the Board of Directors, of its Committees and of the General Meetings of Shareholders.

The Secretary-General reports to the Chairman of the Board and the CEO. The latter draws up his annual assessment after having consulted the Chairman of the Board.

## **VII. COMMITTEES OF THE BOARD OF DIRECTORS**

In accordance with Article 16 of the Articles of Association, the Board of Directors has set up an Audit Committee and an Appointments, Remuneration and Corporate Governance Committee. The Board of Directors may create any other consultative committees of the Board that it considers useful

The Audit Committee comprises at least three non-executive Directors, appointed for a term of four years, at least the majority of whom are independent within the meaning of article 526ter of the Companies Law. Its Chairman is also an independent Director. The Chairman of the Board of Directors is not a member of the Audit Committee but has a permanent invitation to attend its meetings.

The Appointments, Remuneration and Corporate Governance Committee comprises at least three non-executive Directors, including the Chairman of the Board of Directors, appointed for a term of four years, at least the majority of whom are independent within the meaning of article 526b of the Companies Law.

Each Committee has its own Charter defining its composition, role, functions and responsibilities as well as its operation. The Charters are approved by the Board of Directors on the recommendation of the Committee concerned. Each Committee reviews its charter at least once a year and recommends any necessary changes to the Board of Directors.

## **VIII. COMMUNICATION WITH DIRECTORS**

The Chairman of the Board of Directors is responsible for ensuring that all information received by the Directors is precise, relevant and clear. Only the Chairman can communicate directly with the members of the Executive Committee to request additional information. Other Directors submit their questions via the Chairman of the Board of Directors or, in his absence, the CEO.

The Board of Directors, its Chairman and its Committees may take advice from experts, consultants or any other external advisers that they consider useful to the performance of their duties.

## **IX. ASSESSMENT OF PERFORMANCES**

Under the direction of the Chairman, at least every two or three years, the Board regularly assesses its size, its composition, its performance and those of its committees as well as its interaction with the Executive Committee.

This evaluation has four objectives:

- To assess the operation of the Board of Directors or of the Committee concerned;
- To check whether the important questions are properly prepared and discussed;
- To evaluate the effective contribution of each Director by his presence at meetings of the Board of Directors and of the committees and his constructive involvement in the discussions and the decision-making process; and,
- To check whether the current composition of the Board of Directors or the Committees corresponds to what is desirable.

The Board of Directors and the Committees make a periodic formal evaluation of their performance and of their collective operation as well those of their members individually. Once a year at least, the

non-executive Directors conduct a regular assessment of their interaction with the Executive Committee.

The evaluation of the performances of the Board of Directors follows a process jointly put in place by the Chairman of the Board of Directors and the Secretary General, followed by the Appointment, Remuneration and Corporate Governance Committee, and is subject to a decision on the agenda of the Board of Directors. The performance assessment focuses on the functioning of the Board of Directors and the Committees via a written procedure enabling the directors to raise points for attention, which are subsequently examined by the Appointments, Remuneration and Corporate Governance Committee which decides on the points for action.

The Chairmen of each of the Committees submit their annual report (containing a chapter devoted to their individual and collective assessment) to the Board of Directors in the course of the 1<sup>st</sup> quarter of each year.

The Chairman of the Board of Directors abides by the outcome of the performance assessment, taking into account the strengths and weaknesses of the Board of Directors and, where applicable, proposing the appointment of new members to the Board of Directors or requesting the resignation of Directors

## **X. REMUNERATION POLICY FOR NON-EXECUTIVE MEMBERS OF THE COFINIMMO BOARD OF DIRECTORS**

The remuneration of the Directors is determined by the General Shareholders' Meeting on the basis of a proposal by the Board of Directors assisted by the Appointments, Remuneration and Corporate Governance Committee.

For the non-executive Directors, the remuneration is determined by taking into account in a realistic manner their responsibilities, the associated risks and market practices. This remuneration is composed of a fixed portion plus emoluments allocated for attending meetings of the Board and its Committees.

The remuneration of the non-executive Directors was reviewed by the General Shareholders' Meetings held on April 28, 2006 and May 11, 2016.

The fixed remuneration amounts to:

- € 20.000 a year for membership of the Board of Directors and
- € 6.250 a year for membership of a Committee;
- € 12.500 a year for acting as Chairman of a Committee.

Attendance allowances are:

- € 2.500 per session for participating in meetings of the Board of Directors and
- € 700 per session for participating in Committee meetings.

The non-executive Directors living abroad will receive a €1,000 lump sum per travel in order to participate to a Board and/or Committee, this amount will compensate for the additional time they will spend on their mandates in comparison with those living in Belgium.

The remuneration of the Chairman of the Board is set at a fixed rate of €100,000 a year and covers the performance of all his duties for the Board of Directors and the Committees.

A shareholding mechanism of a determined number of shares will be set up during their mandates for Directors who do not yet have any Cofinimmo's share, either personally or through the shareholder they are currently representing, and in order to align the non-executive Directors' interests with the shareholders' ones.

This mechanism consists in paying a part of the nett remuneration in Company's shares. This remuneration in shares concerns the first 20,000 € nett which are owed to the new non-executive Director in respect of his/her first mandate. The shares will be subject to an unavailability commitment until the end date of the last mandate, for whatever reason. The dividends attributed during the unavailability period (for the exercise starting on 1 January of the year of the General Assembly following the entry in the register) will be paid at the same time as to the other shareholders.

The number of shares will be determined by dividing the amount of 20,000 € by the ordinary share rate on the day the transaction will occur.

The non-executive Directors should keep their shares during their whole mandate duration.

## **XI. REPRESENTATION OF THE COMPANY**

The company is validly represented in all acts by two Directors.

Article 17 of the Articles says that the company is represented in all its acts , including those involving a public official or ministerial officer, either by two Directors or, within the limits of the powers conferred to the Steering Committee, by two members of the said Committee acting jointly or, within the limits of their powers of day-to-day management, by those persons to whom such powers are delegates, acting jointly : two of them may be

- Jean-Pierre Hanin, Managing Director, Chairman of the Executive Committee;
- Françoise Roels, Director, Member of the Executive Committee;
- Jean Kotarakos, Director, Member of the Executive Committee;
- Sébastien Berden, Member of the Executive Committee;
- Yeliz Bicici, Member of the Executive Committee.

A specific delegation of powers has been drafted by the Executive Committee (notarial deed published in the Belgian National Gazette) for leases, works, loans, credits and security rights, information and communication technologies, human resources, fiscal management, hedging transactions, transfers of funds, and insurance operations.

## **XII. EXECUTIVE COMMITTEE**

The Executive Committee is a decision-making body founded on the principle of collective responsibility and operation.

It is composed of:

- Jean-Pierre Hanin, Chief Executive Officer, Chairman of the Executive Committee;

- Jean Kotarakos, Chief Financial Officer, Member of the Executive Committee;
- Françoise Roels, Chief Corporate Affairs & Secretary General, Member of the Executive Committee;
- Sébastien Berden, Chief Operating Officer Healthcare, Member of the Executive Committee;
- Yeliz Bicici, Chief Operating Officer Offices, Member of the Executive Committee.

Its role is to:

- Propose the company strategy to the Board of Directors;
- Carry out this strategy, including the decisions to acquire or dispose of rights in rem on buildings or shares in property companies or to pledge them;
- Conduct the day-to-day management of the company and to report on these matters to the Board of Directors.

The management responsibilities of the Board of Directors comprise the following matters in particular:

1. Under the direction of the CEO, the analysis, definition and proposal of the Company's general policy and strategy to be submitted to the Board (including the general policies concerning financial management, risk management, and preparation of the Business Plan and budget);
2. Appraisal of investment and disinvestment proposals and the formulation of recommendations to the Board of Directors for the conclusion of corresponding contracts
  - for an amount not exceeding €50 M,
  - or an amount below €50 M relating to an acquisition outside the defined strategy or an operational company (with staff),
  - or implying a partnership,
  - or irrespective of the amount, for any transaction which the Executive Committees considers it necessary to refer for decision to the Board of Directors because of its nature, the risks incurred or the parties involved;
3. The formulation, preparation and submission of proposals to the Board of Directors or to its delegated Committees in all matters within their areas of responsibility;
4. The negotiation and the conclusion of any investment or disinvestment agreement relating to a sum less than €50 M notwithstanding what is stated under point 2.
5. The operational management of Cofinimmo. This responsibility includes particularly the following aspects (without this list being exhaustive):
  - The implementation of the decisions and policies of the Board of Directors;
  - The commercial management of the operational and technical properties in the property holdings;
  - Financial communication;
  - Management of the financial debt;
  - Preparation of financing plans related to investment projects;
  - Organisation and management of support functions such as:
    - Human resources, including staff recruitment, training and remuneration;
    - Legal and tax matters (including disputes);
    - Financial and property reports;
    - Supervision of management and internal audit;

- Internal and external communication;
- Information technology.

### **XIII. DIALOGUE WITH SHAREHOLDERS**

The Company is committed to the equal treatment of all shareholders.

The Board of Directors satisfies itself as to the quality of the information given to investors and to the public and takes all measures necessary to ensure the integrity and the publication in good time of the financial statements and other significant information, financial or non-financial, communicated to the shareholders and potential shareholders;

All information communicated to shareholders is available and downloadable in Pdf form on the company's website ([www.cofinimmo.com](http://www.cofinimmo.com)). The documents are available in French, Dutch and English.

The Company has created an Investor Relations post enabling appropriate communication with existing and potential shareholders and a mutual understanding of the Company's interests.

The Chairman of the Board of Directors performs the role of Shareholders' key contact in all matters within the province of the Board of Directors.

The Company encourages shareholders to play an important role in the careful assessment of the company's governance. The Board of Directors sees to it that the shareholders consider all the significant factors to which their attention is drawn. The General Shareholders' Meeting is an ideal occasion for shareholders to express themselves through a special box on the proxy forms.

