

*Van de Velde*

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# **Corporate Governance Charter**

**30 April 2025**

The Board of Directors of Van de Velde NV authored this Corporate Governance Charter in accordance with the recommendations of the Belgian Corporate Governance Code.

## INTRODUCTION

Van de Velde NV (the **Company**) undertakes to adopt the Belgian Corporate Governance Code (third edition) (the **CGC**), made public by the Corporate Governance Committee on 9 May 2019 in substitution of the previous versions of 2004 and 2009, as its reference code in the sense of Article 3:6 §2, par. 1 of the Code on Companies and Associations of 23 March 2019 (the **CCA**) and to comply with the ten principles stated in the CGC as closely as possible:

- 1. The Company shall make an explicit choice regarding its governance structure and communicate clearly about it.*
- 2. The Board of Directors and executive management shall remain within their respective powers and interact constructively.*
- 3. The Company shall have an effective and balanced Board of Directors.*
- 4. Specialised committees shall assist the Board of Directors in the implementation of its responsibilities.*
- 5. The Company shall have a transparent procedure for the appointment of directors.*
- 6. All directors shall demonstrate an independent mind and always act in the Company's interest.*
- 7. The Company shall reimburse the directors and members of executive management in a fair and responsible manner.*
- 8. The Company shall ensure equal treatment of all shareholders and respects their rights.*
- 9. The Company shall have a rigorous and transparent procedure for assessing its governance.*
- 10. The Company shall report publicly on compliance with the code.*

Notwithstanding the above, the Company has decided to derogate from the following provisions of the CGC, subject to amendments:

- **non-executive directors** do not receive any part of their remuneration in the form of shares. As such, the Company deviates from Recommendation 7.6 of the CGC. This deviation is explained by the fact that the family directors are, directly or indirectly, stable shareholders of the Company and, more generally, the views of the non-executive directors are currently considered to be sufficiently focused on long-term value creation for the Company. The granting of shares to the non-executive directors is therefore not considered necessary. However, the Company will evaluate this Recommendation on a regular basis for the purpose of any possible (need for) future compliance;
- no minimum threshold of shares to be held by the members of executive management is determined. As such, the Company deviates from Recommendation 7.9 of the CGC. This derogation is explained by the fact that the interests of executive management are currently considered to be sufficiently focused on long-term value creation for the Company having regard to the existing long-term incentive programme in the form of an option plan. For these reasons, the determining of a minimum threshold of shares to be held by the members of executive management is not considered necessary. However, the Company will evaluate this Recommendation on a regular basis for the purpose of any possible (need for) future compliance;

Each of the previous derogations from the CGC and the well-founded reasons for such deviation (in accordance with the “apply or explain” principle) will be clearly set out in the annual Corporate

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Governance Statement in the annual report (the **CG Statement**). At least once a year, at the initiative of the Company' Secretary, a description of these derogations shall be given to the Company's board of directors (the **Board of Directors**) in order to verify the quality of each explanation.

In execution of the above-mentioned CGC, the Board of Directors approved this Corporate Governance Charter (het **CG Charter**) on 23 April 2025.

This CG Charter is supplemented by a number of annexes, which constitute an integral part thereof:

- Internal regulations of the Board of Directors;
- Internal regulations of the Nomination and Remuneration Committee;
- Internal regulations of the Management Team;
- Internal regulations of the Audit and Risk Committee;
- Code of conduct preventing abuse of inside information;

## 1. CONCEPTS

In this Corporate Governance Charter, the following words shall have the following meanings:

- **CEO:** the Company's Chief Executive Officer, being the person responsible for the Company's day-to-day management.
- **CGC:** the Belgian Corporate Governance Code.
- **CG Charter:** this Corporate Governance Charter and all its annexes.
- **CG Statement:** the annual Corporate Governance Statement in the annual report.
- **Subsidiary:** an entity as described in Article 1:15 of the New CCA.
- **CCA:** the Code on Companies and Associations of 23 March 2019.
- **Articles of Association:** the Company's Articles of Association.
- **Company:** Van de Velde NV, with registered office at Lageweg 4, 9260 Schellebelle, company registration number 0448.746.744, legal district Dendermonde.
- **Affiliated Company:** an entity as described in Article 1:20 of the CCA.

## 2. STRUCTURE AND ORGANISATION

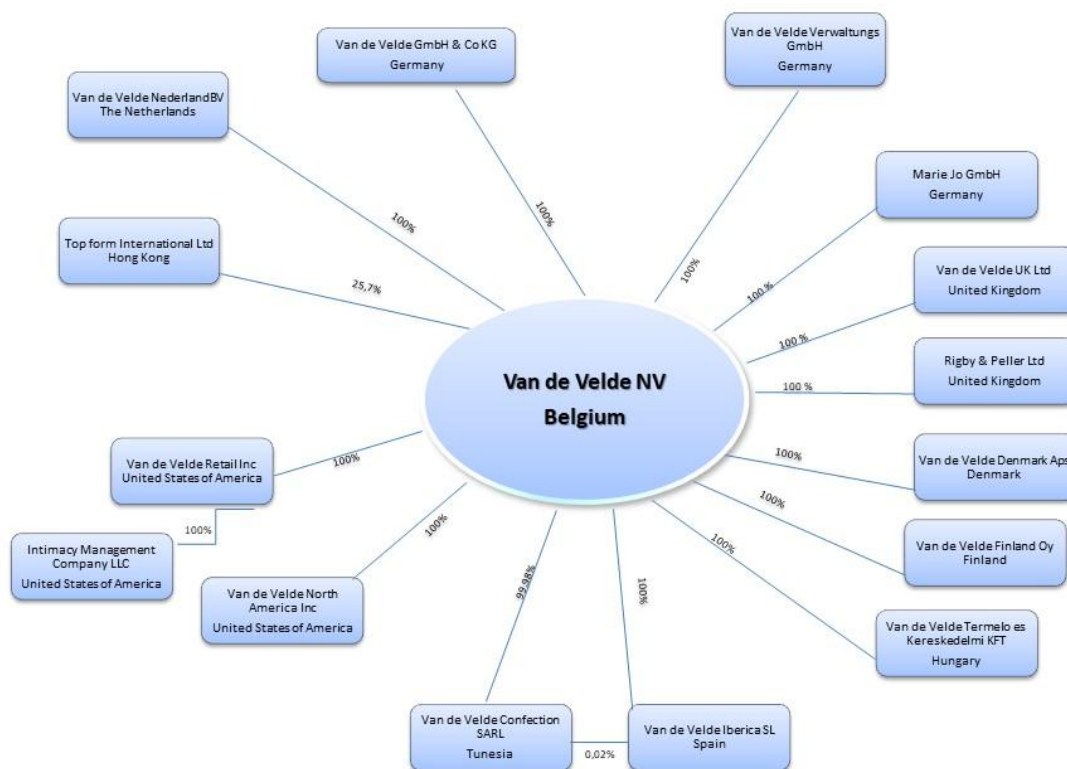
### 2.1 Legal structure

Van de Velde NV is a limited-liability company governed by Belgian law with registered office at Lageweg 4, B-9260 Schellebelle. The shares of the Company are listed on the First Market of Euronext Brussels.

The Company's Articles of Association are available on its website [www.vandevelde.eu](http://www.vandevelde.eu).

### 2.2 Group structure

The Company has various direct and indirect Subsidiaries in Belgium and abroad. The group structure can be represented as follows:



## **2.3 Governance structure**

The Company has a monistic governance model consisting of a collegial governing body, the Board of Directors, within the meaning of Article 7:85 of the CCA.

The Board of Directors is the Company's highest decision-making body and is authorised to perform all operations that are considered necessary or useful to achieve the Company's objective, except for those reserved to the general meeting by law or in compliance with the Company's Articles of Association. The composition, powers and operation of the Board of Directors are described in the internal regulations of the Board of Directors (see Annexe 1).

The Board of Directors has established an Audit and Risk Committee and a Nomination and Remuneration Committee. These Committees have an advisory purpose. They assist the Board of Directors in relation to specific matters that they monitor thoroughly and for which they formulate recommendations to the Board of Directors. The final decision rests with the Board of Directors. The composition, powers and operation of the Committees are described in their respective internal regulations (see Annexes 2-4).

The Board of Directors has delegated the Company's day-to-day management to one managing director.

The Board of Directors has established an executive committee in execution of Article 23, paragraph 2 of the Articles of Association, the Management Team, that is not a Management Committee in the sense of Articles 7:104 and 7:107 of the CCA. The Board of Directors has delegated the Company's day-to-day leadership to this Management Team. Therefore the members of the Management Team and the CEO shall be jointly responsible for this. The composition, powers and operation of the Management Team are described in the internal regulations of the Management Team (see Annexe 3).

At least once every 5 years, the Board of Directors shall evaluate whether the chosen governance structure is still suitable, and if not, it shall propose a new governance structure to the general meeting.

## **2.4 The Company's website**

The Company's website is [www.vandevelde.eu](http://www.vandevelde.eu).

The Board of Directors is responsible for placing and updating all information that the Company is obliged to publish by virtue of the legal provisions, the CGC or this CG Charter on a separate part of the Company's website (i.e. separate from the Company's commercial information) that is recognisable as such.

## 3. SHAREHOLDERS

### 3.1 Major shareholders

On the basis of the transparency statements received or made by the Company under the applicable regulations on significant holdings in listed companies and Article 8 of the Articles of Association (the most recent statement dates from 9 January 2025), the Company identified the following principal shareholders (i.e. with a 3% or more participation of voting rights on a not fully diluted basis (statutory threshold)):

Current denominator: 12.831.422 voting rights in total in the Company

Voting right holder(s)	Number of voting rights	% of voting rights
Van de Velde Holding NV	7.496.250	58,42%
Lazard Frères Gestion SAS	402.047	3,13%

Van de Velde Holding NV holds 7.496.250 (58,42%) shares. It does so through the Vesta foundation as well as holding companies Hestia Holding NV and Ambo Holding NV. The Vesta foundation and Hestia Holding NV represent the interests of the Van de Velde family. Ambo Holding NV represent the interests of the Laureys family. These foundation and holding companies decide in consensus.

The other shares are publicly held.

A majority of the directors of Van de Velde NV are appointed from candidates nominated by Van de Velde Holding NV, provided they directly or indirectly hold at least 35% of the Company's shares.

There are no special voting rights in the Company.

### 3.2 General meeting of Shareholders

The Company encourages shareholders to participate in the general meeting.

The Company makes the relevant information available through its website *before* the General Meeting of Shareholders.

Shareholders that, individually or collectively, represent no less than 3% of the shareholders' equity, in accordance with Article 7:130 of the CCA, may submit proposals for the agenda of the general meeting of Shareholders.

The Chairman will lead the general meeting and take the necessary measures to ensure that any relevant question from shareholders is properly answered.

The Company will publish the results of the votes and the minutes of the general meeting of Shareholders on its website as soon as possible after the meeting.

The Board of Directors encourages shareholders, and in particular institutional investors, to communicate their assessment of the Company's governance prior to the general meeting and at least by participation in the general meeting.

### **3.3 *Communication with shareholders and potential shareholders***

The Board of Directors engages in an effective dialogue with shareholders and potential shareholders through regular contacts with investor relations, in order to better understand their objectives and expectations. Feedback on this dialogue is given in the Board of Directors, at least once a year.

The Company provides that all necessary facilities and information are available so that shareholders can exercise their rights.

The Board of Directors evaluates whether the Company benefits from entering into a relationship agreement with major or controlling shareholders.



## **4. MISCELLANEOUS**

### **4.1 Changes**

This CG Charter will be updated in function of developments in corporate governance policy.

The Company's CG Charter is updated as often as necessary so that it gives a correct picture of the Company's governance structure at any time (with explicit mention of the date of the most recent update).

Accordingly, the Board of Directors may change this CG Charter from time to time without prior notice. The Board of Directors may decide to deviate from specific points in this CG Charter, with due regard for the applicable regulations and subject to the notification thereof in the CG Statement in the annual report.

Every change or deviation will be published immediately on the Company's website. Third parties may not derive any rights from this.

Significant changes to the CG Charter and any relevant information about events that have affected governance during the year under consideration will be explained in the CG Statement in the annual report.

### **4.2 Partial nullity**

The invalidity of one or more provisions of this CG Charter shall not affect the validity of the remaining provisions. The Board of Directors may replace the invalid provisions with valid provisions that have consequences that are as consistent as possible with the invalid provisions, given the content and the purpose of this CG Charter.

### **4.3 Contrariety to legal or statutory provisions**

In the event of contrariety between a provision of this CG Charter and a (stricter) legal or statutory provision, the legal or statutory provision shall have precedence.

### **4.4 Applicable Law and Jurisdiction**

This CG Charter is governed by Belgian law. The Belgian courts are exclusively competent to settle disputes arising from or relating to this CG Charter (including disputes about the existence, validity and withdrawal of this CG Charter). In the event of contrariety between a provision of this CG Charter and a (stricter) legal or statutory provision, the legal or statutory provision shall have precedence.

## **ANNEXE 1: INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS**

### **1. COMPOSITION**

#### **1.1 Composition**

- (a) The Board of Directors shall comprise of no fewer than 3 members, who must not be shareholders. The Board of Directors must comprise of executive directors, independent directors and other non-executive directors. The actual number of members may vary according to the needs of the Company.
- (b) No fewer than the majority of the members of the Board of Directors must be non-executive directors, of which at least 3 need to be independent directors. The Board of Directors is small enough to ensure efficient decision-making. The Board of Directors is large enough that directors can contribute experience and knowledge from various fields and so that changes in the composition of the Board of Directors can be accommodated unhindered.

Notwithstanding the appointment decision of the shareholders, the Board of Directors shall assess which non-executive directors it considers to be independent. In its assessment of the independence, the Board of Directors shall give due regard to the relevant criteria provided in Recommendation 3.5 of the CGC, as well as in Article 7:87 of the CCA and any other relevant law or rule.

A list of the members of the Board of Directors shall be published in the CG Statement in the annual report, which also indicates which directors are considered independent directors. Any independent director who no longer fulfils the conditions for independence shall forthwith inform the Board of Directors, through the Chairman of the Board of Directors.

Non-executive directors may not hold more than 5 board mandates in listed companies. Any changes to their other relevant engagements and in their new commitments outside the Company shall be reported to the Chairman of the Board of Directors in due course.

The composition of the Board of Directors is tailored to the Company's objective, its activities, development phase, ownership structure and other specific elements. The Board of Directors is composed in such a way that there is sufficient expertise about the various activities of the Company, as well as a sufficient diversity in competencies, background, age and gender. The provisions of Article 7:86 of the CCA on gender diversity are hereby complied with.

#### **1.2 Appointment**

- (a) The members of the Board of Directors shall be appointed by the general meeting. When a director's place opens, the remaining directors shall have the opportunity to fill the vacancy on a provisional basis, as provided for in Article 7:88 of the CCA.

- (b) The Board of Directors shall draw up an appointment procedure and objective selection criteria for executive and non-executive directors. The Nomination and Remuneration Committee takes a lead in the nomination process and shall nominate one or more suitable candidates, with due regard for the needs of the Company and in accordance with what is provided in Annexe 2, and the nomination procedure and selection criteria drawn up by the Board of Directors.
- (c) The necessary diversity and complementarity with respect to competencies, experience and skills shall be given due consideration in the composition of the Board of Directors. For each appointment to the Board of Directors, an evaluation of the existing or required competencies, knowledge and experience is carried out. In light of this evaluation, a description of the required role, competencies, knowledge and experience (also called “profile”) shall be drawn up.

In the event of a new appointment, the Chairman of the Board of Directors and the Chairman of the Nomination and Remuneration Committee shall ensure that, before considering the candidacy, the Board of Directors has sufficient information on the candidate, such as the curriculum vitae, the assessment of the candidate on the basis of initial discussions, a list of functions already filled by the candidate, and, optionally, the information necessary for the evaluation of the candidate's independence. Non-executive directors are fittingly made aware of the extent of their duties at the time they apply, mainly as regards the time spent in the context of their duties, considering the number and importance of their other commitments.

The Board of Directors shall prepare a proposal for (re)appointment for the general meeting. Such a proposal for (re)appointment made to the general meeting is supplemented by a recommendation by the Board of Directors. This provision also applies to shareholder appointment proposals. Any proposal for (re)appointment (which is based on the Board of Directors or of shareholders) shall indicate the proposed duration of the mandate, which may not exceed 4 years. The proposal shall be supplemented by relevant information on the candidate's professional qualifications, together with a list of the positions already held by the candidate. The Board of Directors shall specify which candidates meet the independence criteria as defined in Recommendation 3.5 of the CGC.

The Board of Directors proposes that the general meeting votes separately on each proposed appointment.

The Board of Directors shall ensure that there are procedures for the orderly and timely succession of the directors. The Board of Directors ensures that each (re)appointment makes it possible to maintain an appropriate balance of competencies, knowledge, experience and diversity in the Board of Directors and the Committees.

If the Board of Directors considers appointing the previous CEO as director, the Board of Directors shall ensure that the necessary safeguards are in place so that the new CEO has the necessary autonomy.

- (d) A majority of the directors shall be appointed from among the candidates nominated by Van de Velde Holding NV, with registered office at Lageweg 4, 9260 Schellebelle, provided the latter directly or indirectly hold at least 35% of the Company's shares.

## **2. POWERS OF THE BOARD OF DIRECTORS**

### **2.1 Role**

The Board of Directors shall be responsible for managing the Company with attention for sustainable value creation by the Company, through determining the Company's strategy, establishing effective, responsible and ethical leadership and overseeing the Company's performance. In order to effectively

pursue this sustainable value creation, the Board of Directors develops an inclusive approach that balances the legitimate interests and expectations of shareholders and other stakeholders.

The Board of Directors shall support executive management in carrying out its tasks and should be prepared to challenge executive management constructively when appropriate.

The directors shall be available for advice, including outside the meetings of the Board of Directors.

The Board of Directors shall be accountable to the General Meeting. The responsibility for managing the Company shall rest with the Board of Directors as a collegiate body.

## **2.2 Tasks**

In this light, the main tasks of the Board of Directors shall be:

- Deciding on the Company's medium and long-term strategy, which is based on executive management proposals, and its regular evaluation.
- Approving the operational plans and key policies developed by executive management to implement the Company's approved strategy.
- Ensuring that the company culture supports the achievement of the business strategy and that the company culture promotes responsible and ethical behaviour.
- Determining the Company's risk appetite in order to achieve the Company's strategic objectives.
- Approving the framework of internal control and risk management, proposed by executive management and assessing the implementation of this framework, considering the Audit and Risk Committee's assessment.
- Deciding on and following up on the budget.
- Taking the necessary measures to ensure the integrity and timely disclosure of the annual accounts and other material financial and non-financial information, in accordance with applicable legislation.
- Ensuring that the Company provides an integrated vision of the Company's performance in its annual report and that this report contains sufficient information on issues of social interest as well as relevant environmental and social indicators.
- Monitoring the performance of the external auditor, considering the Audit and Risk Committee's assessment.
- Ensuring that there is a process for assessing the Company's compliance with applicable laws and other regulations, as well as for the application of internal guidelines on this matter.
- Approving a code of conduct (or multiple activities specific codes of conduct), which sets out expectations for the Company's leadership as well as for employees in terms of responsible and ethical conduct. The Board of Directors evaluates compliance with such a code of conduct at least on an annual basis. Reference is made to Section 7 of Annexe 1 and Annexe 5 in this regard.
- Determining the powers and tasks entrusted to the Management Team and developing a clear delegation policy, in close consultation with the CEO.

- Appointing and dismissing the CEO. The Board of Directors also appoints and dismisses the other members of the Management Team, in consultation with the CEO, considering the need for a balanced executive team.
- Approving the main terms of the contracts of the CEO and the other members of the executive management, as advised by the Nomination and Remuneration Committee,
- Ensuring that there is a succession plan for the CEO and the other members of the executive management and ensuring a periodic review of this plan.
- Determining the Company's remuneration policy for non-executive directors and executive management members, considering the Company's general remuneration framework.
- Monitoring and assessing the effectiveness of the Committees of the Board of Directors.
- Being responsible for the Company's Corporate Governance structure and compliance with the provisions of the CGC.
- Ensuring compliance with the Company's obligations to its shareholders and complying with the provisions provides in section 3. In doing so, relevant interests of Stakeholders that are not connected with the Company are also taken into consideration.
- In the execution of their tasks, the Board of Directors must act in accordance with the Company's interests.

### **3. OPERATION OF THE BOARD OF DIRECTORS**

#### **3.1 Meetings of the Board of Directors**

- (a) The Board of Directors shall meet no less than 4 times a year or as often as considered necessary or desirable by one or more members of the Board of Directors, so they are able to effectively fulfil their duties. If needed, the Board of Directors shall consider arranging advisory and committee meetings with the use of video, telephone and internet-based means of communication. The number of meetings of the Board of Directors and its Committees as well as the individual rate of attendance of the directors at these meetings shall be published in the CG Statement.
- (b) The non-executive directors must meet in the absence of the CEO and the other executive directors no less than once a year.
- (c) Decisions of the Board of Directors may be taken by unanimous written decision of all directors, apart from decisions for which the Articles of Association exclude this possibility, in accordance with the provisions of the law.

If a meeting of the Board of Directors is not held in writing, this meeting of the Board of Directors must be convened as laid down in the Company's Articles of Association.

Except in urgent cases (the Chairman of the Board of Directors decides on this), or in case of written decision-making, the agenda for the meeting shall be sent to all members of the Board of Directors no later than 5 working days before the meeting. Together with the agenda the directors shall receive the minutes of the previous meeting, the activity report, the figures for discussion and a summary of all important topics for discussion.

- (d) The Board of Directors functions as a collegial body. Decision-making within the Board of Directors is not dominated by an individual, nor by a group of directors. The Chairman of the Board of Directors shall chair the meetings of the Board of Directors.
- (e) Every absent director may give another director power of attorney to represent them at the meeting and to participate in votes in their stead by simple letter or even by fax, e-mail, or any other means of telecommunication that provides a possibility of furnishing written proof of content to the addressee and to the sender and that provides a possibility of guaranteeing the identity of the sender.
- (f) The Company's Secretary or another person designated for that purpose by the Chairman of the meeting shall take minutes of the deliberations in a meeting of the Board of Directors. The Board of Directors shall approve the minutes in the next meeting. The minutes of the meeting shall summarise the discussions, specify the decisions taken and indicate differing views taken by the directors. The names of the persons intervening shall only be included at their express request.

## **3.2 Committees and Management Team**

In order to discharge its tasks and responsibilities efficiently, the Board of Directors has established specialised Committees to analyse specific matters and to issue advise on these to the Board of Directors.

Besides the possibility of establishing other Committees, the Board of Directors has established an Audit and Risk Committee and a Nomination and Remuneration Committee. The role of these Committees shall be purely advisory; the final decision shall rest with the Board of Directors. The Board of Directors ensures that each Committee as a whole is composed in a balanced manner and that it has the necessary independence, competencies, knowledge, experience and ability to carry out its tasks effectively.

In addition, the Board of Directors has established a Management Team to which it has delegated some of its powers.

The Board of Directors must draw up internal regulations for each Committee and the Management Team, detailing the role, composition and operation of each Committee and the Management Team (see Annexes 2, 3 and 4). In the CG Statement, the Board of Directors shall detail the composition and operation of the committees and the Management Team.

## **3.3 The Company's Secretary**

The Board of Directors is responsible for appointing and dismissing the Company's Secretary. If needed, a corporate lawyer shall assist the Secretary of the Company. The Board of Directors shall ensure that the appointed person has the necessary skills and knowledge in matters of governance. Directors shall have individual access to the Company's Secretary.

The functions of the Company's Secretary shall include:

- supporting the Board of Directors and its Committees and the Management Team in all administrative matters;
- preparing the CG Charter and the CG Statement;
- ensuring a good flow of information within the Board of Directors and its Committees and between executive management and non-executive directors;

- accurately recording the essence of the discussions and decisions in the meetings of the Board of Directors in the minutes; and
- facilitating initial training and supporting professional development where necessary.

The Secretary must ensure that the Company's bodies governed by company law comply with the law as well as the Company's Articles of Association, CG Charter and internal regulations. The Secretary shall report to the Board of Directors.

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

### **4.1 Appointment**

The Board of Directors shall appoint one of its members as Chairman of the Board of Directors (the **Chairman**). The functions of the Chairman of the Board of Directors and those of the CEO may not be exercised by one and the same person. There is a clear distinction in the responsibilities of the Chairman and the responsibilities of the CEO.

The Chairman of the Board of Directors is a person recognised for their professionalism, independent mind, coaching abilities, the ability to reach consensus, and communication and meeting management skills.

If the Board of Directors considers appointing the previous CEO as Chairman, the pros and cons of this decision must be carefully weighed up and it must be stated in the CG Statement why such a decision will not hinder the CEO's necessary autonomy.

### **4.2 The Chairman's role**

The Chairman shall be responsible for leading the Board of Directors and for the effectiveness of the Board of Directors in all its aspects.

The Chairman shall take the necessary steps to create a climate of trust in the Board of Directors that contributes to open discussion and constructive criticism. The Chairman shall ensure that there is sufficient time for consideration and discussion before reaching a decision. Once the decision is taken, all directors are supposed to support its implementation.

The Chairman shall ensure actual interaction between the Board of Directors and executive management. He or she shall maintain close relations with the CEO and provide the CEO with support and advice with respect to the CEO's executive responsibilities.

The Board of Directors shall develop a procedure for electing a replacement chairman to lead board meetings in the absence of the Chairman and for the purpose of leading discussions and decision-making by the Board of Directors in matters where the Chairman has a conflict of interest.



## 4.3 The Chairman's tasks

In the Board of Directors, the Chairman shall be primarily responsible for:

- drawing up the agenda of the meetings of the Board of Directors, after consultation with the CEO and the Company's Secretary. The agenda specifies which topics are for information, for consideration or for decision-making;
- ensuring the procedures are correctly followed with respect to preparation, consultation, approval of resolutions and implementation of decisions.
- ensuring, with the Secretary's assistance, that all the directors receive accurate, concise and clear information in good time *before* the meetings and where necessary between the meetings, so that they can make a well-founded and informed contribution to the discussions and whereby the Chairman shall ensure that, with regard to the Board of Directors, all directors receive the same information;
- 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 regarding the execution within the Board of Directors;
- monitoring the regular evaluation of the Company's corporate structure and corporate governance and assessing their satisfactory operation;
- ensuring, together with the Secretary, that the new members of the Board of Directors follow a suitable training programme;
- being available to the directors, the members of executive management and the head of the internal audit for the discussion of matters concerning the management of the Company;

Towards shareholders and third parties, the Chairman shall be primarily responsible for:

- chairing the general meeting and ensuring that the relevant questions of shareholders are answered; and
- effectively communicating with shareholders and ensuring that the directors understand and keep an understanding of the views of shareholders and other key stakeholders.



## **5. PROFESSIONAL DEVELOPMENT OF THE BOARD OF DIRECTORS**

### **5.1 Training and professional development**

- (a) Newly appointed directors must follow suitable initial training after they have been appointed to the Board of Directors, tailored to their role, including an update of the legal and regulatory environment, to ensure that they are able to contribute quickly to the Board of Directors. The purpose of the initial training process shall be:
  - (i) to help the new directors acquire insight into the fundamental characteristics of the Company, including its management, values, strategy, main lines of policy, and financial and business challenges, as well as the risk management and internal control systems; and
  - (ii) to advise the new directors on their rights and obligations as a director. If a newly appointed director is also a member of a Committee or the Management Team, the initial training shall also include a description of that Committee or Management Team's operation and goals, including a description of the specific role and tasks of the Committee or Management Team.

The Chairman of the Board of Directors shall also prepare a general training programme with the assistance of the Company's Secretary. The purpose of this shall be to provide every new director with a general training, as described above, so that they can quickly make a real contribution to the Board of Directors.

- (b) The directors shall be individually responsible for the preservation and development of the knowledge and competencies they must have to be able to fulfil their function in the Board of Directors, the Management Team and the Committees they belong to. The Company makes the necessary (financial) resources available to the directors to this end.

### **5.2 Advice**

Directors and members of the Committees and the Management Team may obtain independent professional advice on subjects that fall within their powers at the expense of the Company, once the Chairman of the Board of Directors has given his permission for this.

### **5.3 Evaluation**

- (a) The Board of Directors shall be responsible for a periodic evaluation of its own effectiveness with the object of constantly improving the management of the Company. To this end, the Board of Directors shall conduct an evaluation of its own performance, its interaction with executive management, as well as its size, composition, operation and those of its Committees under the leadership of its Chairman and the Management Team no less often than once every 3 years. The evaluation shall be carried out through a formal procedure, whether or not externally facilitated, in accordance with a methodology approved by the Board of Directors.
- (b) The directors shall fully cooperate with the Nomination and Remuneration Committee and any other persons, inside or outside the Company, that are responsible for the evaluation of the directors, so as to make possible a periodic individual evaluation.

- (c) At the end of each director's mandate, the Nomination and Remuneration Committee shall evaluate the attendance of the director to the meetings of the Board of Directors, Committees and the Management Team and their commitment and constructive involvement in discussions and decision-making, in accordance with a predetermined and transparent procedure. The Nomination and Remuneration Committee shall also assess whether each director's contribution is in line with changing circumstances.

Based on the results of this evaluation, where applicable, and possibly in consultation with third-party experts, the Nomination and Remuneration Committee shall submit to the Board of Directors a report of strengths and weaknesses, and possibly submit a proposal for the appointment of new directors or the non-extension of a director's term of office.

- (d) The Board of Directors shall act on the basis of the results of the performance evaluation. Where appropriate, this means nominating new members for appointment, proposing not to reappoint existing members or taking measures deemed useful for the effective functioning of the Board of Directors.

The Board of Directors must also evaluate the operation of the Committees and the Management Team no less often than once every 3 years.

- (e) Each year, the Board of Directors evaluates the performance of executive management and the achievement of the Company's strategic objectives in relation to agreed performance measures and objectives.

The non-executive Directors must evaluate their interaction with the executive management every year.

- (f) Together with the Appointments and Remunerations Committee, the CEO shall evaluate the operation and the performance of the executive management every year.

- (g) The CG Statement shall contain information on the most important characteristics of the evaluation process of the Board of Directors, its Committees, the Management Team and the individual directors.

## **6. REMUNERATION**

The Appointments and Remunerations Committee established by the Board of Directors shall be responsible for drawing up the remuneration policy for the executive and non-executive directors.

The Company's remuneration policy for the executive and non-executive directors is included in Annexe 2.

The Company shall draw up a remuneration report. This remuneration report shall constitute a specific part of the CG Statement.

The Company's remuneration report shall contain the information as set out in Article 3:6 §3 of the CCA.

No one shall decide on their own remuneration.

## **7. RULES OF BEHAVIOURS**

### **7.1 In general**

- (a) All directors shall adhere to the highest standards of integrity and honesty. All members of the Company's Board of Directors must exercise their powers in an honest, ethical and well-balanced way. All directors shall keep the Company's interests at top of mind.

The directors are actively involved in their duties and must be able to make a well-founded, objective and independent judgment in the performance of their responsibilities.

Acting with independence of mind means developing a personal conviction and having the courage to act on it by evaluating and critically questioning the views of other directors, by asking questions to the members of executive management when appropriate in the light of the topics and risks involved, and by being able to resist peer pressure.

- (b) All members of the Board of Directors must be thoroughly committed to the exercise of their responsibilities. The directors must ensure that they receive detailed and accurate information and that they allow themselves sufficient time to study it thoroughly in order to gain and maintain a good understanding and command of the main aspects of the Company's business activity. They shall ask for clarification whenever they consider it necessary.
- (c) The directors may use the information available to them as a director only in their position as a director. Directors should be careful with the confidential information they have received in their capacity as directors.

The directors shall transfer all information available to them, which may be relevant to decision-making within the Board of Directors, to the Board of Directors. In the case of sensitive or confidential information, the directors should consult the Chairman.

Where relevant, these provisions shall apply *mutatis mutandis* to the members of executive management (see also Annexe 3).

### **7.2 Transactions between the Company and its directors / management & conflicts of interest**

The Board of Directors has adopted the following policies on transactions and other contractual ties between the Company (including its Affiliated Companies) in addition to the statutory conflict of interest regime:

- Each director places the Company's interest above their own interest. The directors have a duty to represent the interests of all shareholders on an equal basis. Each director acts in accordance with the principles of reasonableness and fairness.
- Each director is particularly attentive to conflicts of interest that may arise between the Company, its directors, its major or controlling shareholder(s) and other shareholders. The directors nominated by (a) significant or controlling shareholder(s) must ensure that the interests and intentions of the shareholder(s) are sufficiently clear and will be disclosed to the Board of Directors in good time.

- The Board of Directors shall act in such a way as to avoid a conflict of interest, or the perception of such a conflict. In the event of a conflict of interest, the Board of Directors, headed by the Chairman, shall decide on what procedure it will follow to protect the interest of the Company and all its shareholders. In the following annual report, the Board of Directors explains why it chose this procedure. However, where there is a substantial conflict of interest, the Board of Directors carefully considers communicating as quickly as possible about the procedure followed, the main trade-offs and the conclusions.
- All transactions between the Company and members of the Board of Directors or their representatives require approval from the Board of Directors. They can only take place on market terms.

For example, members of the Board of Directors are not permitted to conclude, directly or indirectly, agreements with the Company aimed at the supply of goods or paid services (other than under their administrative or executive mandate), except with the explicit consent of the Board of Directors.

- If the members of the Board of Directors or their permanent representatives are confronted with a possible conflicting interest in a decision or operation of the Company which they believe may affect their judgment, they should inform the Chairman of the Board of Directors as soon as possible. In particular, at the beginning of each meeting of the Board of Directors or a Committee, directors shall declare whether they have conflicts of interest on the issues on the agenda. Conflicting interests include property interests, but also functional or political interests or interests of a family nature (up to the first degree).
- When the Board of Directors takes a decision, the directors do not pursue their personal interests. They do not use business opportunities intended for the Company for their own benefit.

Where relevant, these provisions shall apply *mutatis mutandis* to the members of executive management (see also Annexe 3).

## **7.3 Transactions in Company shares**

The Board of Directors has drawn up a set of rules on proprietary transactions in the Company's shares, derivatives or other financial instruments by directors, executive management members and other persons with knowledge of the results.

The current rules on transactions in the Company's securities are set out in Annexe 5.

## **7.4 Other**

In this context, reference is also made to the code of conduct preventing abuse of inside information (as set out in Annexe 5) and the Company's Ethical Charter.

## **ANNEXE 2: INTERNAL REGULATIONS OF THE NOMINATION AND REMUNERATION COMMITTEE**

### **1. Composition and operation**

#### **1.1**

The members of the Nomination and Remuneration Committee shall be appointed by the Board of Directors and may be dismissed at any time.

#### **1.2**

The Nomination and Remuneration committee is composed out of at least 3 directors of which a majority are independent directors.

The Nomination and Remuneration Committee shall have the necessary expertise in the field of remuneration policy.

#### **1.3**

The chairmanship of the Nomination and Remuneration Committee shall be held by the Chairman of the Board of Directors or another non-executive director. This person cannot chair the Nomination and Remuneration Committee when the choice of his or her successor is dealt with.

#### **1.4**

The duration of the term of office of a member of the Nomination and Remuneration Committee may not exceed the duration of his or her term of office as a director.

#### **1.5**

The Nomination and Remuneration Committee shall meet as often as is needed for the proper operation of the Nomination and Remuneration Committee, but never less than 2 times every year. The Company shall organise, if necessary and appropriate, committee meetings using video, telephone and internet-based means of communication.

No director shall attend the meetings of the Nomination and Remuneration Committee in which his or her own remuneration is discussed and shall not be involved in any decision concerning his or her remuneration.

The CEO shall participate in the meetings of the Nomination and Remuneration Committee when it handles the remuneration of other members of executive management.

The Nomination and Remuneration Committee may choose to invite other persons to attend their meetings. Members of the executive staff may be invited to attend committee meetings and to provide relevant information and insights relating to their area of responsibility.

The Nomination and Remuneration Committee shall have the opportunity to speak to each relevant person without a member of executive management present.

The Nomination and Remuneration Committee may seek third-party professional advice on subjects within its competence at the expense of the Company, after the Chairman of the Board of Directors has been informed.

## **1.6**

The secretary of the Nomination and Remuneration Committee or a person appointed for that purpose by the chairman of the meeting shall take minutes of the findings and recommendations of the meeting of the Nomination and Remuneration Committee. These minutes shall be discussed by way of oral feedback in the meeting of the Board of Directors following the meeting of the Nomination and Remuneration Committee.

## **2. POWERS**

### ***2.1 The Role of the Nomination and Remuneration Committee***

Regarding its role as “remunerations committee”: The Nomination and Remuneration Committee shall make proposals to the Board of Directors with regard to (i) the remuneration policy for non-executive directors and members of executive management, (ii) the annual evaluation of the performance of executive management and (iii) the achievement of the company strategy on the basis of agreed performance measures and objectives.

Regarding its role as “nomination committee”: The Nomination and Remuneration Committee shall ensure, in general, that the appointment, reappointment and succession process of the members of the Board of Directors and executive management is objective and professional.

After each Nomination and Remuneration Committee meeting, the Board of Directors shall receive a report from the Nomination and Remuneration Committee on its findings and recommendations (“minutes”) as well as oral feedback from the Committee at the next meeting of the Board of Directors.

### ***2.2 Tasks concerning remunerations***

Notwithstanding the legal powers of the Board of Directors, the Nomination and Remuneration Committee has defined the tasks set out in Article 7:100 of the CCA, including the following powers:

- (a) The Nomination and Remuneration Committee shall make proposals to the Board of Directors on the remuneration policy for non-executive directors and members of executive management.
- (b) The Nomination and Remuneration Committee shall make proposals to the Board of Directors with regard to the individual remuneration of the non-executive directors and members of executive management, including variable remuneration and long-term performance bonuses, whether or not linked to shares, in the form of share options or other financial instruments, and severance pay, and, where applicable, the ensuing proposals the Board of Directors must present to the general meeting.
- (c) The Nomination and Remuneration Committee shall present to the Board of Directors a remuneration report that contains the stipulations as stated in Annexe 1 section 6 of this Charter and it shall explain the remuneration report at the annual General Meeting of Shareholders.

- (d) The Nomination and Remuneration Committee shall regularly report to the Board of Directors regarding the exercise of its duties.

## **2.3 Tasks concerning appointments**

The Nomination and Remuneration Committee shall have the following tasks:

- (a) drawing up appointment procedures for members of the Board of Directors;
- (b) drawing up selection criteria for the appointment of members of the Board of Directors;
- (c) selecting and nominating suitable candidates for vacant director positions and submitting them to the Board of Directors for approval;
- (d) making recommendations to the Board of Directors regarding the appointment and members of executive management, drawing up plans for the orderly succession of directors and leading the (re)appointment process of directors;
- (e) ensuring that sufficient and regular attention is paid to the succession of members of executive management;
- (f) ensuring that there are suitable programmes for talent development and for the promotion of diversity in leadership;
- (g) conducting a periodic evaluation at least once every 3 years of the size and the composition of the Board of Directors and, where applicable, making recommendations to change this;
- (h) analysing the aspects in connection with the succession of directors; and
- (i) submitting advice on proposals (from the managing directors or the shareholders among others) on the appointments and dismissals of directors and members of executive management.

## **3. REMUNERATION POLICY**

### **3.1**

The Board of Directors shall adopt, on the advice of the Nomination and Remuneration Committee, a remuneration policy designed to achieve the following objectives: (i) attracting, rewarding and retaining the necessary talent; (ii) encouraging the achievement of strategic objectives while respecting the risk appetite and behavioural standards of the Company and (iii) promoting sustainable value creation. The remuneration policy should be consistent with the Company's general remuneration framework.

The Board of Directors shall submit the policy to the general meeting. When a significant number of votes are cast against the remuneration policy, the Company shall take the necessary steps to address the concerns of the opposing voters and consider adjusting the remuneration policy.

## 3.2

In drawing up proposals on the remuneration of non-executive directors, the Nomination and Remuneration Committee shall take into account the following provisions:

- The remuneration shall take account of their role as non-executive director and their specific role as Chairman of the Board of Directors, chairman or member of a Committee and the ensuing responsibilities and time investment.
- Non-executive directors shall not receive any performance-related remuneration directly related to the Company's results.
- No stock options shall be provided to non-executive directors.
- In addition to the remuneration linked to their position, certain non-executive directors may be awarded day payments for specific duties.
- The Company and its subsidiaries shall not grant any personal loans, guarantees and such to members of the Board of Directors or executive management.

The provisions on remuneration of non-executive Directors shall also apply to executive directors in their capacity of director.

## 3.3

In evaluating proposals of the managing directors concerning the remuneration of members of executive management, the Nomination and Remuneration Committee shall take into account the following provisions:

- The remuneration policy for executive management members describes the different components of remuneration and determines the appropriate balance between fixed and variable remuneration, and monetary and deferred remuneration. In order to align the interests of the executive management members with the objectives of sustainable value creation of the Company, the variable portion of the remuneration package of executive management members is linked to the Company's overall performance and individual performances.
- If the Company rewards executive management members with variable short-term remuneration, this remuneration should be subjected to a ceiling.
- On the advice of the Nomination and Remuneration Committee, the Board of Directors shall approve the main terms of the contracts of the CEO and the other members of the executive management. The Board of Directors shall include provisions enabling the Company to withhold the payment of variable remuneration and specify the circumstances in which this would be appropriate, to the extent legally enforceable. Contracts shall include specific provisions concerning their premature termination.
- If a member of executive management is entitled to a bonus based on the performances of the Company or its subsidiaries, the remuneration report shall state the criteria for evaluating the achieved performances compared with the goals as well as the evaluation term. These details shall be published in such a way that no confidential information is disclosed with regard to the company's strategy.
- Save a contrary statutory provision or explicit approval by the general meeting, a director may, by way of remuneration, acquire shares definitively or exercise stock options or any other rights to acquire shares only after a period of at least 3 years after their granting.



- The Company should not facilitate the closure of derivative contracts related to such stock options, nor hedge related risks, as this is not in line with the objective of this incentive mechanism.
- The Company's obligations concerning severance packages shall be thoroughly examined so that poor performance is not rewarded.
- If a member of the Management Team is also an executive director, his or her remuneration shall also include the fees he or she receives in this capacity.

The provisions concerning the remuneration of the Management Team shall also apply to executive directors in their capacity of executive manager.

## 3.4

### **Contract of the CEO and of the other members of executive management**

On the advice of the Nomination and Remuneration Committee, the Board of Directors shall approve the contracts for the appointment of the CEO and the other members of executive management. In accordance with the law, the contracts refer to the criteria taken into account in determining variable remuneration and include specific provisions concerning a premature termination of the contract.

## 3.5

### **Severance pay**

In accordance with the law, any contractual arrangement agreed on with the Company or its subsidiaries with regard to the remuneration of the CEO or any other member of executive management shall clearly state that the severance pay awarded in the event of premature termination of the contract shall not be the equivalent of more than 12 months' basic and variable remuneration.

## **ANNEXE 3: INTERNAL REGULATIONS OF THE MANAGEMENT TEAM**

### **1. COMPOSITION AND OPERATION**

#### **1.1**

The members of the Management Team shall be appointed and can be dismissed at any time by the Board of Directors. The Board of Directors shall appoint them based on the recommendations of the Nomination and Remuneration Committee;

#### **1.2**

The Management Team shall comprise no fewer than 2 and no more than 10 members, who may or may not be directors.

All executive directors shall be members of the Management Team.

#### **1.3**

The Company's CEO shall be the chairman of the Management Team.

#### **1.4**

The members of the Management Team shall be appointed for an indefinite period, unless the Board of Directors decides otherwise. In that case the Board of Directors shall establish the duration of the term of office and the conditions governing its ending. The Board of Directors shall be at liberty to end the term of office of the member of the Management Team with immediate effect at any time, without prejudice to any compensation obligations under the agreements between the Company and the concerned member.

#### **1.5**

The Management Team shall meet as often as considered necessary for the proper operation of the Management Team, but never less than once every fortnight, in principle at a fixed day and time.

The Management Team shall consult legitimately only when no fewer than half of the members are physically present or represented. If the mandatory quorum for a legitimate meeting of the Management Team is not achieved, a new Management Team may be called with the same agenda. The Management Team so called shall be at liberty to consult and take decisions legitimately only when no fewer than half of the members and one managing director are represented.

The Management Team shall be at liberty to consult legitimately on points that are not on the agenda only when all members are present or represented and agree to this.

## **1.6**

The decisions of the Management Team shall be taken collegially. The Management Team strives for consensus in their decisions as much as possible. In the absence thereof and after discussion to reach consensus, the Management Team decides by simple majority. The CEO has no veto right but has a deciding vote in case of an ex aequo.

## **1.7**

The CEO shall delegate the taking of minutes of the consultations and decisions of each meeting of the Management Team to a certain member of the Management Team. He or she shall provide all members of the Management Team with these minutes as soon as possible after the meeting.

The Management Team shall regularly report to the Board of Directors. The members shall receive duplicates of the minutes of the Management Team after every meeting, and at least before the following meeting of the Board of Directors.

## **1.8**

The rules of conduct applicable to the directors (see Annexe 1, section 7) shall also be applicable to the members of the Management Team.

## **1.9**

The Company shall, concerning the tasks described in this regulation and the powers that a member of the Management Team has been explicitly delegated, be represented by that member of the Management Team.

## **2. POWERS**

### **2.1 *The Role of the Management Team***

The Management Team including the CEO, shall be responsible for the Company's day-to-day leadership. The Management Team has, aside from the tasks described below, powers that have been explicitly delegated towards it. These powers cannot relate to the Company's general policy or other actions that are reserved to the Board of Directors by virtue of legal provisions or the Company's Articles of Association.

## **2.2 Tasks of the Management Team**

The Management Team has the following tasks:

- (a) Daily leadership of the Company, in cooperation with the managing director (CEO);
- (b) Implementing the Company's development within the framework and budget established by the Board of Directors
- (c) Monitoring the budget
- (d) Fully, reliably and accurately preparing the Company's budget and annual accounts in good time, in accordance with the Company's accounting principles and lines of policy
- (e) Formulating proposals concerning the Company's strategy for discussion by the Board of Directors and/or the strategic committee.

The Management Team shall report to the Board of Directors and the Committees concerning the exercise of its tasks and shall provide the Board of Directors with a balanced and comprehensible evaluation of the Company's financial situation in particular, and provides information to the Board of Directors that is needed for the exercise of their obligations;

The Management Team shall execute its tasks taking into account the Company's values, its risk appetite and the main lines of policy set out by the Board of Directors.

The Management Team may seek third-party professional advice on subjects within its competence at the expense of the Company, after the Chairman of the Board of Directors has been informed.

The Board of Directors shall retain the right to consult and decide on matters within the competence of the Management Team ("right of initiative").

## **2.3 The Role of the CEO**

- Initiating, leading and developing the Company's growth, such that this growth is sustainable in quality (customers, brands, innovation, efficiency, people) and in time;
- Leading the meetings of the Management Team: drawing up the agenda, ensuring that the preparatory documents are drawn up, safeguarding a proper decision process and ensuring that the decisions are implemented;
- Preparing the discussion in the Board of Directors together with the Chairman of the Board of Directors and implementing these decisions;
- Preparing the strategy together with the Management Team. This covers the long-term goals and the important resources, such as financial and organisational resources, to achieve these goals; and
- Allocating tasks to the members of the Management Team and organising the leadership of the group.
- Bearing the operational responsibility of the Company.

## **ANNEXE 4: INTERNAL REGULATIONS OF THE AUDIT AND RISK COMMITTEE**

### **1. COMPOSITION AND OPERATION**

#### **1.1**

The members of the Audit and Risk Committee shall be appointed and may be dismissed at any time by the Board of Directors.

The Audit and Risk Committee shall comprise of no fewer than 3 directors. All members of the Audit and Risk Committee shall be non-executive directors. At least one member of the Audit and Risk Committee must be an independent director. The Committee shall invite other people to attend its meetings as it sees fit. The members of the Audit and Risk Committee shall dispose over a collective expertise concerning the activities of the Company and at least one member shall have experience in the field of bookkeeping and auditing.

#### **1.2**

The chairman of the Audit and Risk Committee shall be an independent director, appointed by the other members of the Audit and Risk Committee.

#### **1.3**

The members of the Audit and Risk Committee shall have sufficient relevant expertise, primarily in financial matters, to discharge their duties.

#### **1.4**

The duration of the term of office of a member of the Audit and Risk Committee may not exceed the duration of his or her term of office as a director.

#### **1.5**

The Company's CFO shall take on the role of secretary of the Audit and Risk Committee.

## **1.6**

The Audit and Risk Committee shall meet as often as is needed for the proper operation of the Audit and Risk Committee, but never less than 4 times a year.

Matters relating to the audit plan and all matters arising from the audit process are placed on the agenda of each meeting of the Audit and Risk Committee.

## **1.7**

The Audit and Risk Committee shall meet with the external auditor and the person responsible for the internal audit no less than once a year to consult with them on matters relating to the audit plan, its internal regulations and the powers of the Committee, as well as all matters arising from the audit.

## **1.8**

The Audit and Risk Committee shall be entitled to demand the immediate provision by the Company's Board of Directors, Management Team and employees of any information it feels it needs to exercise its tasks. The Audit and Risk Committee may require any of the Company's supervisors or employees, the CEO, the head of the internal audit, its third-party legal advisors or the external auditor to attend a meeting of the Audit and Risk Committee or to consult with members or advisors of the Audit and Risk Committee.

## **1.9**

The Audit and Risk Committee may seek third-party professional advice on subjects within its competence at the expense of the Company, after the Chairman of the Board of Directors has been informed.

## **1.10**

The secretary of the Audit and Risk Committee shall take the minutes of the findings and recommendations of the meeting of the Audit and Risk Committee. These minutes shall be discussed by way of oral feedback in the Board of Directors that follows the meeting of the Audit and Risk Committee. The Audit and Risk Committee shall clearly and regularly inform the Board of Directors on the exercise of its tasks and on all matters with respect to which the Audit and Risk Committee feels action must be taken or improvement is needed, and make recommendations on the steps that must be taken.

## **2. POWERS**

### **2.1 *Role of the Audit and Risk Committee***

The Audit and Risk Committee shall assist the Board of Directors in fulfilling its monitoring responsibilities with the object of an audit in the broadest sense, including risks.

## **2.2 Tasks of the Audit and Risk Committee**

Notwithstanding the legal powers of the Board of Directors, the Audit and Risk Committee shall be responsible for the tasks defined in Article 7:99 of the CCA, including the development of a long-term audit programme that covers all the Company's activities, and shall be especially responsible for:

### **(i) Financial reporting**

The Audit and Risk Committee shall monitor the integrity of the financial information provided by the Company. The Audit and Risk Committee shall ensure that the financial reporting provides a true, honest and clear picture of the Company's situation and prospects on an individual and consolidated basis. The Audit and Risk Committee shall check the accuracy, completeness and consistency of the financial information. This task includes among other things verifying the periodic information before it is published, as well as assessing the relevance and consistency of the accounting standards employed, etc.

The Audit and Risk Committee shall discuss the significant matters concerning financial reporting with both the Management Team and the external auditor.

The Audit and Risk Committee shall make recommendations on:

- possible changes to accounting practices and/or valuation and reporting rules.
- management decisions, accounting prospects and any significant changes that should be made after the audit.

On the proposal of the CFO, the Audit and Risk Committee shall also make recommendations on:

- major financial transactions that have an impact on the debt structure, short-term and long-term liquidity, etc.
- the legal and tax aspects of the group structure.

### **(ii) Internal audit and risk management**

The Audit and Risk Committee shall establish internal audit mechanisms on the recommendation of the Management Team and evaluate these mechanisms no less than once a year. It must ensure that the primary risks are properly identified, managed and brought to its attention.

The internal audit shall also comprise the evaluation and approval of the internal audit and the risk management in the annual report, and the evaluation of the specific regulations in accordance with which the Company's members of staff are able to confidentially express their concerns about possible irregularities with respect to the financial reporting or other matters ('whistle-blowers regulation'). The Audit and Risk Committee shall make arrangements under which staff members can inform the chairman of the Audit and Risk Committee directly. Where necessary, regulations shall be made for a proportionate and independent investigation into such matters and for suitable next steps.

The Audit and Risk Committee shall ensure that this regulation is brought to the attention of all the employees of the Company and its subsidiaries. If such is considered necessary, the Audit and Risk Committee shall ensure that regulations are introduced for an independent investigation and an appropriate monitoring of these matters in proportion to their alleged seriousness.

The Audit and Risk Committee shall supervise the management information system (MIS).

**(iii) Internal audit**

An independent internal audit function shall be established that has the resources and know-how to its disposal which are adapted to the nature, size and complexity of the Company. If the Company does not have an internal audit function, the Audit and Risk Committee shall evaluate the necessity of appointing an internal auditor every year.

When applicable, the Audit and Risk Committee shall approve the appointment or dismissal of the head of the internal corporate audit and establish and monitor their remit. The Audit and Risk Committee shall receive internal audit reports or a periodical summary of these internal audit reports.

The Audit and Risk Committee shall examine the extent to which management responds to the findings of the internal audit function and the recommendations made by the external auditor in its “management letter”.

The chairman of the Audit and Risk Committee and the Chairman of the Board of Directors shall always be directly available to the head of the internal audit for the discussion of the matters concerning the Company’s internal audit.

**(iv) External audit**

The Audit and Risk Committee shall make a motivated proposal to the Board of Directors concerning the selection, appointment and reappointment of the external auditor and their remuneration. Unless this concerns a reappointment, this recommendation needs to propose at least 2 options and the Audit and Risk Committee needs to declare a motivated preference for one of these options. The Board of Directors shall present this proposal to the general meeting for approval.

The Audit and Risk Committee shall supervise the independence of the external auditor and evaluate the effectiveness of the external audit, with due regard for the relevant regulations and professional standards.

The external auditor shall:

- confirm their independence from the Company to the Audit and Risk Committee in writing every year;
- report to the Audit and Risk Committee all additional services provided to the Company every year; and
- consult with the Audit and Risk Committee on the threats to their independence and the safety measures taken to limit these threats, as substantiated by them.

The Audit and Risk Committee shall monitor the external auditor’s work programme and ensure the effectiveness of the external audit process and the response of management to the recommendations formulated by the external auditor in the letter to management.

The Audit and Risk Committee shall ensure that the audit and the audit reporting cover the entire group.



The Audit and Risk Committee shall decide on how the external auditor is involved in the content and publication of financial messages concerning the Company, other than the financial statements.

The Committee shall assist the Board of Directors in the development of a specific policy on the appointment of an external auditor for non-audit services, with due regard for the specific provisions of the law and the application of this policy.

The Audit and Risk Committee shall initiate an investigation into issues that lead to the resignation of the external auditor and make recommendations on all actions required in that connection. The Audit and Risk Committee shall be the first point of contact for the head of the internal audit and the external auditor.

The external auditor shall report to the Audit and Risk Committee on the most important matters that come to light during their legal audit of the financial statements, specifically serious shortcomings in the internal audit with regard to financial reporting. The external auditor shall also, aside from the audit report, deliver an additional statement to the Audit and Risk Committee on a yearly basis. This additional statement needs to contain a detailed description of the course of the legal audit.

The chairman of the Audit and Risk Committee and the Chairman of the Board of Directors shall always be directly available to the head of the external audit for the discussion of the matters concerning the Company's external audit.

- (v) **Monitoring of the legal audit of the financial statements and the consolidated financial statements, including responses to the questions and recommendations of the external auditor.**

## **ANNEXE 5: POLICY ON INSIDE INFORMATION**



# **Policy** on inside information



*This policy was approved by the Board of Directors of Van de Velde NV on 26 August 2025.*

## To all insiders

Certain people may gain access to price-sensitive information in the regular course of business at Van de Velde. This is Van de Velde's internal inside information policy.



This policy (hereinafter referred to as the “**Policy**”) has been drawn up to ensure that persons who have access to price-sensitive information (such as information on the financial results of the company) do not make illegal use of this privileged information or give an impression of doing so.

In this policy (hereinafter “**Policy**”), “**we**”, “**our**” and “**Van de Velde**” means Van de Velde NV with address Lageweg 4, 9260 Schellebelle, Belgium.

The Management Team is responsible for applying the Policy. The Policy is discussed and assessed by the Management Team on an annual basis. Adaptations and improvements are made where necessary, after approval by the Board of Directors.

**We ask you to carefully read this Policy, ensuring you understand it, and to comply with it at all times.**

This Policy forms the basis for our position and provides guidelines for specific scenarios. If you have any questions or you are unsure whether your acts are compatible with the Policy you should contact the Van de Velde Compliance Officer by phone on +32 9 365 25 10 or by email at [legal@vandevelde.eu](mailto:legal@vandevelde.eu).

We wish you all the best,


Karel Verlinde\*, CEO, and Yvan Jansen\*\*, Chairman of the Board of Directors

*\* as representative of Karel Verlinde CommV*

*\*\* as representative of YJC BV*

## Definitions

### 1. INSIDE INFORMATION



For information to be considered **Inside Information**, it must fulfil four cumulative conditions:

- **The information must be concrete.**

The information must relate to (i) a situation that exists or that can be reasonably expected to come into existence, or (ii) an event that has occurred or that can be reasonably expected to occur.

Furthermore, the information must be sufficiently specific for conclusions to be drawn from it on the possible impact of the situation or event on the price of Van de Velde's financial instruments.

In the case of a process spread out over time that aims to bring about a given situation or event or that results in a given situation or event, this future situation or event, as well as the intermediate steps in that process that lead to that future situation or event, can be considered concrete information for these purposes. An intermediate step in a process spread out over time is considered Inside Information if this intermediate step as such fulfils the criteria for Inside Information as referred to in this clause.

- **The information must directly or indirectly pertain to (financial instruments of) Van de Velde.**

This could, among other things, be financial results of Van de Velde, an approaching merger, dividend increases or decreases, issues of financial instruments, signing of contracts, changes of management, technological innovations or strategic changes.

- **The information may not yet have been made public.**

The information has not yet been made known to investors in a general way. Information is no longer considered privileged only after it has been made public.

- **The information must have the potential to have a significant impact on the price of financial instruments of Van de Velde, if it is made public.**

Whether a subsequent announcement does impact the price is irrelevant. It is assumed that information could have a significant impact on the price if an investor acting in a reasonable way would in all probability consider the information a factor in investment decisions.

### 2. INSIDER

#### A. Primary insiders

In this Policy, you are an **"Insider"** if:

- You are a member of a management team, board or supervisory body of Van de Velde;
- You have a stake in the capital or, due to your work, occupation or duties, you have access to information and can be reasonably expected to know that the information in question constitutes Inside Information to which the Policy applies and you have accepted the Policy.


#### B. Secondary insiders

A secondary insider is a person who is not an Insider and who knowingly has information that he or she can be reasonably expected to know constitutes Inside Information and that directly or indirectly comes from an Insider. The partner or children of the Insider, for example.

## Purpose and legal framework

The primary purpose of these prohibition clauses and the supervision of compliance is to protect the market as such. That's because inside dealing impinges on the essence of the market.

### 1. Purpose of this Policy



Investors will shun the market if Insiders (as defined below) are given the opportunity to profit from Inside Information (or there is even a suspicion that this could be so).

Reduced interest could affect the liquidity of the listed shares and obstruct the optimal financing of the company.

It is therefore desirable that a number of preventive steps be taken in the form of a code of conduct to ensure compliance with the legal provisions and protect the reputation of Van de Velde.

### 2. Legal framework

The legal basis for this Policy is Regulation No 596/2014 of 16 April 2014 on market abuse (**MAR**).

This regulation is supplemented by national implementing provisions and the regulatory standards of the European Securities and Markets Authority (**ESMA**).

The Policy in no way replaces applicable European Union and national law.

### 3. Administrative and criminal sanctions

The Policy constitutes a code of conduct for Van de Velde Insiders with respect to the criminal offence of market abuse, but does not absolve the persons involved from their individual criminal and civil liability.

The criminal sanctions are fines and custodial sentences.

As regulatory authority, the FSMA can also impose administrative measures, including administrative fines of between EUR 500,000 and EUR 5,000,000 for natural persons and administrative fines of between EUR 1,000,000 and EUR 15,000,000 or 15% of total annual turnover for legal entities.

If the breach yields a capital gain for the offender, this maximum may be increased to three times the amount of this gain.

Not only dealing, communicating and tipping off, as stated below, are punishable, but also any attempt to trade financial information based on Inside Information.

## What do we expect from you?

The Policy provides the information and guidelines you need to use Inside Information correctly.



The Policy applies to all **directors, Management Team members, employees** (on a fixed-term, open-ended or temporary contract) **and shareholders** with access to price-sensitive information.

### 1. Comply with the Policy

Do not act in any way that could lead to a breach or a suspicion of a breach of the Policy.

The consequences of such acts can be drastic:

- Disciplinary measures could be imposed on any employee who breaches the Policy. This can lead to dismissal due to gross misconduct.
- A custodial sentence and/or fine could also be imposed if the law is broken.

Insiders are bound by the Rules up until six months after the end of their contractual relationship with Van de Velde.

### 2. Complete the training

If you receive an invitation, complete our “Inside Information” training on the Van de Velde Academy platform.

### 3. Report suspicious situations


Preventing, identifying and reporting abuse of Inside Information is the responsibility of all Insiders that have a relationship with Van de Velde.

We ask you to always report anything you feel is not quite right. If you are unsure, you can read the Policy or approach the Compliance Officer for advice in complete confidence.

The Board of Directors has appointed a compliance officer (hereinafter referred to as the “**Compliance Officer**”). Among other things, this Compliance Officer will supervise compliance of the Rules by Insiders. The CFO will assume this role if the Compliance Officer is not available. The Compliance Officer must in that case subsequently ratify the decisions of the CFO.

## 1. Prohibited acts

Among other things, Insiders must not deal in financial instruments of Van de Velde on the basis of Inside Information.



The acts below are prohibited worldwide. The acts are also prohibited for secondary Insiders.

### 1. INSIDER DEALING

If you are in possession of Inside Information, you must not use this information to (instruct someone else to) acquire or dispose of, directly or indirectly, financial instruments of Van de Velde to which this Inside Information relates, on your own account or for third parties.

Insider dealing also occurs when an order with regard to a financial instrument to which the privileged information relates is cancelled or amended, if that order was placed before you came into possession of the inside information.

Every attempt to acquire or dispose of financial instruments or cancel or amend orders will be considered insider dealing.

This prohibition concerns transactions on the market in question and elsewhere.

### 2. COMMUNICATION

If you possess Inside Information, you must not share it with third parties other than in the regular performance of your work, occupation or duties.

### 3. TIPPING

If you possess Inside Information, you must not advise or allow a third party to acquire or dispose of financial instruments of Van de Velde based on this Inside Information.

You must also not advise or allow a third party to cancel or amend orders with regard to financial instruments of Van de Velde.

### 4. MARKET MANIPULATION

Market manipulation means entering into a transaction, placing a trading order or any other act, including sharing information by means of traditional or social media that creates or is likely to create incorrect or misleading impressions with regard to financial instruments of Van de Velde.

### 5. DEALING DURING BLACKOUT PERIODS

Insiders may not conduct any transactions with regard to the financial instruments of Van de Velde during a “**Blackout period**”, that is:

- A “closed period”:

- (i) the period from **1 January to the moment the annual results of Van de Velde are announced**;
- (ii) the period from **two months immediately preceding the announcement of the interim results** of Van de Velde;

- Any other period that could be considered sensitive given certain developments at Van de Velde and that is announced as such by the Board of Directors or the Compliance Officer.

Transactions by Insiders during closed periods are permitted provided they are not related to active investment decisions by the Insider, or are solely the result of external factors or actions by third parties, or are carried out based on pre-determined conditions.

## 2. Preventive measures

Insiders must take all appropriate steps to protect the confidential character of Inside Information.



Selected guidelines every Insider must follow are provided below. This list is not exhaustive. All other appropriate steps must be taken in specific circumstances. If in doubt, the Insider should contact the Compliance Officer.

- Decline to comment on Van de Velde with respect to external studies (by analysts, agents, journalists and so on) by which Inside Information could be disclosed and immediately refer these persons to the CFO;
- Use code names for sensitive projects;
- Use passwords to restrict access to computer systems on which documents containing privileged information are stored;
- Restrict access to spaces where privileged information can be found or where privileged information is discussed;
- Store privileged information securely;

Refrain from discussing confidential information in public places (lifts, hallways, restaurants, etc.);

- Mark sensitive documents “confidential” and use sealed envelopes marked “confidential”;
- Minimise the copying of sensitive documents;
- Restrict access to especially sensitive information to persons on a strictly need-to-know basis;
- Never leave privileged information unguarded;
- Always make clear to employees who come into contact with privileged information that the information is confidential and that confidentiality is demanded in respect of it;
- When faxing privileged information, always check the fax number and verify that a person with access to this information is present to receive this information.



## 3. Signed declaration

Insiders must sign a declaration of acknowledgment and will be included on a list that may be shared with the FSMA.



### 1. Signed declaration

Insiders will be asked to declare in writing that they have received and read these Rules, that they understand them and that they will follow them. This written declaration is done by filling out the letter in appendix I and returning it to the Compliance Officer. These persons are also asked to immediately notify the Compliance Officer of any changes to the information they share.

### 2. Insider list

Van de Velde keeps one or more lists of persons who work at Van de Velde on the basis of a contract of employment or otherwise and have regular or occasional access to Inside Information relating directly or indirectly to Van de Velde. This list will be regularly updated and sent to the FSMA if requested.

The following information is included in these lists:

- The identity of all persons who have access to Inside Information;
- The reason these persons are on the list;
- The date and time of this access to this Inside Information; and

- The date when the list was drawn up and updated.

The lists will be immediately updated by Van de Velde.

- Whenever the reason the person is on the list changes;
- Whenever a new person must be added to the list;
- Whenever a person on the list no longer has access to Inside Information, stating the date from which this applies.

### 3. Closely associated persons

Every person discharging managerial responsibilities<sup>1</sup> must notify persons closely associated with them<sup>2</sup> in writing of the aforementioned procedure by means of the letter in appendix II.

The person discharging managerial responsibilities must also provide Van de Velde with a list of closely associated persons by filling out the letter in appendix III and returning it to the Compliance Officer. Van de Velde will then add these closely associated persons to the Insider list.

<sup>1</sup> A **person discharging managerial responsibilities** is any person who is a member of the Board of Directors or the Management Team of Van de Velde or any person who is in a managerial position and has regular access to Inside Information and the power to make decisions regarding future developments and Van de Velde's corporate prospects.

<sup>2</sup> A **person closely associated with a person discharging managerial responsibilities** is the spouse or life partner who is considered equivalent under law; children who the person discharging managerial responsibilities is legally responsible for; other relatives who have been part of the same household for at least one year on the date of the transaction; a legal entity, trust or partnership the managerial responsibilities of which are discharged by an aforementioned person and which is directly or indirectly controlled by such a person or is set up for the benefit of such a person.

## 4. Notification of transactions

Insiders must report stock-exchange transactions before and after they occur.



### **INTERNAL NOTIFICATION**

#### **1. Before the transaction**

Every Insider who wishes to acquire or dispose of financial instruments of Van de Velde must notify the Compliance Officer (or in this person's absence the CFO) no later than two trading days prior to the transaction by email. As an Insider you must confirm that you do not possess Inside Information in this notification.

The Compliance Officer (or in this person's absence the CFO) may express an unfavourable opinion on the planned transaction. The Insider must interpret an unfavourable opinion as explicit disapproval of the transaction by Van de Velde. The lack of an unfavourable opinion does not affect the application of the aforementioned legal provisions. The silence of the Compliance Officer (or the CFO) regarding the transaction cannot be interpreted as approval.

#### **2. After the transaction**

If the transaction occurs, the Insider must notify the Compliance Officer (or in this person's absence the CFO) no later than the first business day after the transaction by email, stating the quantity of financial instruments traded and the price at which they were traded.

### **EXTERNAL NOTIFICATION**

Persons discharging managerial responsibilities and persons closely associated with them must notify the FSMA and the Compliance Officer of transactions.

This concerns transactions in financial instruments of Van de Velde on your own account and transactions conducted by a person who conducts transactions in a professional capacity or any other person on behalf of them, also if discretionary power is exercised.

This notification must be made in "eMT", an online notification application that notifies both the FSMA and Van de Velde.

These persons always remain responsible for fulfilling their notification obligation, even if they authorise a discretionary asset manager to report transactions, for example.

Van de Velde must confirm the notifications through "eMT" and forward them to FSMA. The FSMA expects Van de Velde to take reasonable steps to check the origin of the notifications and ensure agents are given sufficient power to report transactions on behalf of those with a notification obligation.

This external notification must be made:

- For transactions of at least EUR 20.000: within two business days
- For transactions below EUR 20.000: within two business days as soon as the total sum in a calendar year reaches at least EUR 20.000

The total sum of the transactions is the sum of all transactions the person discharging managerial responsibilities in question conducts on his or her own account and all transactions on the account of closely associated persons, without offsetting.

## Report a suspicious situation

Report your concerns about any problems or your suspicions of abuse of Inside Information as soon as possible.



### 1. Report to the Compliance Officer

It is important that you notify the Compliance Officer (or CFO) as soon as possible if you know of or suspect abuse of Inside Information.

If you report a breach to the Compliance Officer (or CFO), the Compliance Officer (or CFO) has an obligation to report this to the CEO of the company. The CEO will then conduct a thorough examination to determine whether an investigation is required. All investigations are conducted in an objective and confidential way within a short timeframe. If no investigation is initiated, the person who has suspicions of a breach will be notified, providing additional information where possible.

Reports can be filed by emailing [legal@vandevelde.eu](mailto:legal@vandevelde.eu) or calling +32 9 365 25 10.

### 2. Questions?

If you are unsure whether a given act constitutes abuse of Inside Information or you have any other question, you can contact the Compliance Officer of Van de Velde by calling +32 9 365 25 10 or emailing [legal@vandevelde.eu](mailto:legal@vandevelde.eu).

### 3. File a report in the Whistleblower channel



You can also file a report using the procedure set out in the “Internal report” chart in the Van de Velde **Whistleblowing Policy** if you believe or suspect the Policy has been breached or could be breached in the future.

The report will be handled in confidence and the reporter will be protected from any reprisals in accordance with the Van de Velde Whistleblowing Policy. Reports can also be filed anonymously. Any questions can be emailed to [whistleblowing@vandevelde.eu](mailto:whistleblowing@vandevelde.eu).

The Whistleblowing Policy can be accessed through People, in Conversation Room (Files – All – Legal Policies) and at [www.vandevelde.eu](http://www.vandevelde.eu) (Van de Velde – Whistleblowing).

## Protection from reprisals

Van de Velde wants to encourage openness and will support anyone who reports an issue in good faith, even if this ultimately proves to be unfounded.



Persons who report an issue or abuse by others may be concerned about possible negative consequences for themselves. These could take the form of dismissal, disciplinary measures, threats or detrimental treatment.

Van de Velde imposes a total **ban on reprisals** under the Policy.

Van de Velde does its utmost to ensure that you need not fear negative consequences if you file a report in good faith that you suspect a criminal offence has been committed with regard to abuse of Inside Information or could be committed in the future.

You can also file a report using the procedure set out in the “Internal report” chart in the Van de Velde **Whistleblowing Policy** if you believe or suspect the Policy has been breached or could be breached in the future. In doing so, you can rely on the protective measures set out in the Whistleblowing Policy.