

Corporate Governance- Charter **2024**

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Corporate Governance Charter

1. Introduction

Care Property Invest NV (hereinafter 'Care Property Invest' or the 'Company') applies, In addition to compliance with general and sector-specific legislation and its own Articles of Association, Care Property Invest uses the Belgian Corporate Governance Code 2020 (the 'Code 2020') as the reference code on corporate governance ('Corporate governance'). The Royal Decree of 12 May 2019 specifying the corporate governance code to be complied with by listed companies stipulated that the Code 2020 is the only applicable corporate governance code. The entire Code 2020 is available on the website of the Belgian Official Gazette and at www.corporategovernancecommittee.be.

The Board of Directors of the Company adopted a first version of the Corporate Governance Charter (the 'Charter') on 7 December 2005. The Charter is updated on a regular basis. The Board of Directors of the Company approved the latest updated version of this Charter on 14 December 2020.

The Charter sets out the principles, rules and agreements that determine how the Company is managed and controlled and the corporate structure around which the corporate governance of the Company is organised. The Board of Directors of the Company endorses these principles, which are based on transparency and accountability, which enhances the confidence of shareholders and investors in the Company and thus benefits all stakeholders. The Charter also includes the rules and code of conduct to prevent market abuse (the 'Dealing Code').

The current versions of the Charter, the Dealing Code and the coordinated Articles of Association are always available on the Company's website (www.carepropertyinvest.be).

The Board of Directors of the Company makes every effort to comply at all times with the recommendations on corporate governance, always taking into account the specific character of the Company and applies the Code 2020 according to the 'comply or explain' principle. The scope and specific deviations are explained in the 'Corporate Governance Declaration' that forms part of the annual consolidated management report and are explained at least once a year to the Board of Directors in order to check the justification of each deviation.

The Charter must be read together with the Company's Articles of Association, the annual report and other information made available by the Company on its website from time to time. More factual information on each financial year relating to the pertinent changes and events of the previous financial year is provided in the 'Corporate Governance Declaration', which constitutes a specific chapter of the annual report.

The Charter is without prejudice to the Company's Articles of Association and the relevant provisions of Belgian law, the Belgian Code for Companies and Associations and the legislation on regulated real estate companies, which will prevail over the Charter. Any summaries or descriptions in this Charter of legal and statutory provisions, corporate structures or contractual relationships are only clarifications and should not be construed as legal or tax advice concerning the interpretation or enforceability of such provisions or relationships.

2. Corporate Profile

Care Property Invest is a limited liability company, with registered office at 2900 Schoten, Horstebaan 3 (hereinafter 'Care Property Invest' or the 'Company'). It was incorporated under the name 'Serviceflats Invest nv' on 30 October 1995.

Since November 25, 2014, the Company has the status of a public regulated real estate company (public RREC) under Belgian law.

The Company helps healthcare businesses to realise their projects by offering quality and socially responsible real estate tailored to the end users, and this from a solid organisation. For its shareholders, it always aims for stable long-term returns on investments.

The shares of the Company are admitted to trading on a regulated market, i.e. Euronext Brussels - Industry Classification Benchmark - 8673 Residential REITs, ISIN code: BE0974273055. Since 19 December 2016 the Company is included in the Euronext Brussels BEL Mid-Index. The LEI number of Care Property Invest is: 54930096UUTCQUCQDU64.

The Company is subject to the relevant provisions of Belgian law, the Belgian Code for Companies and Associations and the regulations applicable at any time to regulated real estate companies. In particular, it is subject to the provisions of the Act of 12 May 2014 concerning regulated real estate companies as amended by the Act of 22 October 2017 (Belgian Official Gazette of 9 November 2017) (the 'RREC Law') and the Royal Decree of 13 July 2014 relating to RRECs as amended by the Royal Decree of 23 April 2018 (Belgian Official Gazette of 17 May 2018) (the 'RREC RD'), hereinafter referred to as 'RREC legislation'.

The Company is also subject to Article 2.7.6.0.1 of the Flemish Tax Code (VCF) with respect to the exemption from inheritance tax pertaining to the social rights in companies incorporated within the framework of the realisation and/or financing of investment programmes for service flats, as amended from time to time

3. Board of Directors

3.1 Governance structure

The Company has opted for a one-tier board. The collegial Board of Directors delegates day-to-day management to a collegial Board of Directors consisting of a minimum of three day-to-day directors elected from among the members of the Board of Directors. The Executive Committee forms the executive management within the meaning of the RREC legislation.

The Board of Directors regularly evaluates the appropriateness of the chosen governance structure. At least every five years this is done in a more formal way.

3.2 Terms of reference

The profile, members, tasks and responsibilities and the performance of the Board of Directors are set out in this Charter, without prejudice to the Company's Articles of Association.

3.3 Profile

The directors must at all times possess the professional integrity and competence required for the performance of their duties as required by Article 14 §1(2) of the RREC Law. This appropriate competence may be demonstrated, among other things, by their experience and knowledge of real estate in general, or of the RREC's target group, i.e. the elderly and persons with disabilities.

The directors do not need to be shareholders.

There are no family ties between the members of the Board of Directors.

The directors are allowed to take up additional directorships in listed or unlisted companies. They must inform the chairman of the Board of Directors accordingly. In accordance with the Code 2020, non-executive directors may not hold more than five directorships in listed companies. This may be deviated from with the approval of the Board of Directors. Any changes in the other engagements and new engagements of the directors outside the Company shall be reported by the directors to the chairman of the Board of Directors in due time.

The members of the Board of Directors of Care Property Invest declare that:

- they have not been convicted of any fraudulent offences for at least the previous five years;
- to the best of their knowledge, they have not been subject to any official and publicly expressed accusations and/or sanctions imposed by any legal or supervisory authority (including any recognised professional body)
- they have never been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the course of the management or exercise of the activities of a company;
- have not held a senior management position or been a member of the administrative, management or supervisory bodies of any company at the time of bankruptcy, receivership or liquidation

3.4 Appointment – Term of office – Termination

3.4.1 The appointment process

The Board of Directors ensures that the appointment and reappointment process is carried out objectively and professionally and is assisted in this by the Nomination and Remuneration Committee.

More specifically,

- existing appointment procedures should be reviewed and if necessary proposals for adjustments should be formulated;
- the size and composition of the Board of Directors should be reviewed periodically and changes in this regard should be considered;
- if there are vacant seats in the Board, candidates should be recruited;
- proposals for appointment originating from shareholders should be investigated;
- succession issues should be given due consideration, providing for a succession plan for directors;
- decisions should be made on the appointment and dismissal of directors.

The Nomination and Remuneration Committee leads the nomination procedure and recommends suitable candidates to the Board of Directors.

The members of the Board of Directors are appointed by the general meeting, which also determines their remuneration. The Board of Directors submits the proposals for appointment to the general meeting. These proposals are supported by a recommendation of the Nomination and Remuneration Committee, even if the proposal for appointment is made by the shareholders. The nomination proposals are announced together with the other items on the agenda of the general meeting concerned in the invitation to the general meeting that decides on the appointment. Each proposal shall be accompanied by relevant information on the professional qualities of the candidate, together with a list of the most important positions and other mandates held by the candidate. The Board of Directors shall indicate, where appropriate, how the candidate independent directors meet the independence criteria set out in recommendation 3.5 of the Code 2020. It shall also indicate the proposed term of office.

Before considering the candidacy, the chairman of the Board of Directors shall ensure that the Board of Directors has sufficient information about the candidate, such as the curriculum vitae, the assessment of the candidate on the basis of the initial interview with the members of the Executive Committee, and the list of the positions already held by the candidate and, where applicable, the information needed to assess the independent candidate on the basis of the criteria of independence set out in Article 7:87, §1 of the Belgian Code for Companies and Associations and the conditions set out in recommendation 3.5 of the Code 2020. Before the Board of Directors decides on an appointment, an evaluation is made of the competencies, knowledge and experience already present or required. To this end, a profile is drawn up with a description of the required role, competences, knowledge and experience.

Non-executive directors shall be made fully aware of the extent of their duties at the time of their nomination, in particular with regard to the time devoted to their assignment, also taking into account the number and importance of their other commitments.

The general meeting votes separately on each proposed appointment.

Each appointment must have the prior approval of the FSMA or be made subject to the condition precedent of obtaining such approval.

3.4.2 Term of office

A director's term of office may not exceed four years.

3.4.3 Reappointment

Directors who step down are eligible for reappointment, subject to approval by the FSMA, after a favourable evaluation of their commitment and effectiveness by the Board of Directors.

3.4.4 Continuity

The Board of Directors ensures that, on the advice of the Nomination and Remuneration Committee, adequate plans exist for the orderly and timely succession of directors and ensures that each nomination and reappointment makes it possible to maintain an appropriate balance of competencies, knowledge, experience and diversity in the Board of Directors and the committees.

If a director's mandate becomes vacant for any reason whatsoever, the Board of Directors may temporarily - pending the next meeting of the general meeting - provide for a replacement on the basis of an advice of the Nomination and Remuneration Committee. Each director appointed in this way by the general meeting terminates the assignment of the director he or she replaces.

3.4.5 former CEO

- If the Board of Directors is considering appointing the former CEO as director, it will ensure that the necessary safeguards are in place so that the new CEO has the necessary autonomy.
- If the Board of Directors is considering appointing a former CEO as chairman of the Board, the positive and negative implications of such a decision must be carefully weighed against each other and the Corporate Governance Declaration must state why such appointment will not impede the required autonomy of the CEO.

3.5 Composition of the Board of Directors

3.5.1 Number of Directors

The Board of Directors has a variable number of members. In accordance with Article 16 of the Articles of Association, the minimum number of directors is five. In accordance with Article 13 of the RREC Law, the Board of Directors has at least three independent members within the meaning of Article 7:87, §1 of the Belgian Code for Companies and Associations who meet the conditions set out in recommendation 3.5 of the Code 2020.

In accordance with Article 14 §1 of the RREC Law, the directors may only be natural persons.

3.5.2 Diversity

The composition of the Board of Directors is attuned to the subject matter of the Company, its activities, stage of development and ownership structure. The Board of Directors is small enough for efficient decision-making, but large enough to have experience, knowledge and expertise in various fields and so that a change in the composition of the Board of Directors can take place unhindered.

Pursuant to Section 7:86 of the Belgian Code for Companies and Associations, at least one-third of the members of the Board of Directors (rounded off to the nearest whole number) must be of a different gender than that of the other members.

The Board of Directors, assisted by the Nomination and Remuneration Committee, shall in any event ensure that it is composed with an eye to diversity in general, as well as complementarity in terms of skills, experience and knowledge, background, age and gender.

The decision-making within the Board of Directors may not be dominated by an individual or by a group of directors.

3.5.3 Chairman

The Board of Directors elects a chairman from among its directors. This should be a person characterised by professionalism, independence of mind, coaching skills, the ability to reach consensus and communication and meeting management skills.

The chairman of the Board of Directors cannot have executive responsibility, and can therefore not be appointed as managing director, just as the managing director (including the CEO) cannot be chairman of the Board of Directors. The chairman of the Board of Directors maintains close relations with the CEO and provides support and advice while respecting the executive responsibilities of the CEO. The chairman stimulates the actual interaction between the Board of Directors and the Executive Committee.

The chairman of the Board of Directors leads the Board of Directors. He or she takes the necessary measures to create a climate of trust within the Board of Directors, which contributes to open discussion, constructive criticism and support for the decisions of the Board of Directors.

The chairman of the Board shall chair the board meetings. If the chairman is unable to attend, board meetings shall be chaired by the oldest non-executive director present.

The chairman sets the agenda of the Board meetings - after consultation with the CEO, the Executive Committee and, where applicable, the Nomination and Remuneration Committee - and ensures that the procedures relating to the preparation, deliberation, approval of proposals by the Executive Committee or the Nomination and Remuneration Committee and the implementation of the decisions are carried out correctly. The agenda states which items are for information, deliberation or decision. He or she ensures that there is sufficient time for consideration and discussion before taking a decision. Once the decision has been taken, all directors are expected to support its implementation.

The chairman shall ensure that the directors receive accurate, timely and clear information prior to the meetings and, if necessary, in between meetings with a view to making a substantiated and informed contribution to the discussions. With regard to the Board of Directors, all directors receive the same information.

The chairman ensures effective communicati

on with the shareholders and ensures that the directors understand and maintain the views of the shareholders and other key stakeholders.

3.5.4 Executive and non-executive directors

At least half of the directors of the Board of Directors are non-executive directors. The Board of Directors appoints at least three executive directors from among its members, who are delegated the day-to-day management. Together they form a college.

3.5.5 Independent directors

At least three directors meet the criteria of independence set out in Article 7:87, §1 of the Belgian Code for Companies and Associations and recommendation 3.5 of the Code 2020. Any independent director who no longer meets the independence requirements shall immediately inform the Board of Directors thereof.

3.6 The role of the Board of Directors

3.6.1 The general role of the Board of Directors

The Company is managed by a collegial Board of Directors, whose task is to strive for the long-term success of the Company and to ensure that risks can be assessed and managed. The Board of Directors is authorised to determine the general policy of the Company and supervises the performance of the collegial Board of Directors.

The Board of Directors strives for sustainable value creation. The Company's strategy is partly aimed at this. When drawing up this Charter, the Board of Directors therefore also takes into account the balance between the interests of shareholders on the one hand and the interests of other stakeholders on the other hand.

The Board of Directors is responsible for the ethics of the Company and, on the basis of proposals from the Executive Committee, decides on policies, the medium- and long-term strategy of the Company, and ensures that the necessary financial, human andoperating resources are available to achieve the objectives. The Board of Directors also decides on the risks the Company is prepared to take in order to achieve its objectives.

The Board of Directors decides on the establishment and structure of its committees and determines their powers and obligations.

The Board of Directors decides on the structure of the executive management and determines its powers and obligations. The Board of Directors supports the Executive Committee in the realisation of its tasks and is prepared to challenge it constructively when appropriate.

The Board of Directors ensures the succession of the Company's executive management by means of a succession plan for the CEO and the other members of the Board of Directors that is evaluated annually.

The Board of Directors is responsible for the corporate culture that supports the achievement of the corporate strategy and promotes responsible and ethical conduct.

The Board of Directors ensures that its obligations to all shareholders are clear and fulfilled. The Board of Directors is accountable to the shareholders for the execution of its responsibilities.

At the end of each financial year, the Board of Directors draws up an inventory and the financial statements. The directors also draw up a report in which they account for their policy. This report contains a commentary on the financial statements in which a true and fair view is given of the course of business and of the position of the Company, as well as the information prescribed by the Belgian Code for Companies and Associations.

3.6.2 The supervisory role of the Board of Directors

The Board of Directors evaluates the performance of the Executive Committee, as well as the strategic objectives of the Company and their achievement against agreed performance measures and objectives.

In particular, the role of the Board of Directors is to

- monitor the performance of its committees, the Statutory Auditor and the real estate expert;
- to approve the internal control framework, more specifically with regard to the management of risks, proposed by the Board of Directors, and to assess its implementation;
- take the necessary measures to ensure the integrity and timely disclosure, in accordance with the applicable regulations, of the annual accounts and other financial and non-financial information communicated to shareholders and potential shareholders;
- provide in the annual report an integrated view on the performance of the Company, as well as sufficient information on matters of social importance and relevant environmental and social indicators;
- monitor the Company's compliance with the applicable laws and other regulations applicable to it, as well as the application of internal guidelines in this respect;
- draw up and adopt a code of conduct setting out the expectations with regard to the Company's leadership and with regard to the employees in terms of responsibility and ethical behaviour, and to evaluate this code of conduct on an annual basis.

3.7 Further concretisation of the powers of the Board of Directors

The Board of Directors has the most extensive powers to perform all actions that are necessary or useful for the realisation of the object of the Company. It may perform all actions which are not expressly reserved by law or by the Articles of Association to the general meeting.

In particular, the following functions and responsibilities belong to the Board of Directors:

- defining the values, core policies, standards and objectives of the Company in the long term, taking into account corporate social responsibility, gender diversity and diversity in general;
- defining the operational and financing strategy of the Company;
- identify and understand the Company's key risks, determine an acceptable level of risk for the Company and monitor the Company's financial condition;
- evaluating and approving the business plan and the financial plans prepared by the Executive Committee;
- evaluating the size, composition and operation of the Board of Directors based on the recommendations of the Nomination and Remuneration Committee;
- decide on the structure of the Board of Directors and the Nomination and Remuneration Committee and determine the powers and responsibilities of these committees;
- approval of the management agreements and determination of the remuneration of the members of the Executive Committee, assessment of their performance and the achievement of the set objectives based on the recommendations of the Nomination and Remuneration Committee;
- determine a remuneration policy on the proposal of the Nomination and Remuneration Committee for non-executive directors and members of the Executive Committee, taking into account the Company's general remuneration framework. This remuneration policy is submitted for approval by the general meeting as required by law;

- approval of a reference framework for the management structure and the administrative, accounting, financial and technical organisation, including internal control and risk management, integrity policy and compliance, drawn up by the Executive Committee;
- assessing the implementation of the aforementioned framework;
- approving investment and divestment files prepared by the Executive Committee with (i) an investment value of at least €15 million or more, (ii) an investment or divestment that is not in line with the strategy defined by the Board of Directors or (iii) an investment or divestment that is not in line with market conditions;
- preparation of the annual accounts, annual and half-yearly financial reports and interim statements;
- ensuring that a Corporate Governance Declaration, including a description of all relevant corporate governance events that have occurred during the financial year, is included in the annual report;
- supervising the inclusion in the Corporate Governance Declaration of a description of the Company's internal control and risk management systems as set up by the Executive Committee;
- preparing the general meetings, on the proposal of the Executive Committee, as well as the proposals of decisions to be submitted to these meetings;
- taking note of the reports and comments of the external audit, being adequately informed of any comments or reservations, evaluating the performance of the Statutory Auditor and those responsible for internal control functions; the Board of Directors is assisted in this by the Audit Committee;
- propose to the general meeting the appointment, if necessary the reappointment of the Statutory Auditor and the remuneration; the Board of Directors is assisted in this by the Audit Committee;
- encouraging, with appropriate measures, an effective dialogue with shareholders and potential shareholders, based on mutual understanding of objectives and expectations; providing feedback on this dialogue at the Board of Directors at least once a year;
- in general, dealing with all matters falling within its legal competence;
- convening the general meeting, either on its own initiative or on the initiative of shareholders, in accordance with the required quorums.

3.8 Performance of the Board of Directors

3.8.1 Frequency and convening of meetings

The Board of Directors shall meet as often as is necessary for the effective exercise of its functions. The Board normally meets monthly, but also whenever the interests of the Company so require. Non-executive directors meet at least once a year in the absence of the CEO and the other members of the Executive Committee.

The Board of Directors is convened by the chairman or by two directors whenever the interests of the Company so require.

Convening notices shall indicate the place, date, time and agenda of the meeting and shall be sent by letter, e-mail or any other written means at least 48 hours prior to the meeting. Any director attending or being represented at a Board meeting shall be deemed to have been convened on a regular basis.

The number of meetings of the Board of Directors and of its committees, as well as the individual attendance rate of the directors at these meetings, is disclosed in the Corporate Governance Declaration.

3.8.2 Deliberations and voting

The Board of Directors may only validly deliberate and decide if at least the majority of the directors are present or represented. If this quorum is not reached, a new Board may be convened with the same agenda, which will validly deliberate and decide if at least two directors are present or represented.

It may only validly deliberate on items that are not on the agenda with the consent of the full Board of Directors and provided all directors are present or represented.

Each director may authorise another member of the Board of Directors to represent him or her at a meeting of the Board of Directors by letter, e-mail or any other written means.

The Board of Directors may meet by conference call, videoconference or similar means of communication through which all persons participating in the meeting can hear each other. Each director may also communicate his or her advice to the chairman by letter, e-mail or any other written means.

As planned in the Belgian Code for Companies and Associations, the Board of Directors can adopt a decision by the unanimous written agreement of all directors.

If a director, directly or indirectly, has an interest of a proprietary nature that conflicts with a decision or a transaction that falls within the authority of the Board of Directors, he or she must comply with the provisions of Article 7:96 of the Code for Companies and Associations. The members of the Board of Directors shall also comply with Articles 37-38 of the RREC Law.

Decision-making within the Board of Directors shall not be dominated by any individual or group of directors.

The Board of Directors functions as a collegial body. Decisions are taken by a simple majority of the votes cast. Blank or invalid votes shall not be counted as votes cast. In the event of a tied vote within the Board of Directors, the director chairing the meeting shall have the deciding vote.

3.8.3 Secretary

The Board of Directors appoints a secretary of the Company, who has the necessary skills and knowledge on governance matters.

The position of the Secretary of the Company shall be as follows:

- supporting the Board of Directors and its Committees in all governance matters;
- preparing the Corporate Governance Charter and the Corporate Governance Declaration in the annual report;
- ensuring a good flow of information within the Board and its Committees and between the Executive Committee and the non-executive directors;
- accurately recording in the minutes the essence of the discussions and decisions of the Board meetings; and
- supporting the initial training (see below), knowledge transfer and professional development of the directors as needed.

The directors have individual access to the company secretary.

3.8.4 Minutes

The decisions of the Board of Directors shall be recorded in written minutes after each meeting. They are sent to each director together with the invitation to the next.

The minutes of the meeting summarise the discussions, specify the decisions taken and mention the divergent positions and any reservations expressed by certain directors. The names of the persons intervening are recorded only at their express request. The minutes are kept at the Company's registered office.

3.8.5 Representation of the Company

The Company is validly represented in all its actions, including representation in legal proceedings, by two directors acting jointly.

For the powers of daily management, it shall also be validly represented by two members of the Board of Directors acting jointly.

It may also appoint agents to represent it. Where appropriate, this shall be done within the limits of the powers of attorney granted to them, without prejudice to the responsibility of the Board of Directors in the event of an excessive power of attorney.

3.8.6 Integrity and dedication of the directors

It is imperative that all directors, executive and non-executive alike, and for the latter whether or not they are independent, decide on the basis of an independent judgement.

The directors ensure that they receive detailed and accurate information, which they study thoroughly in order to be able to and remain in control of the main aspects of the company's activity. They update their skills and knowledge of the Company in order to fulfil their role, both in the Board of Directors and in the committees on which they sit. They ask for clarification whenever they deem it necessary and the Company provides the necessary resources for this purpose. They maintain the highest standards of integrity and honesty in the performance of their duties.

Directors are authorised to seek independent professional advice at the expense of the Company after first informing the chairman of the Board of Directors.

Although they are part of the same collegial body, both the executive and non-executive directors each have a specific and complementary role in the Board of Directors. The executive directors provide the Board of Directors with all relevant business and financial information so that the latter can effectively fulfil its role. The non-executive directors critically and constructively discuss the strategy and the main policy lines, as proposed by the Board of Directors, and help to develop them further. The non-executive directors carefully review the performance of the Board of Directors in the light of the agreed objectives.

3.8.7 Proprietary information

Directors must handle confidential information received with care and may only use it in the context of their mandate.

The Directors share with the full Board of Directors any information at their disposal that may be relevant to decision-making within the Board of Directors. In the event of sensitive or confidential information, the directors must consult the chairman.

3.9 Induction of (new) directors

The chairman ensures that newly appointed directors receive appropriate initial induction, appropriate to their role, including an update on the legal and regulatory environment, so that they can quickly contribute to the Board of Directors and is assisted in this by the Nomination and Remuneration Committee. For directors who become members of a Committee of the Board of Directors, the initial induction includes a description of the specific role and tasks of this Committee, as well as all other information related to the specific role of the Committee concerned.

3.10 Evaluation

Under the leadership of the chairman, assisted in this by the Nomination and Remuneration Committee, the Board of Directors, taking into account the frequency of meetings of the Board of Directors, continuously (and not periodically) and when renewing directorships, evaluates its size, composition and operation, as well as the interaction with the Board of Directors and the committees. Prior to the reappointment of directors, the individual contribution, commitment and effectiveness of each director is evaluated in accordance with the evaluation process. The evaluation is carried out through a formal procedure in accordance with a methodology approved by the Board of Directors.

The evaluation process has four objectives:

to assess the functioning of the Board of Directors;

to check that the important issues are thoroughly prepared and discussed;

to evaluate the actual contribution of each director, his or her attendance at board meetings and his or her constructive involvement in discussions and decision-making;

to check whether the current composition of the Board of Directors corresponds to that which is desirable. The non-executive directors regularly evaluate (preferably at least once a year) their interaction with the Executive Committee. To this end, they meet at least once a year in the absence of the members of the Executive Committee. The contribution of each director is periodically evaluated in order to adapt the composition of the Board of Directors to changing circumstances.

The Board of Directors acts on the basis of the results of the performance evaluation by identifying its strengths and addressing its weaknesses. Where appropriate, this includes proposing new members for appointment, proposing not to reappoint existing members or taking any measures deemed useful for the effective functioning of the Board of Directors.

The Board of Directors shall satisfy itself that the necessary measures have been taken to ensure an orderly succession of the members of the Board of Directors. It also ensures that all appointments and reappointments, both of executive and non-executive directors, make it possible to maintain an appropriate balance of skills and experience within the Board of Directors.

The Board of Directors is assisted in this by external experts.

3.11 Remuneration

The director's mandate is remunerated in accordance with the Company's remuneration policy. The remuneration of the directors is determined by the general meeting in accordance with the remuneration policy.

The Company draws up a remuneration report as referred to in Article 3:6, §3 of the Belgian Companies and Association Code and the Code 2020, which will form a specific part of the Corporate Governance Declaration. The ordinary general meeting of the Company decides on the remuneration report by separate vote. The annual remuneration report is prepared by the Nomination and Remuneration Committee.

4. Executive Committee

In accordance with Article 14 §3 of the RREC Law, the effective management of the Company must be entrusted to at least two natural persons. The natural persons must have the required professional reliability, appropriate experience and autonomy to perform this function. The persons who participate in the management or policy of the Company, without taking part in the effective management, must have the required expertise and appropriate experience for the performance of their duties.

The effective management of the Company is carried out by the members of the Executive Committee.

The Executive Committee is a body of daily management as provided for in Article 7:121 of the Belgian Code for Companies and Associations. The powers and duties, composition and functioning of the Executive Committee are determined by the Board of Directors, in addition to the Articles of Association and the law, and are described in the provisions of this Charter, which together form the terms of reference of the Executive Committee.

4.1 The role of the Executive Committee

The Executive Committee is involved internally in the day-to-day management of the Company and in the implementation of the policy determined by the Board of Directors on the proposal of the Executive Committee. The Executive Committee has sufficient room for manoeuvre to implement the approved strategy with due regard for the risk appetite of the Company.

The role of the Board of Directors mainly consists of:

- Implementing the decisions of the Board of Directors;
- Ensuring the daily management of the Company, and reporting on this to the Board of Directors;
- Establishing and maintaining an appropriate management structure and an administrative, accounting, financial and technical organisation that enables the Company to carry out its activities and organise an appropriate control, all in accordance with the RREC Law, based on a reference framework approved by the Board of Directors;
- Supervision of the financial reporting process, in accordance with the applicable accounting standards, the accounting standards and the Company's valuation rules;
- Proposing to the Board of Directors an objective, balanced and comprehensible evaluation of the financial situation, the budget and the business plan;
- Observing the general management of the real estate portfolio, to the extent not already covered by the preceding points;
- Providing all information necessary to the Board of Directors in due time to carry out its duties;
- Accounting and rendering account to the Board of Directors for the performance of its duties.

The duties of the Executive Committee also include the following:

- The analysis, definition and formulation of proposals of general policy and strategy of the Company and submitting them to the Board of Directors for discussion and approval (including the general policies on financial management, risk management, the preparation of the business plan and the budget);
- Execute decisions of the Board of Directors regarding the acquisition or transfer of real estate;
- Analyse market-based investment and divestment files in line with the Board of Directors' strategy and with an investment value of less than €15 million;
- Analyse non-market-based investment and divestment files or which are not in line with the Board of Directors' strategy or where the investment value is at least €15 million or more, subject to the advice given by the investment committee;

- Approval of market-based investment and divestment files with (i) an investment value of less than €15 million, (ii) where the investment or divestment is in line with the strategy defined by the Board of Directors and (iii) subject to positive advice from the investment committee;
- Preparation of investment and divestment files for approval by the Board of Directors with (i) an investment value of at least €15 million or more, (ii) or where the investment or divestment is not in line with the strategy determined by the Board of Directors or (iii) the investment or divestment is not in line with the market;
- Elaboration, preparation and presentation of proposals to the Board of Directors or to its committees, if any, with regard to the Company’s strategy and its implementation, as well as for all issues falling within their powers;
- Submitting to the Board of Directors a complete, timely, reliable and accurate preparation of the financial statements of the Company;
- Financial and non-financial communication, including the preparation of and the publication itself by the Company of regulated information (including the statutory and consolidated annual accounts, the annual and half-yearly financial report and interim statements) and other important financial and non-financial information, whether or not pursuant to a legal obligation;
- The operational management of the Company; the (daily) monitoring which includes (but is not limited to) the following aspects:
 - * The implementation of the decisions and policies of the Board of Directors;
 - * The commercial, operational and technical management of the Company’s real estate portfolio;
 - * The monitoring of financial debt;
 - * The establishment of financing schedules relating to investment projects;
 - * The introduction and maintenance of appropriate internal control in accordance with the RREC Law (including an independent internal audit function, a risk management function and a risk policy and an independent compliance function including an integrity policy), based on the reference framework approved by the Board of Directors and its committees, if any, without prejudice to the legal obligations of the persons in charge of the internal control functions referred to in the RREC Law;
 - * Organisation and management of the support functions such as:
 - *Human resources, including the recruitment, training and remuneration of the Company’s staff;*
 - *Internal (and where relevant) external communication;*
 - *The management of computer systems (IT);*
 - *Legal and tax matters.*
- Providing the Board of Directors in due time with all information necessary for the execution of its obligations;

The members of the executive and management staff may be invited to attend committee meetings in order to provide relevant information and insights relating to their area of responsibility.

The Executive Committee has the power to take all actions and decisions that do not go beyond the needs of the daily life of the Company, as well as those actions and decisions that do not justify the intervention of the Board of Directors, the sole director because of their minor importance or urgency.

4.2 Appointment of the members of the Executive Committee

The members of the Executive Committee are appointed by the Board of Directors and are chosen from among the candidates proposed by the CEO. If the CEO needs to be appointed, this will be done on the initiative of the chairman of the Board of Directors.

4.3 Composition of the Executive Committee

The Executive Committee has a minimum of 3 and a maximum of 5 members, including all executive directors, and is composed as follows:

- a chief executive officer (CEO) who also acts as chairman of the Executive Committee;
- a chief financial officer (CFO); and
- a chief operating officer (COO).

If a position is (temporarily) not filled, the Executive Committee will consist of the remaining members listed above. If the position of CEO is not filled, the Board of Directors decides who will chair the Executive Committee.

In principle, the term of office of the members of the Executive Committee is indefinite.

4.4 Responsibilities of the chairman of the Executive Committee

The chairman of the Executive Committee has the following powers:

- He chairs the meetings of the Executive Committee and organises its proper functioning;
- He prepares the agenda, ensures the efficiency of the meetings and provides appropriate reporting;
- He supports and advises the other members of the Executive Committee in the performance of their individual operational responsibilities;
- He ensures continuous communication and dialogue with the chairman of the Board of Directors in an open and positive environment and discusses with him all matters necessary for the proper harmony between the Executive Committee and the Board of Directors;
- He reports to the Board of Directors on the main initiatives and decisions taken by the Executive Committee in the performance of its duties.

4.5 Additional responsibilities

The CEO, in addition to his responsibilities as chairman of the Executive Committee, has a general and coordinating function of day-to-day management within the Company. As head of staff, he is also responsible for the general management and supervision of the team, including determining the division of tasks and monitoring their performance.

The Executive Committee and its members exercise their powers in accordance with this Charter, the Company’s Articles of Association, the decisions of the Executive Committee and of the Board of Directors, the specific or general directives of the Board of Directors, the provisions of the Belgian Code for Companies and Associations and any other applicable legal, administrative or regulatory provisions.

If there is a conflict of interest on the part of one of the members of the Executive Committee, the latter shall abstain from the deliberations and decisions taken by the other members of the Executive Committee, in accordance with the conflict of interest regulation included in Articles 7:96 and 7:97 of the Code of Companies and Associations, Articles 36 to 38 of the RREC Law, and the Company’s Articles of Association.

4.6 Performance

4.6.1 Planning, agenda and participation in the meetings of the Executive Committee

The Executive Committee meets after convocation by the CEO, in principle every 2 weeks on a fixed day or on the date fixed at the previous meeting. The CEO or at least 2 members may convene the Executive Committee at any other time if they deem it necessary.

The Executive Committee may admit members of staff, advisers or other persons to the meeting, but without voting rights. The chairman of the Board of Directors may attend the meetings of the Executive Committee at his or her own request.

The CEO prepares the agenda of the Executive Committee in consultation with the other members and draws up a report of each meeting. Each member may have additional items placed on the agenda.

4.6.2 Deliberations

All meetings are chaired by the CEO or, in his absence, by the oldest member of the college present.

The Executive Committee is a collegial body, which can only validly deliberate and decide when at least the majority of its members are present or represented.

If a member is unable to attend or absent, he or she may send another member by letter or e-mail to represent him at a given meeting of the Executive Committee. However, one member may represent only one other member. Meetings may also be held by video or teleconference. All decisions are taken by majority vote. In the event of a tie, the vote of the chairman shall be decisive.

4.6.3 Minutes of the meeting

Minutes shall be drawn up of each meeting regarding the final position taken by the Executive Committee on an item on the agenda, which, after being handed over to the members, shall be approved and signed by all members.

A copy of the signed minutes shall be kept at the disposal of the members of the Executive Committee and the auditor. They are kept at the registered office of the Company.

The decisions of the Executive Committee may be taken by unanimous written decision of all the members.

4.6.4 Report on activities

At each meeting of the Board of Directors, the chairman of the Executive Committee and/or other members of the Executive Committee shall report to the Board of Directors on the relevant aspects of operational management. The CEO regularly and transparently provides the chairman of the Board of Directors with all important information on the matters listed below, reporting accordingly at each meeting of the Board of Directors:

- Any development affecting the Company's activities and changes in its strategic context;
- The outlook and financial results of the Company as well as an evaluation of its financial situation;
- The key current or potential disputes with which the Company is confronted;
- The framework of internal controls and evaluation of risks (annual report);
- In general, (the follow-up of all) matters falling within the competence of the Board of Directors.

4.6.5 Proposals for decision-making by the Board of Directors

The Executive Committee analyses, discusses and ensures the elaboration of the files submitted to the Board of Directors.

The members of the Executive Committee shall inform the Board of Directors of the state of affairs on matters and dossiers falling within its competence.

The documentation supporting a proposal to be decided upon by the Board of Directors consists of a file containing all the information that is useful and important for the good understanding of the directors in this matter, which is kept at the disposal of the members of the Board of Directors.

4.7 Determination of objectives and evaluation of the members of the Executive Committee

Each year, on the proposal of the Nomination and Remuneration Committee, the Board of Directors determines the objectives for the members of the Executive Committee for the following year and in the (medium) long term, and evaluates their performance over the past year.

This evaluation is used, among others, to fully or partially determine the variable portion of their annual remuneration.

4.8 Remuneration of the members of the Executive Committee

The Board of Directors determines the remuneration of the members of the Executive Committee on the proposal of the Nomination and Remuneration Committee and in accordance with the remuneration policy.

4.9 Conflicts of interest

The members of the Executive Committee adhere to the Company's policy on integrity and ethical conduct. For the rest, they must comply with the relevant provisions of the Belgian Code for Companies and Associations and of the RREC regulations. In the event of a potential conflict of interest, the members must apply the conflict of interest regulation in accordance with the provisions thereon included in Articles 7:96 and 7:97 of the Code of Companies and Associations, Articles 36 to 38 of the RREC Law, and the Company's Articles of Association.

4.10 External mandates

Members of the Executive Committee may only take on external functions subject to the approval of the Board of Directors, which decides on this matter ad hoc and in full sovereignty. Time constraints and potential conflicts of interest shall be taken into account, as well as the opportunity for the professional development of the member of the Executive Committee.

5. Nomination and Remuneration Committee

5.1 The general role of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is an advisory body within the Board of Directors and will assist and advise it in accordance with Article 7:100 of the Belgian Code for Companies and Associations. It makes proposals to the Board of Directors on the composition and evaluation of the Board of Directors and its interaction with the Executive Committee, the remuneration policy, the individual remuneration of the directors and the members of the Executive Committee, 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 payments, and, where applicable, the resulting proposals to be submitted by the Board of Directors to the shareholders.

5.2 The responsibilities of the chairman of the Nomination and Remuneration Committee

The chairman of the Nomination and Remuneration Committee convenes the meetings of the Committee and determines their agenda. He leads the work of the Committee and ensures that the members reach a consensus after a critical and constructive discussion of the items on the agenda. The chairman takes the necessary measures to create a climate of trust in the Committee and ensures that it operates efficiently.

In this context, he shall ensure, among other things, that each new member of the Committee is smoothly integrated, with personal contacts and the communication of useful information on the functioning of the Committee as set out in this Charter (supplemented by minutes of previous meetings, etc.), so that this new member is able to cooperate quickly and efficiently. Finally, the chairman is the privileged interlocutor of the Board of Directors for all matters for which the Committee is competent.

5.3 The responsibilities and powers of the Nomination and Remuneration Committee

As part of the performance of its general role, the Nomination and Remuneration Committee performs the tasks and responsibilities listed below.

The Committee has the possibility to speak to any relevant person without the presence of a member of the Executive Committee.

5.3.1 Concerning the nomination and the renewals of mandates

The Committee assists the Board of Directors for the layout of:

- profiles for the directors, the members of committees of the Board of Directors, the CEO and the other members of the Board of Directors;
- procedures for the appointment and renewal of mandates - and their introduction - for the directors, the members of committees of the Board of Directors, the CEO and the other members of the Executive Committee of the Company (selection criteria, profile, ...);
- periodic evaluation procedures - and their implementation - for the Board of Directors, the directors, the committees of the Board of Directors and their members, the CEO and the other members of the Executive Committee.

The Committee may delegate to the CEO the task of searching for candidates for the position of members of the Executive Committee. The latter will report to the Committee on the outcome of his assignment and the conditions of recruitment and will also submit the draft contract to be concluded with this manager. The Committee will then inform the Board, with a corresponding recommendation.

The Committee advises the Board on the number of directors it deems desirable, without this number ever falling below the legal minimum.

The Board of Directors may at any time (and in particular following the resignation or death of a director or because a director whose term of office expires will soon have to be replaced) request the Committee to set up a procedure to search for potential directors or directors who are candidates for a position as a member of a Committee. Where appropriate, the Board of Directors will determine the characteristics and competences required for the mandate to be filled.

Under the direction of its chairman, the Committee directs the process of searching for candidate directors/ members of a Committee, if necessary with the assistance of consultants, and examines the candidacies submitted by the Board of Directors, the CEO or any other interested party, as well as the spontaneous candidacies.

This examination is based on the latest evaluation of the functioning of the Board/Committee concerned (which reveals, among other things, the existing and necessary competencies, knowledge and experience within the Board/Committee concerned), the general selection criteria for directors laid down by the Board of Directors (and defined in the Charter and in the terms of reference of the Board of Directors) and any special criteria used in the search for one or more new directors or one or more members of a Committee.

The Committee interviews the potential candidates, examines their curriculum vitae and references, assesses them, takes note of the other mandates they hold (in listed or unlisted companies, associations or non-profit organisations) and presents the eligible candidates, together with a recommendation, to the Board of Directors.

When it comes to the renewal of directorships, the Committee will base itself on the latest evaluation of the functioning of the Board and will check whether the profile of candidates for renewal meets the selection criteria set by the Board. The Committee will then make a recommendation to the Board.

After the Board has taken a decision, it will submit the appointment - or renewal of the mandates - of the directors to the next general meeting of shareholders.

The Committee also manages the process of re-election or succession of the chairman of the Board of Directors. The Committee sees to it that appropriate plans are put in place for the succession of the directors and the members of the Board of Directors. It ensures that the appointments or renewals of directorships make it possible to guarantee the continuity of the Board's work and to maintain a balance in the skills and experience of the Board of Directors and the committees it has set up.

The Nomination and Remuneration Committee ensures appropriate talent development programmes and the promotion of diversity within the Board of Directors.

5.3.2 Concerning the remuneration

The Committee shall assist the Board of Directors with proposals:

- in connection with drawing up the remuneration policy for the remuneration of the non-executive directors, the members of the Board committees, the CEO and the other members of the Executive Committee and in connection with any periodic reviews of this policy;
- in connection with the determination of the individual remuneration of the CEO and the other members of the Executive Committee;
- of the annual remuneration report
- on the annual evaluation of the performance of the Executive Committee and;
- in connection with the setting of the performance targets of the CEO and of the other effective members of the Executive Committee and the assessment of performance against the performance targets and measures.

The Committee shall be kept informed of the modalities for the remuneration of the persons concerned.

The Committee prepares the annual remuneration report that the Board of Directorsappends to the annual Corporate Governance Declaration and explains this report to the annual general meeting of shareholders.

In addition, the Committee is expected:

- to express an opinion on the proposals made annually by the CEO on the overall budget for the increase (other than indexation) of the fixed remuneration of the Company's employees, as well as on the overall budget of the variable remuneration granted to these employees;
- in this respect, to interact with the CEO, while keeping the Board of Directors informed of the most important decisions taken in this respect globally and not individually.

5.3.3 Approval of contracts

The Committee will make proposals to the Board of Directors with regard to the approval of the contracts concluded with the CEO and the other members of the Executive Committee, and with regard to the approval of any amendment to be made to these contracts.

The Committee has the authority, at the expense of the Company, to call upon the services of external advisors to assist it in the performance of its tasks referred to in Article 5.3, after prior notification to the chairman of the Board of Directors.

5.4 The composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of at least three non-executive directors, a majority of whom are independent within the meaning of Article 7:87, §1 of the Belgian Code for Companies and Associations and meet the conditions set out in recommendation 3.5 of the Code 2020. The members of the Nomination and Remuneration Committee are appointed by the Board of Directors. The chairman of the Nomination and Remuneration Committee is appointed by the Board of Directors from among the members of the Nomination and Remuneration Committee. The chairman of the Committee may also be chairman of the Board of Directors. In that case, the chairman of the Board of Directors shall not chair the Nomination and Remuneration Committee when it comes to the appointment of his successor.

The Nomination and Remuneration Committee has the required expertise in the field of remuneration policy.

The Board of Directors shall ensure that the composition of the Committee as a whole is balanced and that it has the necessary independence, competencies, knowledge, experience and ability required for the effective performance of its duties.

The term of office as a member of the Nomination and Remunerati

on Committee ends immediately at the end of the term of office as a director.

The CEO may be invited to participate in the meetings of the Committee in an advisory capacity.

5.5 The performance of the Nomination and Remuneration Committee

5.5.1 Planning, agenda and participation to meetings of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall meet at least twice a year and whenever it deems it necessary in order to perform its duties properly. The chairman of the Nomination and Remuneration Committee shall, in consultation with the CEO, draw up the agenda for each meeting of the Nomination and Remuneration Committee. The Committee reports regularly to the Board of Directors on the performance of its duties. At least once every three years, the Nomination and Remuneration Committee evaluates its own efficiency, its operation and its interaction with the Board of Directors, reviews its terms of reference and, where appropriate, recommends any necessary adjustments to the Board of Directors.

5.5.2 Deliberations

In order for the deliberations to be valid, the majority of the members of the Committee must be present. No member of the Committee may be represented. Opinions and recommendations shall be adopted by majority vote. Opinions shall be accompanied by any dissenting views expressed by the members of the Committee who voted against the opinion.

The Company shall organise committee meetings using video, telephone and Internet-based means of communication when necessary and appropriate.

5.5.3 Minutes of the meetings

The minutes shall summarise the discussions and specify the opinions and recommendations, stating the reservations of the members of the Committee where appropriate. They shall be communicated in draft form to the members of the Committee and then formally adopted and signed within four (4) weeks. The original shall be kept by the Company for its archives. The chairman of the Committee is responsible for sending a copy to the members of the Committee and to the Board of Directors.

5.5.4 Report on activities

After each meeting of the Nomination and Remuneration Committee, the chairman of the Committee (or, in his absence, a member of the Committee designated for this purpose) shall, at the next meeting of the Board of Directors, report verbally on the performance of his duties and, in particular, communicate the Committee's opinions and recommendations so that the Board of Directors can deliberate on them.

The decision-making remains the collegial responsibility of the Board of Directors.

5.6 Remuneration of the members of the Nomination and Remuneration Committee

The Board of Directors determines the remuneration of the members of the Nomination and Remuneration Committee on the proposal of the Nomination and Remuneration Committee and in accordance with the remuneration policy.

6. Audit Committee

6.1 The role of the Audit Committee

The Audit Committee is an advisory body within the Board of Directors that is entrusted with the legal assignment in accordance with Article 7:99 of the Belgian Code for Companies and Associations.

It ensures that the periodic financial reports of the Company provide a true, fair and clear picture of the situation and the future prospects of the Company, and in particular it checks the annual and periodic financial statements before they are made public. The Audit Committee also monitors the correct and consistent application of the various accounting standards and valuation rules applied. It also monitors the independence of the Statutory Auditor and has an advisory role during the (re)appointment of the Statutory Auditor.

6.2 The responsibilities of the chairman of the Audit Committee

The chairman of the Audit Committee convenes the meetings of the Committee and sets their agenda. He leads the work of the Committee and ensures that the members reach a consensus after a critical and constructive discussion of the items on the agenda. The chairman shall take the necessary measures to create a climate of trust within the Committee and ensure that it operates efficiently. In this context, he shall ensure, among other things, that each new member of the Committee is able to familiarise himself with the work of the Committee, with personal contacts and with the communication of useful information on the functioning of the Committee as set out in this Charter (supplemented by minutes of previous meetings, etc.), so that this new member can cooperate quickly and efficiently. Finally, the chairman is the Board of Directors' privileged interlocutor for all matters within the Committee's competence.

6.3 The responsibilities and powers of the Audit Committee

As part of the performance of its duties, the Audit Committee performs the functions and responsibilities listed below.

The Committee has the possibility to speak to any relevant person without the presence of a member of the Executive Committee.

The Committee has the possibility to obtain independent professional advice at the expense of the Company, after prior notification to the chairman of the Board of Directors.

6.3.1 Statutory audit of annual accounts

The Audit Committee shall inform the Board of Directors of the result of the statutory audit of the annual and consolidated accounts, as well as of the manner in which the statutory audit has contributed to the integrity of the financial reporting and of the role played by the Audit Committee in that process.

6.3.2 Monitoring

The Audit Committee monitors:

- I. the financial reporting process and the recommendations or proposals made to ensure the integrity of this process. In particular, the relevance and consistency of the accounting standards applied by the Company and its subsidiaries. The assessment includes the criteria for the consolidation of the annual accounts of the companies of the group. In doing so, the Committee assesses the accuracy, completeness and consistency of the financial information before publication. The Audit Committee has an audit programme for this purpose.
- II. at least once a year, the effectiveness of the company's internal control and risk management systems, as well as that of the internal audit and its effectiveness, in accordance with the framework approved by the Board of Directors. The Committee will also assess the work programme of the internal auditor, taking into account the complementary roles of the internal and external audit functions. Internal audit reports or periodic summaries thereof shall be submitted to the Audit Committee. The Audit Committee assesses the internal control and risk management statements included in the Corporate Governance Declaration.
- III. the statutory audit of the annual accounts and the consolidated annual accounts, including follow-up of the findings of the internal audit function the questions and recommendations of the Statutory Auditor and/or external auditor;
- IV. the appointment process of the Statutory Auditor;
- V. the independence of the Statutory Auditor and/or external auditor in which it is at least ascertained whether the provision of additional services to the Company is appropriate.

The Audit Committee offers staff members the opportunity to directly inform the chairman of the Audit Committee about possible irregularities in financial reporting or other matters. If deemed necessary, arrangements shall be made for a proportionate and independent investigation of such matters and for appropriate follow-up action.

6.3.3 Reporting

The Statutory Auditor of the Company will report to the Audit Committee on the important issues he has identified in his assignment for the statutory audit of the annual accounts. The Audit Committee will make a presentation to the Board of Directors on this matter.

Statutory auditor

The Audit Committee makes recommendations to the Board of Directors on the selection, appointment and reappointment of the external auditor and on the conditions for the appointment of the external auditor. The Board of Directors submits the Audit Committee's proposal to the shareholders for approval.

The Statutory Auditor shall annually confirm in writing to the Audit Committee his independence from the Company, as well as all additional services performed for the Company. The Statutory Auditor shall also consult with the Audit Committee on the threats to his independence and the security measures taken to mitigate these threats.

In addition, the Statutory Auditor shall submit an annual report to the Audit Committee containing a description of all ties the Statutory Auditor has with the Company and its subsidiaries.

6.4 The composition of the Audit Committee

The Audit Committee consists exclusively of non-executive directors and has a minimum of three directors, of which at least the majority is independent within the meaning of Article 7:87, §1 of the Belgian Code for Companies and Associations and meets the conditions set out in recommendation 3.5 of the Code 2020. The chairman of the Board of Directors ensures that the Board, on the proposal of the Nomination and Remuneration Committee, appoints members and a chairman to the Audit Committee. The chairman of the Board of Directors cannot chair the Audit Committee. In addition, the term of office as a member of the Audit Committee may not exceed the term of membership of the Board of Directors.

The Board of Directors shall ensure that the composition of the Committee as a whole is balanced and that it has the necessary independence, competencies, knowledge, experience and capital required for the effective performance of its duties.

At least one member of the Committee shall have the necessary expertise in the field of accounting and audit and the members together shall have a collective expertise in the activities of the audited company, in particular in accounting, auditing and financial matters, so that it can effectively fulfil its role.

6.5 The performance of the Audit Committee

6.5.1 Planning, agenda and participation to meetings of the Audit Committee

The Audit Committee will meet at least four times a year, i.e. at the end of each quarter, and whenever it deems it necessary in order to carry out its duties properly. The chairman of the Audit Committee shall draw up the agenda for each meeting. The agenda of each meeting of the Audit Committee shall include the matters relating to the audit plan, as well as all matters arising from the audit process. These matters and matters shall also be specifically discussed with the external and internal auditor at least once a year.

The Committee reports regularly to the Board of Directors on the performance of its duties and at least when the Board of Directors prepares the annual accounts, the consolidated annual accounts and, where applicable, the condensed financial reports intended for publication, as well as when the Board of Directors prepares the half-yearly figures.

Furthermore, the Audit Committee evaluates at least annually its own efficiency, its operation and its interaction with the Board of Directors, reviews its terms of reference and, if necessary, recommends any necessary adjustments to the Board of Directors.

The Audit Committee also decides whether the CEO, the CFO, the internal auditor and/or the external auditor attend its meetings. The Audit Committee has the possibility to speak with any relevant person, without a member of the Executive Committee being present. Furthermore, the Audit Committee meets at least twice a year with the external and internal auditor to consult with them. The Statutory Auditor and the head of the internal audit function have direct and unlimited access to the chairman of the Audit Committee and the chairman of the Board of Directors.

6.5.2 Deliberations

A majority of the members of the Committee must be present for the deliberations to be valid. No member of the Committee may be represented. Opinions and recommendations shall be adopted by majority vote. In the event of an equal number of votes, the chairman of the Audit Committee shall have the casting vote.

The Company shall organise committee meetings using video, telephone and internet-based means of communication when necessary and appropriate.

6.5.3 Minutes of the meetings

The minutes shall summarise the discussions and specify the opinions and recommendations, stating the reservations of the members of the Committee where appropriate. They shall be communicated in draft form to the members of the Committee and then formally adopted and signed within four weeks. The original shall be kept by the Company in its archives. The chairman of the Committee is responsible for sending a copy to the members of the Committee and to the Board of Directors.

6.5.4 Report on activities

After each meeting of the Audit Committee, the chairman of the Committee (or, in his absence, a member of the Committee designated for this purpose) reports verbally at the next meeting of the Board of Directors on the performance of his duties and, in particular, communicates the Committee's opinions and recommendations so that the Board of Directors can deliberate on them.

The decision-making remains the collegial responsibility of the Board of Directors.

6.6 Remuneration of the members of the Audit Committee

The Board of Directors determines the remuneration of the members of the Audit Committee on the proposal of the Nomination and Remuneration Committee and in accordance with the remuneration policy.

7. Investment Committee

The Board of Directors has set up an Investment Committee with the aim of offering greater flexibility in the evaluation of investment opportunities, as it can meet on an ad hoc basis.

The investment committee is an advisory body that advises the Executive Committee on investment and divestment matters. The committee does not take any decisions. By doing so, the Company aims to speed up the decision-making process regarding these investment files.

At least three members of the committee take part in the deliberations. The Investment Committee's advice is sent to all members of the Board of Directors, as well as to the Executive Committee. Similarly, all investment files are made electronically accessible to all directors and each director retains the right to foresee additional questions.

7.1 The role of the Investment Committee

The Investment Committee is an advisory body entrusted with the task of advising on investment and possible divestment dossiers in order to speed up the decision-making process. The Board of Directors or the Executive Committee, respectively, shall remain responsible for monitoring and taking the final decision.

The Investment Committee performs its task in accordance with the Company's Integrity Policy.

7.2 The composition of the Investment Committee

The Investment Committee is not a statutory body and has a minimum of three members of the Board of Directors. After all, the members have the desired professional experience and the necessary educational background, and this in a variety of areas within both the real estate and the economic domain.

This allows the different skills of its members to be used flexibly according to the nature and needs of the dossier submitted.

The term of office as a member of the Investment Committee may not exceed the term of membership of the Board of Directors.

7.3 The responsibilities and powers of the Investment Committee

The investment committee will meet on an ad hoc basis, i.e. whenever the discussion of a concrete case is deemed necessary The Investment Committee will then formulate its findings and opinion on a file to the Executive Committe. The final decision on a case is taken by the Board of Directors, respectively the Executive Committee of the Company.

The Investment Committee is responsible for the following assignments:

- selection of investment files (or disinvestment files, if any)
- analysis of investment files (or disinvestment files, if any)
- preparation of investment files (or disinvestment files, if any)
- follow-up of the negotiations

7.4 The responsibilities of the chairman of the Investment Committee

The chairman of the Investment Committee shall convene the meetings of the Committee and set the agenda. He shall direct the work of the Committee and ensure that its members reach a consensus after a critical and constructive discussion of the items on the agenda. The chairman shall take the necessary measures to ensure a climate of trust in the Committee and ensure its efficient functioning. In this context, he shall ensure, among other things, that each new member of the Committee is able to familiarise himself with the work of the Committee, with personal contacts and with the communication of useful informati

on on the functioning of the Committee as set out in this Charter (supplemented by minutes of previous meetings, etc.), so that this new member can cooperate quickly and efficiently. Finally, the chairman is the Board of Directors’ privileged interlocutor for all matters within the Committee’s competence.

7.5 The performance of the Investment Committee

7.5.1 Planning, agenda and participation to meetings of the Investment Committee

As soon as an investment opportunity presents itself, the chairman may convene the members by any means, as no convening formalities have been foreseen. In this way, the Board of Directors wishes to maintain the body’s flexibility.

7.5.2 Deliberations

The Investment Committee has an advisory role. Members may deliberate physically as well as by telephone, e-mail or any other electronic means of communication.

7.5.3 Minutes of the meetings

The minutes shall summarise the discussions and specify the opinions and recommendations, stating the reservations of the members of the Committee where appropriate. They shall be signed by the members who took part in the discussion. The chairman shall ensure that the other members, as well as all directors of the Board of Directors, receive a copy of the minutes.

7.5.4 Report on activities

After each meeting of the Investment Committee, the minutes (containing in particular the committee’s opinions and recommendations) will be made available to all members of the Board of Directors. Also, at the following meeting of the Board of Directors, the chairman of the Committee (or in his absence a member of the Committee appointed for this purpose) will report on the opinions and recommendations issued by the Committee.

7.6 Remuneration of the members of the Investment Committee

The Board of Directors determines the remuneration of the members of the Investment Committee on the proposal of the Nomination and Remuneration Committee and in accordance with the remuneration policy.

8. Independent control functions

8.1 The internal control function

The internal control system shall aim in particular to achieve the following elements:

- operational management is ordered and prudent in relation to defined objectives;
- the resources deployed are used economically and efficiently;
- the risks are known and adequately controlled in order to protect assets;
- the financial and management information is honest and reliable;
- the laws and regulations as well as general policies, plans and internal regulations are complied with.

A system of internal control has been set up within the Company that is adapted to the nature, scope and complexity of the activities of the Company and its environment. Care Property Invest has a relatively limited staff, which has an impact on the design and operation of the system of internal control within the Company.

The COSO model (‘Committee of Sponsoring Organizations of the Threadway Commission’) was taken into account in the design of the internal control which is built around five components. The guidelines within the framework of the ‘Act of 6 April 2010 strengthening corporate governance in listed companies and autonomous public enterprises and amending the regulation on the professional ban in the banking and financial sector’ and the Belgian Corporate Governance Code were also taken into account.

The five control components considered are as follows

- control environment;
- risk management process;
- control activities;
- information and communication;
- management.

The Board of Directors of the company identifies the risks to which it may be exposed during its activities and determines the degree of risk according to the formula risk degree = impact x probability. On the basis of this analysis, the appropriate measures are defined to address the risk.

8.2 The internal audit

The internal audit function within the meaning of Article 17 §3 of the RREC Law is performed by an external consultant (a so-called external internal auditor), who is appointed by the Board of Directors, on the advice of the audit committee. Care Property Invest has entered into an agreement (dated 6 December 2022), for a definite term of 3 years (as from January 2023 up to and including December 2025), regarding the outsourcing of the ‘internal audit function’ to BDO Advisory, a private limited company incorporated under Belgian law, with registered office at Stassartstraat 35, 1050 Brussels, registered in the Crossroads Bank for Enterprises under the number 0459.910.454, represented by director WV Advisory, an ordinary limited partnership under Belgian law, with registered offices at Sint-Rumoldusstraat 12, 1851 Grimbergen, registered in the Crossroads Bank for Enterprises under number 0634.956.555, in turn represented by Mr Wim Verbelen.

The internal auditor carries out internal audits in accordance with FSMA guidelines. The internal audits aim to evaluate Care Property Invest’s internal control environment. The internal auditor will periodically report to

the Audit Committee, after which the Board of Directors, on the advice of the Audit Committee, can take further action. The recommendations, as formulated by the internal auditor, are followed up periodically and the results of the evaluation are reported to the Audit Committee. The recommendations of the external internal auditor provide Care Property Invest with a framework to further optimise Care Property Invest's operational, financial and management matters, risk management and compliance. The Board of Directors receives all internal audit reports or a periodic summary thereof.

Since Care Property Invest has opted for an external internal auditor, it has also appointed Mr Willy Pintens, managing director, to the Board of Directors to monitor the work of the external internal auditor and follow up on his recommendations.

8.3 Risk management function

In the context of the preparation of the Corporate Governance Statement that forms part of the annual report, the Audit Committee, which reports to the Board of Directors, examines at least once a year the internal control and risk management systems set up by the Executive Committee in order to ensure that the main risks (including those relating to compliance with existing legislation and regulations) are properly identified, managed and brought to the attention of the Board of Directors. Following the adoption of the status of a regulated real estate company, a risk manager within the meaning of Article 17 §5 of the RREC Law has been appointed, namely one of the managing directors, Mr Dirk Van den Broeck.

The risk manager appointed by the Company is responsible for, among other things, drawing up, elaborating, monitoring, updating and implementing the risk policy and risk management procedures (e.g. whistleblower regulation, conflict of interest regulation, the procedures described in the Dealing Code).

The risk manager fulfils his role by making an analysis and evaluation from his position, both on a regular basis and on an ad hoc basis, of the risks, broken down by category, with which the Company is confronted. Concrete advice can be formulated from this analysis to the Audit Committee or the Board of Directors (which bears final responsibility for the Company's risk management).

The Board of Directors approves the risk policy annually, after advice from the Audit Committee, and ensures a correct analysis and assessment of the existing risks as prepared by the risk manager prior to inclusion in the annual report. The Company also has a scheme for staff members with regard to dealing with a suspicion of a possible irregularity in financial reporting or other matters (so-called whistleblowing scheme).

For example, the Audit Committee investigates the specific arrangements according to which staff members of the Company may, in confidence, express their concern about possible irregularities in financial reporting or other matters. If deemed necessary, arrangements are made for an independent investigation and appropriate follow-up of these matters, in proportion to their alleged seriousness. Arrangements shall also be made for members of staff to inform the chairman of the Audit Committee directly.

The Company also has elaborated policies regarding personnel, including with regard to integrity, competencies, training and assessment, and has a business continuity policy including a business continuity plan.

As part of its supervisory task, the Audit Committee evaluates twice a year the main risks that give rise to a mention in the half-yearly and annual financial reports. In addition to these periodic reviews, the Audit Committee closely monitors the risks in its regular meetings and also takes note of the risk analysis and the findings of both internal and external audit.

The risk manager has developed a risk matrix. This matrix serves as a guideline for assessing the risks associated with the exercise of the Company's activities.

Depending on the degree of risk, this risk matrix will be discussed at the Audit Committee/Board of Directors.

8.4 The compliance function

's integrity policy is an integral part of its corporate culture and places particular emphasis on honesty and integrity, compliance with ethical standards and specific applicable regulations. In this respect, the Company or its directors and employees must behave with integrity, i.e. honesty, trustworthiness and credibility. The Company has an integrity policy in this respect.

The Board of Directors appoints a compliance officer in charge of the assignment provided for in Article 17 §4 of the RREC Law, who is responsible for ensuring compliance with the legal rules concerning the integrity of the public RREC by the RREC itself, its directors, and effective management, employees and proxy holder(s) and for drafting and testing recommendations.

The compliance officer ensures that the Company complies with the laws, regulations and rules of conduct applicable to the Company, and in particular the rules relating to the integrity of the Company's activities, by monitoring the various risks the Company incurs by virtue of its statute and its activities.

The compliance officer reports directly to the Audit Committee and the Board of Directors and also has the possibility within the Company to contact the (chairman of the) Board of Directors directly.

The integrity policy includes in particular - but not exhaustively - the following areas of work:

- rules on conflicts of interest,
- rules on incompatibility of mandates,
- the Company's code of ethics,
- rules on the prevention of market abuse and the Dealing Code,
- rules on abuse of corporate assets and bribery (Article 492bis of the Criminal Code.).

9. External audit process

The audit of the financial situation, the annual accounts and the regularity of the Company's operations (from the point of view of the Belgian Code for Companies and Associations and the Articles of Association), is entrusted to one or more auditors appointed from among the auditors or auditor companies approved by the FSMA.

The Audit Committee formulates proposals for decisions to the Board of Directors on the selection, appointment and reappointment of the Statutory Auditor and on the conditions of his or her appointment. The Board of Directors submits the proposal for appointment to the shareholders for approval and, if this proposal differs from the preference stated in the Audit Committee's recommendation, the Board of Directors explains the reasons why the Audit Committee's recommendation is not followed.

The general meeting shall determine the number of Statutory Auditors and determine their remuneration by a simple majority. The Statutory Auditors are appointed for a renewable term of three years. On pain of damages, they may only be dismissed by the general meeting during their term of office for lawful reasons, subject to compliance with the procedure set out in Article 3:67 of the Belgian Code for Companies and Associations. The total duration of successive mandates of the Statutory Auditor is subject to the provisions of Article 3:61, §2 and following of the Belgian Code for Companies and Associations.

The Audit Committee supervises the independence of the Statutory Auditor, mainly in the light of the provisions of the Belgian Code for Companies and Associations and the Royal Decree implementing the Belgian Companies and Associations Code. The Audit Committee ensures that it receives a report from the Statutory Auditor containing a description of all links between the independent Statutory Auditor and the Company.

The Audit Committee also examines the nature and scope of the non-audit services entrusted to the Statutory Auditor. The Audit Committee determines and applies a formal policy with respect to the types of non-audit services that:

- a) are excluded,
- (b) are admissible after verification by the Board; and
- (c) are admissible without control by the Board,

taking into account the specific requirements of the Belgian Code for Companies and Associations.

The Audit Committee shall be informed of the Statutory Auditor's work programme and shall be informed in a timely manner of all matters arising from the audit.

The Audit Committee assesses the effectiveness of the external audit process and ascertains to what extent the Executive Committee meets the recommendations made by the Statutory Auditor in his 'management letter'. The Audit Committee investigates the issues that give rise to the resignation of the Statutory Auditor and makes recommendations on all actions that are required in this respect.

In addition to maintaining an effective working relationship with the Board of Directors, the internal auditor and the Statutory Auditor must have guaranteed free access to the Board of Directors. They shall also have direct and unrestricted access to the chairman of the Board of Directors.

The Statutory Auditors have, individually as well as jointly, an unrestricted right of control over all transactions of the Company. They may inspect the Company's books, correspondence, minutes and in general all Company documents. A statement summarising the Company's active and passive situation is submitted to them every six months by the Board of Directors.

10. Real estate expert

The Company appoints a real estate expert to value the property portfolio by means of a fixed term contract.

The fee is determined according to the nature of the property to be valued (residential care centre or assisted living accommodation), the number of residential units and the method of valuation (full report at initial valuation or quarterly valuation). The fee is thus independent of the fair value of the property.

11. Rules on the prevention of market abuse

The Board of Directors issues a Dealing Code to prevent market abuse in accordance with Regulation EU No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, abbreviated 'MAR' which forms part of this Charter and is included in its Annex.

12. Prevention of conflicts of interest

With regard to the regulation of conflicts of interest, the Company is subject to the statutory rules (Articles 7:96 and 7:97 of the Belgian Code for Companies and Associations and Articles 36 to 38 of the RREC Law and the rules in its Articles of Association and in the Charter. The Board of Directors ensures that, in accordance with the provisions of the RREC Law, the Company is managed in the exclusively corporate interest. The Company's integrity policy also contains rules and guidelines on conflicts of interest for members of the Company's organs and employees of the Company.

Each director shall manage his or her personal and business interests in such a way that no direct or indirect conflicts of interest with the Company arise. Each director shall place the Company's interests above his or her own and shall look after the interests of all shareholders in an equal manner. Each director acts in accordance with the principles of fairness and reasonableness.

If a director has a direct or indirect financial interest that conflicts with a decision or a transaction that falls within the authority of the Board of Directors, he must comply with the provisions of Article 7:96 of the Belgian Code for Companies and Associations.

This means that all directors shall inform the Board of Directors and the Statutory Auditor of any conflicts of interest that arise and which, in the director's opinion, may influence his judgment. In particular, directors declare at the beginning of each meeting of the Board of Directors or a Committee whether they have a conflict of interest with respect to the items on the agenda. In that case, they must abstain from voting on these matters. Any abstention due to a conflict of interest will be made public in accordance with the relevant provisions of the Belgian Code for Companies and Associations and will therefore be mentioned in the annual report.

The directors nominated by (an) important or controlling shareholder(s) must ensure that the interests and intentions of the shareholder(s) are sufficiently clear and made known to the Board of Directors in a timely manner.

The members of the Board of Directors shall also comply with Articles 36 to 38 of the RREC Law.

In addition to the provisions of the CIS and the rules on conflicts of interest arising from the CIS Act, Care Property Invest imposes that each director or member of the Board of Directors avoids conflicts of interest as much as possible.

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.

If, however, a conflict of interest arises (which is not covered by the legal conflict of interest rules), with respect to a matter that falls within the competence of the Board of Directors or the Executive Committee, and on which the Board of Directors has to take a decision, the person concerned shall inform his or her colleagues thereof. The other directors must then decide whether or not the member concerned can vote on the matter to which the conflict of interest relates and whether or not the director concerned can attend the discussion of this matter. It is hereby specified that non-compliance with the aforementioned (additional) rules on conflicts of interest cannot affect the validity of the decision-making of the Board of Directors.

The Company must also comply with the procedure laid down in Article 7:97 of the Belgian Code of Companies. Currently, the Company does not have any persons who qualify as affiliated persons within the meaning of Article 7:97 of the Belgian Code for Companies and Associations.

Transactions between the Company or an affiliated company and a member of the Board of Directors, of the Executive Committee or a member of staff are always conducted at arm's length and under the supervision of the Board of Directors.

In accordance with Article 37 of the RREC Law, the FSMA must be informed in advance by the Company if, in the case of a real estate transaction with the Company or with a company over which it has control, one of the persons mentioned below acts as counterparty, or if, in the case of such a transaction, any advantage is obtained by, among others, one of the persons mentioned below:

- the persons controlling or participating in the public RREC;
- the promoters of the public RREC;
- the persons with whom the RREC or a promoter of the RREC are linked or with whom the RREC or a promoter of the RREC has a participation relationship;
- the directors, members of the Executive Committee, persons in charge of the day-to-day management, the effective leaders or mandataries of the RREC or of the promoters of the RREC, or persons controlling the Company or having a participation relationship in it.

In its communication to the FSMA, the RREC must demonstrate its interest in the planned transaction and that the transaction in question is within the normal scope of the RREC. If the FSMA considers that the information contained in the prior notification is insufficient, incomplete, inconclusive or irrelevant, it will notify the RREC accordingly. If this is not taken into account, the FSMA may publish its position.

These transactions must be conducted on an arm's length basis. When a transaction taking place in the circumstances described above relates to real estate referred to in Article 47 §1 of the RREC Law, the expert's valuation is binding on the RREC (for determining the minimum price, in the case of a transfer, or maximum price, in the case of an acquisition).

The transactions referred to above, as well as the information contained in the prior notification to the FSMA, are immediately made public and are explained in the annual financial report and in the auditor's report.

In accordance with Article 38 of the RREC Law, these provisions do not apply:

- transactions involving a sum less than the lower of 1% of the Company's consolidated assets or €2,500,000;
- the acquisition of securities by the Company in the context of a public issue by a third party issuer for which a promoter of the RREC or one of the persons referred to in Article 37 §1 of the RREC Law acts as an intermediary within the meaning of Article 2, 10° of the Act of 2 August 2002;
- the acquisition of or subscription to, the shares of the Company issued as a result of a resolution of the general meeting by the persons referred to in Article 37 §1 of the RREC Law; and
- transactions relating to the liquid assets of the Company or one of its subsidiaries, provided that the person acting as counterparty has the capacity of intermediary within the meaning of Article 2, 10°, of the Act of 2 August 2002 and that these transactions are conducted on an arm's length basis.

13. The shareholders and the general meeting

The Company shall ensure equal treatment of all shareholders. It shall ensure that all necessary facilities and information are available to enable shareholders to exercise their rights.

The Company dedicates a specific part of its website to describing the rights of shareholders with regard to participation in and voting rights at the general meeting. This section also contains a timetable relating to the periodic provision of information and the general meetings.

Like the Charter, the Articles of Association are available at any time via the Company's website, www.carepropertyinvest.be, and can also be delivered free of charge by letter or e-mail upon request.

13.1 general meetings

The general meetings are used, among other things, to communicate with shareholders and encourage their involvement. The Company therefore encourages shareholders to participate in the general meeting. Shareholders who are unable to attend may vote by proxy. The proxy is sent to shareholders upon first request by ordinary mail or e-mail, or can be downloaded from the Company's website.

Without prejudice to the legal convocation formalities, as detailed below under the heading 'Convocation', the agenda and the reports mentioned therein shall be made available to shareholders via the website, and shall be sent to shareholders upon first request by ordinary mail or e-mail. This information shall remain accessible on the Company's website for a period of at least five years from the date of the general meeting to which it relates.

13.1.1 Date and place

The annual general meeting is held on the last Wednesday of May at 11 a.m.

An extraordinary general meeting may be convened whenever the interests of the Company so require and must be convened whenever the shareholders who together represent one tenth of the subscribed capital so request.

This request is sent by registered letter to the registered office of the Company and must specify the subjects on which the general meeting must deliberate and decide. The request must be addressed to the Board of Directors and the Statutory Auditor, who are obliged to convene a meeting within a period of three weeks after receipt of the request. Other items may be added to the agenda items specified by the shareholders in the notice of the meeting.

The Board of Directors may postpone the decision with regard to the approval of the annual accounts for up to five weeks at any general meeting. This adjournment does not affect the other decisions taken, unless the general meeting decides otherwise in this respect. The next meeting has the right to definitively adopt the annual accounts. The Board of Directors also has the right to postpone any other general meeting or any other item on the agenda of the annual meeting by five weeks, unless this meeting was convened at the request of one or more shareholders representing at least one fifth of the capital, or by the Statutory Auditor(s).

Unless otherwise stated in the convening notice, the general meetings will be held at the registered office of the Company.

13.1.2 Convocation

The Board of Directors or the auditor(s) convene(s) the general meeting.

The notices convening the meeting must state:

- the location, date and time of the general meeting, the agenda of the general meeting (stating the items to be discussed and proposed resolutions), a clear and precise description of the formalities that shareholders must fulfil in order to be admitted to the general meeting and to exercise their voting rights there, in particular the period within which the shareholder must make known its intention to participate in the meeting, as well as information on the right to put items on the agenda and ask questions and the procedure for voting by proxy;
- the record date and notification that only persons who are shareholders on that date are entitled to participate in, and vote at, the general meeting;
- the place and the manner in which documents prescribed by the Belgian Code for Companies and Associations can be consulted;
- the website on which the following information is made available:
- the convocation and agenda of the general meeting;
- the total number of shares and voting rights on the date of the convocation;
- the documents to be submitted to the general meeting;
- for each item on the agenda of the general meeting to be discussed, a proposal for a resolution or, if the item to be discussed does not require a resolution, comments from the Board of Directors;

the forms that can be used for voting by proxy, unless these forms are sent directly to each shareholder. If for technical reasons these forms cannot be made available on the website, the Company shall indicate on its website how these forms can be obtained on paper.

Notices convening the general meeting shall be made by means of an announcement published at least thirty days before the general meeting in

(a) the Belgian Official Gazette (Moniteur belge),

(b) in media which may reasonably be assumed to ensure effective dissemination of the information to the public in the European Economic Area and which is rapidly and in a non-discriminatory manner and

(c) in a national newspaper.

In the event of an ordinary general meeting taking place in the municipality, at the place, day and time indicated in the deed of incorporation and with an agenda limited to the examination of the annual accounts, the annual report and the report of the Statutory Auditors, to the vote on the discharge to be granted to the directors and the Statutory Auditors, as well as to the vote on the items referred to in Section 7:149(3) and Section 7:92(1) of the Belgian Code for Companies and Associations, the Company is exempt from the obligation to publish the announcement in a national newspaper. Publication under (a) and (b) remain required. If a second convocation is necessary because the required quorum was not present at the first meeting, the date of the second meeting was mentioned in the first convocation and no new item has been placed on the agenda, the announcement for the second meeting must be made at least seventeen days before the general meeting.

Each year a general meeting is held whose agenda includes at least the following items: the discussion of the annual report and the report of the Statutory Auditor(s), the discussion and approval of the annual accounts and the allocation of the net profit, and as the case may be, the discharge or the (re)appointment of the directors and the Statutory Auditor(s) as the case may be.

The regularity of the convocation cannot be disputed if all shareholders are present or regularly represented.

13.1.3 Admission

A shareholder may only participate in the general meeting and exercise voting rights there on the basis of the bookkeeping records of the shareholder's registered shares on the registration date, either by inclusion in the Company's register of registered shares or by registration in the accounts of a recognised account holder or settlement institution, regardless of the number of shares held by the shareholder on the date of the general meeting. The fourteenth day prior to the general meeting, at midnight (Belgian time), is the registration date.

The holders of dematerialised shares who wish to participate in the general meeting must submit a certificate issued by Euroclear or an approved account holder with Euroclear showing the number of dematerialised shares registered in the shareholder's name in its accounts on the registration date, with which the shareholder has indicated that he wishes to participate in the general meeting. This deposit must be made at the latest on the sixth day prior to the date of the general meeting, via the Company's e-mail address or via the e-mail address specifically mentioned in the convocation, at the registered office or by post.

The owners of registered shares who wish to participate in the general meeting must notify the Company no later than the sixth day prior to the date of the general meeting of their intention to participate in the general meeting, via the e-mail address of the Company or via the e-mail address specifically mentioned in the convocation, by post or, where appropriate, by sending a proxy.

The Board of Directors will keep a register for each shareholder who has expressed his wish to participate in the general meeting, including his or her name and address or registered office, the number of shares he or she held on the registration date and with which he or she has indicated his intention to participate in the general meeting, as well as the description of the documents proving that he or she was in possession of the shares on that registration date.

13.1.4 Representation

Each shareholder may grant a proxy to represent him at the general meeting, in accordance with the relevant provisions of the Belgian Code for Companies and Associations. The proxy holder is not required to be a shareholder.

A shareholder of the Company may only appoint one person as proxy holder for a certain general meeting. By way of derogation, (i) the shareholder may appoint separate proxies for each form of shares he owns as well as for each of his securities accounts if he holds shares of Care Property Invest in more than one securities account and (ii) a person qualified as a shareholder who, however, acts professionally on behalf of other natural or legal persons, may grant proxy to each of such other natural or legal persons or to a third party designated by them.

A person acting as a proxy holder may hold a proxy from more than one shareholder. Where a proxy holder holds proxies from more than one shareholder, he or she may vote differently on behalf of one shareholder than on behalf of another shareholder.

The appointment of a proxy by a shareholder shall be made in writing or by means of an electronic form and must be signed by the shareholder, where appropriate with an advanced electronic signature within the meaning of Article 4, §4 of the Act of 9 July 2001 establishing certain rules in connection with the legal framework for electronic signatures and certification services, or with an electronic signature which meets the conditions of Article 1322 of the Civil Code.

The notification of the proxy to the Company must be made via the Company's e-mail address or via the e-mail address specifically mentioned in the convocation, at the registered office or by post. The Company must receive the proxy no later than the sixth day before the date of the meeting.

Without prejudice to the possibility to deviate from the instructions in certain circumstances in accordance with Article 7:145, §2 of the Belgian Code for Companies and Associations, the proxy holder will cast his vote in accordance with any instructions given by the shareholder who appointed him. The proxy holder must keep a register of the voting instructions for at least one year and, at the request of the shareholder, confirm that he has complied with the voting instructions.

In the event of a potential conflict of interest as provided for in Section 7:143, §4 of the Belgian Code for Companies and Associations between the shareholder and the proxy he has appointed, the proxy must disclose the precise facts relevant to the shareholder in order to assess whether there is a risk that the proxy pursues any interest other than the interest of the shareholder. In addition, the proxy may only vote on behalf of the shareholder provided that he has specific voting instructions for each item on the agenda.

For the purposes of these conflict of interest rules, a conflict of interest exists when the proxy:

is the Company itself or an entity controlled by it, or is a shareholder controlling the Company, or another entity controlled by such a shareholder;

is a member of the Board of Directors or the governing bodies of the Company, of a shareholder who controls the Company, or of a controlled entity as referred to in 1°;

is an employee or Statutory Auditor of the Company, of the shareholder who controls the Company, or of a controlled entity as referred to in 1°;

has a parental relationship with a natural person as referred to in 1° to 3°, or is the spouse or legal cohabitant of such a person or of a relative of such a person.

13.1.5 Deliberations

The chairman leads the general meeting and takes the necessary measures to ensure that all relevant questions from shareholders are properly answered.

An attendance list indicating the name of the shareholders and the number of shares with which they participate in the meeting is signed by each of them or by their proxy holder before the meeting is opened.

The general meeting cannot deliberate on items that are not on the agenda, unless all shareholders are present or represented at the meeting and they unanimously decide to extend the agenda. The required consent is established if no opposition has been recorded in the minutes of the meeting.

The foregoing is without prejudice to the possibility for one or more shareholders who together hold at least 3% of the share capital, and provided that the relevant provisions of the Belgian Code for Companies and Associations are complied with, to have items to be discussed on the agenda of the general meeting and to submit proposals for resolutions relating to items to be included or to be included on the agenda, at the latest until the twenty-second day prior to the date of the general meeting.

This does not apply if a general meeting is convened by new convocation because the quorum required by the first convocation was not met and provided that the legal requirements for the first convocation have been met, the date of the second meeting is mentioned in the first convocation and no new item has been placed on the agenda.

The shareholders who wish to make use of this possibility shall prove on the date they submit an agenda item or a proposal for a resolution that they are in possession of the required share in the capital, either on the basis of a certificate of registration of the relevant shares in the Company's register of shares, or on the basis of a certificate drawn up by the recognised account holder or the settlement institution proving that the relevant number of dematerialised shares is registered in their name in the account.

The aforementioned requests shall be made in writing and shall be accompanied, as the case may be, by the text of the items to be discussed and the corresponding proposals for decision, or by the text of the proposals for decision to be placed on the agenda. They shall include a postal or e-mail address to which the Company shall send proof of receipt of these requests.

The Company must receive these requests at the latest on the twenty-second day before the date of the general meeting. They may be sent to the Company by electronic means, at the address mentioned in the notice convening the meeting. The Company shall acknowledge receipt of the aforementioned requests within forty-eight hours of such receipt.

The items to be discussed and the corresponding proposed resolutions which, if applicable, would be added to the agenda, will be added to the Company's website as soon as possible after their receipt and in addition, at the latest on the fifteenth day before the date of the general meeting, an agenda will be published which is completed with the additional items to be discussed and the corresponding proposed resolutions which would be included in the agenda, and/or only with the proposed resolutions which would have been formulated.

At the same time, the Company makes available to its shareholders, on its website, the forms that can be used to vote by proxy, supplemented with the additional items to be discussed and the corresponding proposed resolutions that would be included on the agenda, and/or merely with the proposed resolutions that would have been formulated.

Proxies that have already been notified to the Company prior to this publication of an additional agenda remain valid for the items on the agenda to which they apply, on the understanding that, for the items on the agenda for which new proposed resolutions have been submitted, the proxy may deviate during the meeting from any instructions given by the principal if the execution of such instructions could harm the interests of the principal. The proxy holder must inform the principal thereof. The proxy must state whether the proxy holder is authorised to vote on the new items on the agenda or whether he must abstain.

The subjects to be discussed and any proposed resolutions that may be placed on the agenda shall only be discussed if the aforementioned share of the capital has been registered in accordance with Article 7:134, §2 of the Belgian Code for Companies and Associations.

The Board of Directors shall answer the questions put to it by the shareholders, during the meeting or in writing, with respect to its report or to the items on the agenda, to the extent that the communication of data or facts is not of such a nature that it would be detrimental to the Company's business interests or to the confidentiality to which the Company or its directors have committed themselves.

The Statutory Auditors shall answer the questions put to them by the shareholders, during the meeting or in writing, with regard to their report, insofar as the communication of data or facts is not of such a nature that it would be detrimental to the Company's business interests or to the confidentiality to which the Company, its managing directors or the Statutory Auditors have committed themselves. They shall have the right to speak at the general meeting in connection with the performance of their duties.

If several questions deal with the same subject, the Board of Directors and the auditor(s) may give a single answer.

As soon as the convocation has been published, the shareholders may ask the aforementioned questions in writing, which will be answered during the meeting by the directors or Statutory Auditors, as the case may be, insofar as these shareholders comply with the formalities that must be fulfilled in order to be admitted to the meeting.

These questions may be sent electronically to the Company at the address mentioned in the notice of the meeting. The Company must receive these written questions no later than the sixth day prior to the meeting.

Unless otherwise required by law or the Company's Articles of Association, resolutions are adopted by a simple majority of the votes cast. Blank and invalid votes are not counted among the votes cast. In the event of a tied vote, the proposal shall be rejected.

Votes shall be cast by show of hands or by roll call, unless the general meeting decides otherwise by a simple majority of the votes cast.

The extraordinary general meeting must be held before a civil-law notary who draws up an authentic record of it. The general meeting can only validly deliberate and decide on an amendment to the Articles of Association if those participating in the meeting represent at least half of the share capital. If the said quorum is not reached, a new meeting must be convened in accordance with Article 7:153 of the Belgian Code for Companies and Associations; the second meeting deliberates and resolves validly, regardless of the part of the capital present or represented.

Moreover, an amendment to the Articles of Association is only adopted if it has received the prior approval of the FSMA and if it has obtained three-quarters of the votes attached to the shares present or represented (or any other special majority prescribed by the Belgian Code of Companies and Associations), abstentions being counted neither in the numerator nor in the denominator.

The general meeting hears the annual report and the report of the Statutory Auditor(s) and decides by a simple majority on the approval of the annual accounts.

After approval of the annual accounts, the general meeting decides by a simple majority, by separate vote, on the discharge to be granted to the directors and the Statutory Auditor(s). This discharge is valid only if the balance sheet contains neither omissions nor false statements hiding the actual situation of the Company and, with regard to acts contrary to the Articles of Association, only if they are specifically indicated in the notice convening the meeting.

The annual and half-yearly financial reports, the annual and half-yearly accounts and the report of the Statutory Auditor, as well as the Articles of Association of the Company, are available at the Company's registered office and can, for information purposes, be consulted on the Company's website.

On the proposal of the Board of Directors, the general meeting decides by a simple majority on the appropriation of the net profit. The Company must pay out to its shareholders and within the limits authorised by the Code of Companies and Associations and the RREC Law, a dividend, the minimum amount of which is prescribed by the RREC Law.

The regularly convened general meeting represents the generality of the shareholders. The decisions of the general meeting are binding on all shareholders, even those absent or voting against.

Minutes are taken of each general meeting. The minutes of the general meeting are signed by the members of the bureau and by the shareholders who so request.

The results of the votes and the minutes of the general meeting are published on the Company's website (www.carepropertyinvest.be) as soon as possible, and in any event within fifteen days of the meeting. More specifically,

the minutes of the general meetings shall state for each resolution the number of shares for which valid votes have been cast, the percentage that these shares represent in the share capital, the total number of votes validly cast, and the number of votes cast for or against each resolution, as well as the number of abstentions, if any.

13.1.6 Reference shareholders

The Company has no reference shareholders.

13.1.7 (Institutional) investors

The Board of Directors wishes to motivate investors, and in particular institutional investors, to play an important role in the careful evaluation of the Company's corporate governance. The Board of Directors endeavours to ensure that institutional and other investors attach importance to all relevant factors to which their attention is drawn. The Company encourages the (institutional) investors to communicate their assessment of the governance of the Company prior to the general meeting and at least through their participation in the general meeting.

The Board of Directors strives to ensure that investors carefully consider the explanations given to deviate from the Code 2020 and in all cases make a reasoned judgment. The Board of Directors will enter into dialogue with investors if, taking into account the size and complexity of the Company, as well as the nature of the risks and challenges it faces, they do not accept the Company's position.

The Company shall discuss with institutional investors the implementation of their policy on the exercise of their voting rights in the relevant financial year and shall ask institutional investors and their voting advisors for an explanation of their voting behaviour.

Date of last amendment of the Corporate Governance Charter: 23 January 2020.

Separate Appendix 1: Dealing Code

Separate Appendix 2: Integrity Policy

The present document is also made available in Dutch and French. However, in case of discrepancies between language versions, the Dutch version always prevails.

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