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## Dealing Code

### Rules on the prevention of market abuse

#### I. Policy statement

Care Property Invest (hereinafter 'Care Property Invest' or the 'Company') defines in these regulations its internal policy on the prevention of market abuse. These regulations form an integral part of the Company's Corporate Governance Charter and are in accordance with the applicable laws and regulations (in particular, the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and the resulting European regulations, as well as the Act of 2 August 2002 on the supervision of the financial sector and financial services and the Corporate Governance Code 2020)

In addition to the aforementioned laws and regulations, the Board of Directors of the Company has taken a number of preventive measures in the form of a code of conduct (the 'Dealing Code') to avoid that Inside Information (as defined further in this Code) would be used unlawfully by directors, shareholders, employees and certain third parties, or that such an impression could even be created. Any person providing services to the Company for the first time shall be deemed to adhere to and be bound by the Dealing Code. However, mere compliance with the Dealing Code shall not relieve such person of his or her individual criminal and civil liability. The Dealing Code and the supervision of compliance with it are intended to protect the market and the image of the Company as such. Insider trading may cause investors to lose confidence in the integrity of the market.

#### II. Definitions

For the application of this Dealing Code, the following terms shall have the following meanings:

**'Insider':** any person who has access to or possesses Insider Knowledge (irrespective of the manner in which the Insider Knowledge was acquired) and who is employed by the Company on the basis of an employment contract or otherwise performs tasks in the context of which he/she has access to Insider Knowledge, such as consultants, accountants or rating agencies.

**'List of Insiders':** The Company shall draw up a list of Insiders in which their identity, the reason why these persons are on the list, the date on which they gained access to the Inside Information and the date on which the list was drawn up and updated are stated, all in accordance with the model that is available on the website of the Financial Services and Markets Authority (hereinafter '**FSMA**').

The List of Insiders shall be immediately updated as soon as a change occurs in the reason why a person is on the List of Insiders or if a person is added to or removed from the List of Insiders and as soon as this person gains access to or is deprived of the Inside Information. For each amendment, the Company shall state the date of amendment.

This List of Insiders shall be kept for at least five years after being drawn up or updated and shall be sent to the FSMA on request.

**'Person having Management Responsibilities'** is any person who (i) is a member of a managerial or supervisory body of the Company (within the Company, this includes any member of the Board of Directors or its executive committees and any member of the Executive Committee), as well as (ii) any person who has a managerial position but is not a member of the bodies referred to under (i), and who has regular access to Inside Information relating directly or indirectly to the Company, and who also has the power to take management decisions affecting the future developments and business prospects of the Company <sup>(1)</sup>.

**'Closely Related Person'** means any person who is related to an Insider in particular:

- a) the spouse or partner considered by national law as equivalent to a spouse
- b) dependent children
- c) any other person who belonged to the same household as the persons concerned for at least one year on the date of the transaction
- d) any legal person, trust or partnership, the managerial responsibilities of which are exercised by a Person having Management Responsibilities or by a person referred to under (a), (b) and (c), or which is directly or indirectly controlled by such a person, or which has been established for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.<sup>(2)</sup>

**'Inside information'**: information within the meaning of Article 7 paragraphs (1) to (4) of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Directives 2003/124, 2003/125/EC and 2004/72/EC of the Commission and means: any information, cumulatively:

- a) which has not been made public
- b) which is of a precise nature, that is to say, it relates to an existing situation or a situation that can reasonably be expected to come into existence, or to an event which has occurred or may reasonably be expected to do so, and if it is specific enough to enable a conclusion to be drawn as to the possible effect of that situation or event on the share price. If they are intermediate steps in a protracted process, those steps may themselves constitute inside information if they are sufficiently precise;
- c) which directly or indirectly relates to the Company or to the Care Property Invest share;
- d) and which, if made public, could significantly affect the Care Property Invest share price.

(1) Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and the Council and Commission Directives 2003/124, 2003/125/EC and 2004/72/EC

(2) Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124, 2003/125/EC and 2004/7

## 1. Basic principles

Through his or her work, profession or duties each Insider is privy to information of which he or she knows, or should reasonably know, to be Inside Information. This person therefore has an important obligation to treat this information as confidential and, as long as the Insider possesses Inside Information, it is prohibited under the relevant legal provisions for the Insider and his/her Closely Related Persons:

- to make use of that Inside Information by, for one's own account or for the account of a third party, directly or indirectly, acquiring or disposing of the securities to which that Inside Information relates or related securities, cancelling or altering orders or attempting to acquire or to dispose of securities or cancelling or altering orders;
- to disclose Inside Information to any other person, unless such disclosure is made in the normal course of the exercise of his employment, profession or duties;
- to recommend, on the basis of Inside Information, to another person to acquire or dispose of the securities to which this Inside Information relates or related securities or to have them acquired or disposed of by others.

Violation of the aforementioned prohibitions may lead to administrative and/or criminal prosecution.

The above does not affect the mandatory disclosure as set out in Article II.5 below.

## 2. Compliance Officer

The Board of Directors has appointed a Compliance Officer, namely Ms Nathalie Byl (hereinafter the **'Compliance Officer'**).

The Compliance Officer shall inter alia supervise the Insiders' compliance with this Dealing Code, without releasing the Insider from his individual criminal and civil liability and responsibility.

The Compliance Officer shall also see to it that each new director and employee of the Company or a third party who is considered an Insider signs or has signed this Dealing Code.

## 3. Closed and Prohibited Periods

Insider and Closely Related Persons may not execute transactions involving securities in the Company during the 'Closed Period' or the 'Prohibited Period'.

The **Closed Period** is defined as the period between 1 February respectively 1 August until the time immediately following disclosure of the annual results respectively the half-year results of the Company. For 'transactions performed by a Person having Management Responsibilities', the Closed Period always relates to the period of 30 calendar days prior to disclosure of the annual financial statements or half-year results.

The **Prohibited Period** is defined as the period that is communicated as such by the Compliance Officer on the instructions of the management, the Executive Committee or the Board of Directors and commencing on the date on which Inside Information becomes known to the Board of Directors, the Executive Committee or the management and lasting until immediately after the disclosure of the said Inside Information or to the date of on which the Inside Information no longer has a price-sensitive character.

As the exception to this prohibition, the following transactions in the Company's securities remain permitted (also if the transactions are executed in the Closed Period or the Prohibited Period):

- transactions ordered before the Closed Period and Prohibited Period, provided no changes are made to the order during the Closed Period and Prohibited Period;
- transactions executed to implement an agreement made before the Closed Period and Prohibited Period.

#### 4. Preventive measures

The Company takes, inter alia, the following preventive measures in the prevention of Market Abuse:

1. Restrictions on speculative trading  
The Company is of the opinion that speculative trading by Insiders and Closely Associated Persons in its securities promotes unlawful conduct, or at least the appearance of such conduct. Insiders may therefore not successively acquire or dispose of securities of the Company on the stock exchange within a period of less than six months.
2. Insider's duty to inform Closely Related Persons.  
The Insider must inform his Closely Related Persons of the existence and content of this Dealing Code and shall ensure that his Closely Related Persons ask him whether a transaction in securities of the Company is possible in accordance with this Dealing Code.
3. In addition to the List of Insiders, the Company shall keep a list of all Persons having Management Responsibilities and their Closely Related Persons. Insiders must keep Inside Information confidential. The Company expects the Insiders to take all necessary measures to preserve the confidential nature of the Insider information, inter alia by (without this list being exhaustive) storing confidential information safely, limiting access to this information to those persons who need to know, not discussing confidential information in public places, watermarking confidential documents and keeping copies of this information to a minimum, in other words, the Insider will at all times act as may be expected from a prudent and reasonable person.

### 5. Reporting stock exchange transactions

#### 5.1 Reporting the intention of trading

A Person having Management Responsibilities or a Person Closely Associated with him who wishes to acquire or to dispose of securities of the Company or who wishes to carry out transactions with regard to debt instruments, transactions within the framework of a life insurance policy whereby the policyholder is a Person having Management Responsibilities or a Person Closely Associated with him who also bears the investment risk and can take investment decisions, the lending or pledging of financial instruments or transactions through intermediaries, as well as any other Insider who is not a Person having Management Responsibilities or a Person Closely Associated with him and who wishes to acquire or alienate securities of the Company, shall report this in writing to the Compliance Officer before the transaction. The person obliged to notify must confirm in his or her notification that he/she does not possess any Inside Information. The Compliance Officer has the duty to report the matter to the chairman of the Board of Directors.

#### 5.2 Advice of the Compliance Officer

Officer may formulate a negative advice concerning the planned transaction. In the event of a negative advice, the Insider must regard this advice as an explicit rejection of the transaction by the Company.

A transaction in securities of the Company is only possible in case of a positive advice by the Compliance Officer. The maximum term for the advice is two trading days.

#### 5.3 Reporting the effective transaction

If the transaction may be executed, the Insider must inform the Compliance Officer in writing within three working days after executing the transaction, reporting the nature and date of the transaction, the number of securities traded and the prices applied in the transaction.

Persons having Management Responsibilities and, where applicable, their Closely Related Persons, shall report transactions for their own account in securities of the Company to the FSMA. This notification must be made within three business days after the execution of the transaction. However, the notification may be delayed as long as the total amount of the transactions carried out during the current financial year remains under the threshold of EUR 5,000. If this threshold is exceeded, all transactions carried out up to that point shall be reported within five working days of the execution of the last transaction. When the total amount of transactions during an entire calendar year has remained below the threshold of EUR 5 000, the relevant transactions shall be reported before 31 January of the following year. For the calculation of the total amount of the transactions, the sum is made of all transactions for own account of the involved Person having Management Responsibilities and all transactions for own account of Persons Closely Associated with him.

Closely Related Persons. The notification of the transaction to the FSMA shall contain the name of the Person having Management Responsibilities and, where applicable, of his Closely Related Person, the reason for the mandatory notification, the name of the Company, the description of the securities, the nature, date, place, price and volume of the transaction.

Reporting agents report their transactions to Care Property Invest and the FSMA via an online reporting application 'eMT' (<https://portal-fimis.fsma.be/>) developed by the FSMA in accordance with the technical implementation standards contained in Implementing Regulation (EU) 2016/523.10. Reporting agents may mandate another person to report their transactions, but they remain legally responsible for complying with their reporting obligation and for the content of the report.

## 6. Disclosure of trading

Each transaction in Company securities reported to the Compliance Officer pursuant to paragraph II.5 above by Persons having Management Responsibilities and by Persons Closely Associated to them (or of which the Compliance Officer became aware in some other way), shall be published on the Company's website within the term of seven business days after the end of the month in which the transaction took place.

The annual report of the Board of Directors shall contain an overview of all transactions in securities of the Company reported to the Compliance Officer by such persons over the previous year in accordance with paragraph II.5 of this Dealing Code or to which the Compliance Officer has taken notice of in any other way.

The notification to the FSMA referred to in paragraph II.5 c) shall be published on the FSMA's website under the heading 'Management Transactions'.

## 7. Third-party funds management

If an Insider has funds managed by a third party, the Insider will ensure the third party's compliance with the same restrictions relating to transactions in securities in the Company that apply to the Insider relating to trading such securities.

An exception is if the third party is performing discretionary management pursuant to an agreement in writing and the Insider has no influence on the policy implemented by the third party.

## 8. Duration

Insiders are subject to this Dealing Code up to six months after having terminated employment with the Company, and third parties up to six months after expiration of the relevant assignment or contract.

## 9. Privacy

All personal data transmitted to Care Property Invest within the context of this Dealing Code will be treated in the strictest confidence, with the Company always subscribing to the rules of the General Data Protection Regulation (better known as the GDPR), as well as its own Privacy Policy, as consultable on the Company's website.

The Board of Directors

Date of last amendment to this document: 23 June 2021.



More information:

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