



# CORPORATE GOVERNANCE CHARTER



The Dutch Version of this Corporate Governance Charter is regarded as the sole official version.

## **INTRODUCTION**

What's Cooking Group NV ("What's Cooking?") is a *naamloze vennootschap* [limited liability company] formed under Belgian law.

Since its listing on the Brussels Stock Exchange in November 1986, and thus long before the concept found general acceptance in Belgium, What's Cooking?, as one of the smaller quoted companies, has been pursuing an active corporate governance policy.

Even before its listing on the stock exchange, What's Cooking? had an open Board of Directors with a majority of independent, non-executive directors.

Since 1978, the family directors of What's Cooking? have invited a number of non-executive, independent entrepreneurs to assist and accompany them, initially as members of a Consultative Committee and later on the Board of Directors. Aided by the knowledge and experience of these external members, What's Cooking? has created an effective corporate environment which ensures maximum potential for sound decision-making. With this in mind, What's Cooking? has established a management structure in which family shareholders and committed non-family directors have evolved into an efficient whole that defines the company's strategy and exercises appropriate control.

Within this framework, the Board of Directors of What's Cooking? wishes to comply as closely as possible with the Belgian laws on corporate governance and with the Corporate Governance Code 2020 ("CGC"), and it has drafted this Corporate Governance Charter ("CG Charter") as an exhaustive presentation of the management structure of What's Cooking?.

This CG Charter is based on the provisions of the CGC and is a supplement to the corporate governance provisions as contained in the Companies and Associations Code and the Company's own articles of association.

The objective of the corporate governance rules is to facilitate efficient and transparent management of and effective control over the Company. The Board of Directors believes that clear agreements about good governance contribute to value creation over the long term and to



an effective equilibrium between entrepreneurship on the one hand and the supervisory function on the other.

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

- Internal regulations of the Board of Directors;
- Policy concerning transactions and other contractual ties between the Company and its directors and members of the executive management;
- Dealing Code: Rules to prevent market abuse ;
- Internal regulations of the Audit Committee;
- Internal regulations of the Remuneration and Nomination Committee;
- Internal regulations of the Executive Committee;
- Internal regulations of the Sustainability Committee.

The practical application of this CG Charter will be described annually in a Declaration on corporate governance which forms a separate chapter of the Annual Report. From time to time, the CG Charter will be adapted in order to always constitute a reflection of what good governance entails and how this is being fulfilled by the Board of Directors.

The CG Charter, as well as the latest coordinated articles of association of What's Cooking? are available on the website [www.whatscooking.group](http://www.whatscooking.group) and copies of the CG Charter can be obtained free of charge from the registered office of What's Cooking?.



## TABLE OF CONTENTS

| <b>Article</b>  | <b>Page</b> |
|---|-------------|
| 1. List of concepts .....                                   | 5           |
| 2. Structure and organisation .....                         | 6           |
| 3. Shareholders.....  | 9           |
| 4. Transactions between the Company and its directors ..... | 9           |
| 5. Transactions in shares of the Company.....               | 10          |
| 6. Miscellaneous .....                                      | 10          |

### **Annexes**



## 1. LIST OF CONCEPTS

1.1 In this CG Charter, the following concepts have the meanings set forth below:

**Audit Committee** means the committee designated as such in article 3.2 of the internal regulations of the Board of Directors.

**CEO** means the *Chief Executive Officer* or *Managing Director* of the Company, i.e. the person given responsibility for the day-to-day management of the Company and presiding the Executive Committee.

**CG Charter** means this Corporate Governance Charter and all its annexes.

**CGC** means the Belgian Corporate Governance Code 2020.

**CG declaration** means the Declaration on corporate governance which is part of the Company's annual report in which it provides factual information about its corporate governance policy, including any changes to or relevant events within the framework of that policy.

**Committee** means, with regard to the Board of Directors, any committee of the Board of Directors as referred to in article 3.2 of the internal regulations of the Board of Directors.

**Statutory Auditor** means the Statutory Auditor of the Company who, in accordance with the Companies and Associations Code, is given responsibility for auditing the annual accounts of the Company.

**Sustainability Committee** means the committee designated as such in Article 3.2 of the Internal Regulations of the Board of Directors.

**Executive Committee** means the committee used by the Board of Directors to execute, among other things, the strategy of the Company and chaired by the CEO.

**Subsidiary** has the meaning given to this concept in article 1:15 of the Companies and Associations Code.

**Annual accounts** means the annual accounts of the Company as intended in article 3:1 of the Companies and Associations Code.

**Annual Report** means the annual report of the Company prepared by the Board of



Directors as intended in article 3:5 of the Companies and Associations Code.

**Board of Directors** means the Board of Directors of the Company.

**Remuneration and Nomination Committee** means the committee designated as such in article 3.2 of the internal regulations of the Board of Directors.

**Secretary of the Company** means the person appointed as secretary under article 3.3 of the internal regulations of the Board of Directors.

**Written** means by letter, telefax or e-mail, or by means of a message which via some other common means of communication is transmitted and can be received in writing.

**Company** means the NV What's Cooking Group, with registered office at Beke 1, 9950 Lievegem, enterprise number 0421364139, Legal Entity Register of the judicial district of Ghent, division Ghent.

**Associated Company** has the meaning which is given to this concept in article 1:20 of the Companies and Associations Code.

**Chairman of the Board of Directors** means the person appointed by the members of the Board of Directors to the position of chairman.

1.2 Unless it appears otherwise from the context, in this CG Charter:

- (a) concepts and expressions indicated in the singular also entail reference to the plural and vice versa;
- (b) words and concepts indicated in the masculine form also entail reference to the feminine form; and
- (c) a reference to a legal provision applies as reference to such legal provision subject to all changes, extensions and replacement regulations thereof which shall apply from time to time.

1.3 Titles of articles and other titles in this CG Charter are only included for the benefit of clarity, and form no part of the relevant CG Charter for purposes of interpretation.



## 2. STRUCTURE AND ORGANISATION

### 2.1 Legal structure

What's Cooking? is a *naamloze vennootschap* [limited liability company] under Belgian law which has taken on the form of a listed company.

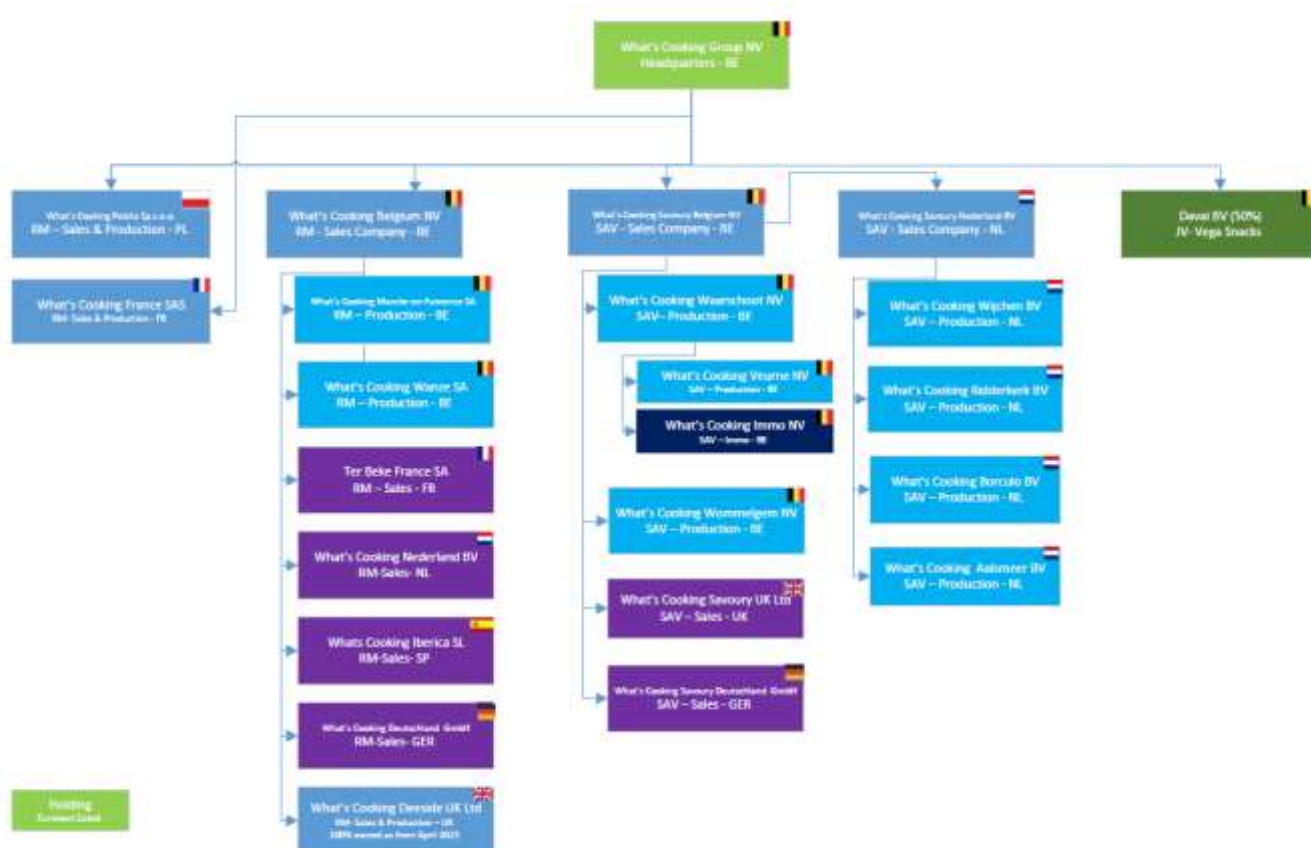
The shares of the Company are admitted to trading on the regulated market of Euronext Brussels.

The Company's articles of association are posted on its website [www.whatscooking.group](http://www.whatscooking.group).



## 2.2 Group structure

The Company has several direct and indirect Subsidiaries at home and abroad. The legal structure of the group at the date of this version of the CG Charter can be presented as follows:







## **2.3 Governance structure**

The Company has opted for a one tier governance structure. The Board of Directors is empowered to perform all acts necessary or useful for achieving the object of the Company, except those for which only the General Assembly is empowered by law.

The composition, powers and functioning of the Board of Directors are described in the internal regulations of the Board of Directors (see annex 1).

Pursuant to Article 23 of the Articles of Association, the Board of Directors has delegated certain powers to an Executive Committee. The composition, powers and operation of the Executive Committee are described in the terms of reference of the Executive Committee (see appendix 6).

The Board of Directors has established an Audit Committee, a Remuneration and Nomination Committee and a Sustainability Committee. These Committees have an advisory function. They assist the Board on specific matters which they monitor thoroughly and on which they make recommendations to the Board. Final decision-making rests with the Board of Directors. The composition, powers and operation of the Committees are described in their respective internal regulations (see Annexes 4, 5 and 7). The Committees report to the Board of Directors after each meeting.

In accordance with the Company's Articles of Association, the Board of Directors has delegated the day-to-day management of the Company to the Chief Executive Officer.

## **2.4 Profile of the group**

What's Cooking? (Euronext Brussels: WHATS) is an innovative Belgian fresh foods concern that markets its assortment in Europe.

The group has 2 core activities (processed meats and ready meals), it has 12 industrial sites in Belgium, The Netherlands, France, Poland and the United Kingdom and employs approximately 2750 people. What's Cooking? generated a turnover of approx. EUR 697 million in 2021.



## **STRATEGIC BUSINESS UNIT READY MEALS**

- produces ready meals for the European market;
- market leader in lasagne in Europe;
- 2 specialized production sites in Belgium (Wanze and Marche-en-Famenne), 1 in France (Mézidon-Canon), 1 in Poland (Opole) and 1 in the United Kingdom (Deeside);
- brand names Come a casa<sup>®</sup>, Stefano Toselli<sup>®</sup> and Vamos<sup>®</sup> in addition to distribution brands;

## **STRATEGIC BUSINESS UNIT SAVOURY (savoury charcuterie & snacks)**

- producer and slicer of processed meats for the Benelux, the UK and Germany;
- 2 production plants in Belgium (Wommelgem and Waarschoot) and 1 in The Netherlands (Borculo)
- 6 centres for the slicing and packaging of processed meats, 3 of which are in Belgium (Wommelgem, Waarschoot and Veurne) and 3 in the Netherlands (Aalsmeer, Wijchen and Ridderkerk);
- innovating in the pre-packed processed meats segment;
- distribution brands and own brand names Pluma<sup>®</sup> and Daniël Coopman<sup>®</sup>;

### **2.5 Website of the Company**

The Company's website is [www.whatscooking.group](http://www.whatscooking.group).

The Board of Directors ensures the placement and updating of all of the information which the Company must publish pursuant to legal provisions, the CGC or this CG Charter, on a separate (i.e. separate from the commercial information of the Company) and as such recognisable part of the Company's website.

Any change to this CG Charter will be immediately reported on the Company's website.

### **2.6 E-mail address of the Company**

The Company may, in application and within the limits of Article 2:31 of the Companies and Associations Code, be contacted at the following e-mail address: [info@whatscooking.group](mailto:info@whatscooking.group).



### **3. SHAREHOLDERS**

#### **3.1 Shareholding and control structure of the Company**

The major shareholders, to the extent known to the Company, are disclosed and updated on the Company's website as the Company becomes aware of changes.

#### **3.2 Cross-holdings**

The Company's shareholders have the rights granted to them in the applicable legislation and, more specifically, in the Companies and Associations Code and in the Company's Articles of Association.

### **4. TRANSACTIONS BETWEEN THE COMPANY AND ITS DIRECTORS**

The Board of Directors has established policy rules concerning transactions and other contractual ties between the Company (including with its Associated Companies) and its directors and members of the Executive Committee which do not fall under the conflict of interest regulations.

These policies are attached as annex 2.

### **5. TRANSACTIONS IN SECURITIES OF THE COMPANY**

The Board of Directors has drawn up a Dealing Code concerning transactions for own account in shares or other financial instruments of the Company by directors, members of the Executive Committee and other designated persons (the "Dealing Code").

The Dealing Code is included in annex 3.

The Board of Directors appoints a compliance officer who is responsible for monitoring the observance of the Dealing Code by the directors and the other designated persons. The compliance officer also carries out all other tasks which are assigned to him or her in accordance with the Dealing Code.



## **6. MISCELLANEOUS**

### **6.1 Acceptance by members of the Board of Directors**

Everyone who is a member or is appointed as a member of the Board of Directors must declare in writing to the Company that he or she accepts the content of this CG Charter and its annexes and assents to them, and undertakes vis-à-vis the Company that they will respect the provisions of this CG Charter.

### **6.2 Amendment**

This CG Charter can be amended by the Board of Directors from time to time and without prior notification.

The Board of Directors can decide to depart from specific points of this CG Charter, subject to observance of applicable rules.

Any amendment [or departure] will be immediately published on the Company's website. Third parties cannot derive any rights therefrom.

### **6.3 Partial invalidity**

If one or more provisions of this CG Charter should be or become invalid, this has no effect on the validity of the remaining provisions. The Board of Directors may replace the invalid provisions by valid provisions whose consequences, given the content and the purpose of this CG Charter, correspond as much as possible with the invalid provisions.

### **6.4 Applicable law and jurisdiction**

This CG Charter is governed by Belgian law. The Belgian judge is exclusively competent to settle disputes resulting from or in connection with this CG Charter (including disputes about the existence, validity or termination of this CG Charter). In the event of conflict between a provision of this CG Charter and a (stricter) statutory or by-law provision, the statutory or by-law provision will take priority.



## **ANNEX 1**

### **INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS**

#### **INTRODUCTION**

These internal regulations form part of the CG Charter of the Company.

These internal regulations are a supplement to the provisions concerning the Board of Directors and its members as contained in the applicable laws and regulations and the Company's articles of association.

These internal regulations use a number of concepts (whether or not written with a capital letter) which are not defined herein. These concepts have the meaning which is given to them in the list of concepts included in article 1 of the CG Charter.

#### **1. COMPOSITION**

##### **1.1 Composition**

- The Board of Directors has at least three members. The actual number of members can vary in accordance with the needs of the Company.
- A majority of the members of the Board of Directors must in any case be non-executive directors. By "non-executive directors" must be understood those directors who do not hold an executive position in the Company or do not hold a directorship or executive position in its subsidiaries.
- At least three directors must be independent in the sense of the Belgian Companies and Associations Code and the CGC.

The proposal for a resolution appointing the independent directors states the grounds on the basis of which the quality of independent director is attributed and confirms at least whether the candidate satisfies the independence criteria.

The Board of Directors judges, independent of the appointment resolution of the shareholders, which non-executive directors it regards to be independent. In assessing the independence, the Board of Directors will take account of the criteria provided in the Belgian Companies and Associations Code and the CGC, and any other relevant laws or regulations.



Each independent director who no longer meets the independence requirements described therein must immediately inform the Board of Directors thereof.

- A list of the members of the Board of Directors is published in the CG Declaration, if necessary with mention of their independent status.

## **1.2 Appointment**

- The members of the Board of Directors are appointed by the General Assembly. When a director's seat opens up, the remaining directors may provisionally fill the opening.
- The Remuneration and Nomination Committee proposes one or more candidates for appointment, taking into account the needs of the Company and in accordance with the appointment procedure and selection criteria which the Board of Directors has established for this purpose and that are recorded in the rules and regulations of the Remuneration and Nomination Committee (annex 5).
- In the composition of the Board of Directors, account is taken of the necessary diversity and complementarity with regard to skills, experience knowledge and diversity, including gender diversity
- Members of the Board of Directors are appointed for a period of in each case at most six years. If the mandate is taken up by a company, represented by a fixed representative, the mandate will end automatically at the passing of the fixed representative. There is no right for the company to appoint another fixed representative in order to take up the Director mandate at the Company.
- Directors or permanent representatives of a director who have attained the age of 70 will resign.

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

### **2.1 Role**

The Board of Directors is responsible for managing the Company with a view to its long-term success by providing entrepreneurial leadership while at the same time assessing and managing the risks of the Company.

The Board of Directors is accountable for this to the General Assembly. The responsibility for managing the Company rests with the Board of Directors as a collegial body.



## 2.2 Tasks

In light of this, and without prejudice to the powers reserved by the Companies and Associations Code exclusively to the Board of Directors, the main tasks of the Board of Directors are:

- The Board of Directors decides on the strategic objectives and the general policy plan of the Company and its subsidiaries, their readiness to take risks, their values and the policy guidelines with regard to the primary functional areas (Marketing & Sales, Operations, Finances and HR). With that the Board of Directors will take into account Corporate Social Responsibility and diversity.
- The Board of Directors sees to it that the necessary leadership and the necessary financial and human resources are present so that the Company can achieve its objectives.
- The Board of Directors approves the framework for internal control and risk management that is prepared by the executive management and verifies the existence and functioning of this internal control system, including an adequate identification and management of risks (including e.g. risks relating to compliance with the existing legislation and rules). If necessary the Board does this through the supervision executed by the Audit Committee. The Board also describes the most important elements of the internal control and risk management system in view of their publication in the Annual Report.
- The Board of Directors chooses the structure of the Company's Executive Committee, defines its powers and duties and supervises and evaluates the performance of the Executive Committee.
- The Board of Directors is responsible for the quality and completeness of the published financial reports, and in particular is responsible for the integrity of the annual accounts, and the timely publication of the important financial and non-financial information to the shareholders and potential shareholders, according to the rules that are in force
- The Board of Directors selects the Statutory Auditor and supervises his work, through the reporting of the Audit Committee, and is responsible for supervising the internal audit function.
- The Board of Directors is responsible for the Corporate Governance structure of the Company and compliance with the corporate governance legislation and the CGC provisions.



- The Board of Directors supervises fulfilment of the obligations of the Company vis-à-vis its shareholders, and in so doing balances the interests coming into consideration of the parties involved with the Company. The Board of Directors supports - through adapted measures – an effective dialogue with the shareholders and potential shareholders, based on a mutual understanding of objectives and concerns and sets up a publication and communication policy to support this dialogue. The Board of Directors will encourage the shareholders to participate in the General Assembly and will encourage the reference shareholders of the group to comply with the corporate governance legislation and the CGC.

In implementation thereof, the Board of Directors is expressly and exclusively competent to make decisions concerning the following matters, among others:

- decisions (proposals for) mergers, (partial) demergers, acquisitions and joint ventures;
- the selling of a branch of activity, a subsidiary, land and buildings, brands or know-how;
- establishment of the policy concerning distribution of dividends and issues of shares;
- the approval of legal and tax structure modifications;
- the drafting and approval of the annual report, annual accounts, proposals of resolutions to the General Assembly;
- the elaboration of the I.R. strategy and financial communication strategy;
- the establishment and approval of annual and capex budgets, financing strategy and business plans;
- the approval of budget overruns on individual items (per reported line);
- entering into long-term commitments (i.e. commitments whose notice period is longer than 12 months or whose term is defined to be more than 2 years) which are not included in the budget;
- the approval of all tax and financial engineering projects, ruling requests and planning concepts in this connection;
- the approval of financing transactions which (i) have an impact on the capital (e.g. the issue of (subordinated) convertible bond loans) or (ii) impose "financial covenants" on the What's Cooking Group or (iii) convert long-term into short-term debt;
- terminating an old and entering into a new banking relationship;
- changing valuation methods, accounting principles or the internal auditing procedure and making decisions which must be submitted to the Audit Committee for advice;
- implementation of changes to the MIS template;
- giving assignments to auditors and consultants associated with them, and terminating such assignments;





- amending employment contracts or other agreements of members of the Executive Committee (including promotion, salary, benefits in kind) as well as the possible termination of these agreements (except for dismissal for an urgent reason);
- recruiting of management above the budget of level – 1 and their dismissal, except for dismissal for urgent reasons or for serious misconduct;
- restructuring and collective dismissal;
- amending and interpreting the present Regulations.

Furthermore, the Board of Directors is expressly competent to make decisions on matters which are presented to it by the Executive Committee.

In the implementation of its tasks, the Board of Directors must act in conformity with the interests of the Company.

Further, the following powers are reserved by law to the Board of Directors:

- the issuing of bonds;
- the formation of one or more advisory Committees;
- the convocation and if necessary adjournment of the General Assembly of Shareholders and Bondholders;
- the establishment of the annual accounts and the annual report;
- provision of information to the shareholders: the drafting of special reports (including within the framework of a quasi-contribution, an amendment of the company object, modification of the rights associated with securities, an issue of shares , an issue of convertible bonds or subscription rights, a limitation or suspension of the preferential subscription right, a contribution in kind or the loss of capital);
- provisionally filling an opening on the Board of Directors (cooptation);
- the payment of interim dividends;
- the purchase, pledging and disposal of own securities; and
- a capital increase within the framework of the authorised capital and the period within which the preferential subscription right can be exercised, as well as the issue of convertible bonds and subscription rights.

The following powers are reserved on the basis of the CG Charter:

- Approval of transactions between the Company and its directors and members of the Executive Committee;



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

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

- In principle, the Board of Directors meets five times a year, or as many times as is necessary or desirable in the interest of the Company or for the proper functioning of the Board of Directors. The meetings take place in person at the venue indicated in the invitation, and/or by video or teleconference.

The number of meetings of the Board of Directors and the presence of the individual directors at these meetings are published in the CG Declaration of the annual report.

- The non-executive directors must meet at least once a year in the absence of the CEO(s) and the other executive directors.
- Meetings of the Board of Directors are convened as specified in the Company's articles of association.

Except in urgent cases (about which the Chairman of the Board of Directors shall judge), the agenda for the meeting is sent at least three working days prior to the meeting to all members of the Board of Directors. As much written explanation and additional information as possible is provided for each agenda item.

- The meetings of the Board of Directors are conducted by the Chairman of the Board of Directors. In the absence of the Chairman of the Board of Directors, the meeting is conducted by another member of the Board of Directors designated for this purpose at the meeting by the present and represented members of the Board of Directors, by a majority of the votes cast.
- A member of the Board of Directors can, by power of attorney, have himself represented at meetings by another member of the Board of Directors. Such power of attorney must be submitted to the Chairman of the Board of Directors or, in his or her absence, to the members of the Board of Directors present at the meeting.
- The members of the Board of Directors present and represented at the meeting decide by a majority of votes about admitting to the meeting persons other than the members of the Board of Directors and the Secretary of the Company or his deputy.
- Minutes of the deliberations in a meeting of the Board of Directors are prepared by the Secretary of the Company or some other person designated for this purpose by the



Chairman of the meeting. The minutes must summarise the discussions, specify the decisions which were made and make mention of any reservations that were expressed by directors. The minutes are approved by the Board of Directors in the same or the following meeting.

### **3.2 Committees**

In light of the legal obligations and in order to be able to efficiently fulfil its tasks and responsibilities, the Board of Directors has formed specialised Committees in order to analyse certain specific matters and to advise the Board of Directors about them. Along with the possibility of creating other Committees, the Board of Directors has formed an Audit Committee, a Remuneration and Nomination Committee and a Sustainability Committee.

The role of these Committees is purely advisory, the ultimate decision-making responsibility rests with the Board of Directors.

In addition, the Board of Directors has formed an Executive Committee to which it has delegated a part of its powers in conformity with article 23 of the Company's articles of association.

The Board of Directors establishes internal regulations for each Committee, in which the role, composition and functioning of each Committee is specified (see annexes 4, 5 and 7 ).

The Board of Directors must devote special attention to the composition of each of the Committees. It must ensure that the members of each Committee possess the specific knowledge and qualities which are necessary for the optimal functioning of that Committee and that the legal obligations on composition, knowledge and expertise are met.

### **3.3 Secretary of the Company**

The Board of Directors appoints a Secretary of the Company, who assists the Board of Directors, the Chairman, the Committee Chairmen and the members of the Board of Directors in the exercise of their managerial tasks and the Board gives recommendations concerning all the aspects of corporate governance. All members of the Board of Directors may receive advice from and have services provided by the Secretary of the Company.

The Secretary must ensure that the company-law bodies of the Company comply with the law as well as with the articles of association, the CG Charter and the internal regulations of the Company. The Secretary reports about this to the Board of Directors.



The Secretary of the Company assists the Chairman of the Board of Directors in the organisation of matters concerning the Board of Directors (preparing meetings, reporting on meetings, information, etc.).

The Secretary of the Company can delegate his or her tasks deriving from the Charter, or parts thereof, to a deputy which he or she appoints in consultation with the Chairman of the Board of Directors.

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

### **4.1 Appointment**

The Board of Directors appoints one of its members to be Chairman of the Board of Directors. The appointment is done based on knowledge, competence, experience and the ability to mediate. When the Board considers to appoint a former CEO as President of the Board of Directors, it will explain in the CG declaration why this decision is in the interest of the group.

### **4.2 Role of the Chairman**

The Chairman is responsible for conducting the Board of Directors and for the effectiveness of the Board of Directors in all of its aspects.

The Chairman must take the necessary measures to create an atmosphere of trust within the Board of Directors which contributes to open discussion, constructive criticism and support for the decisions the Board has taken.

The Chairman must encourage an active interaction between the Board of Directors and the Executive Committee. He must maintain close relations with the CEO and give support and advice to the CEO with respect for the executive responsibility of the CEO.

### **4.3 Tasks of the Chairman**

Within the Board of Directors, the Chairman is primarily responsible for:

- drafting the agenda of the Board of Directors' meetings, after consultation with the CEO;
- monitoring the proper observance of the procedures with regard to the preparation, deliberation, approval of resolutions and implementation of the decisions;



- ensuring that the directors receive accurate, timely and clear information before the meetings and, if necessary, between the meetings, whereby the Chairman makes sure that all of the directors receive the same information;
- chairing the meetings of the Board of Directors, and in so doing ensuring that the Board of Directors functions and makes decisions as a collegial body;
- monitoring the implementation of decisions made and determining whether further consultation is necessary within the Board of Directors concerning the implementation;
- supervising a regular evaluation of the corporate structure and the corporate governance of the Company and evaluating their satisfactory functioning;
- making sure that the new members of the Board of Directors go through a suitable training programme;
- conducting the appointment process for directors, in consultation with the Remuneration and Nomination Committee, and monitoring that the Board of Directors appoints the members and the chairmen of the Committees;
- being accessible for the directors, members of the Executive Committee and the head of the internal audit function in order to discuss matters relating to the management of the Company;

The Board of Directors can decide to attribute additional responsibilities to the Chairman of the Board of Directors, including executive responsibilities, in which case the Chairman shall bear the title *Uitvoerend Voorzitter/Executive Chairman*.

Vis-à-vis shareholders and third parties, the Chairman is primarily responsible for:

- chairing the General Assembly and ensuring that the relevant questions of shareholders are answered;
- representing the Company at road shows, meetings with professional organisations, socio-economic groups, the government, etc.
- maintaining and looking after the contacts between the Company and the institutional investors.



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

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

- Newly to be appointed or appointed directors will receive an appropriate initial training when they join the Board of Directors.

The initial training process has the following objectives:

- to assist the new directors to gain insight into the fundamental characteristics of the Company, including its management, strategy, main policy guidelines, financial and business challenges;
- to advise the new directors on their rights and duties as director.

If a newly appointed director is also a member of a Committee, the initial training will also include a description of the functioning and objectives of that Committee, including a description of the specific role and missions of the Committee.

The Chairman of the Board of Directors prepares a general training programme. This is oriented towards providing each new director a general training, as defined above, so that they can quickly begin to make a real contribution to the Board of Directors.

- The directors are individually responsible for maintaining and developing the knowledge and skills they must possess in order to be able to fulfil their position on the Board of Directors and the Committees of which are a member. The Company puts the necessary (financial) resources at the disposal of the directors.

### **5.2 Advice**

Independent directors may, at the Company's expense, gather independent professional advice on subjects falling within the scope of their authority, after having informed the Chairman of the Board of Directors thereof.

Other directors may, at the Company's expense, gather independent professional advice on subjects falling within the scope of their authority, after securing approval from the Chairman of the Board of Directors.



### 5.3 Evaluation

- The Board of Directors is responsible for a periodic evaluation of its own effectiveness with a view to continuously improving the management of the Company.

For this, the Board of Directors at the initiative and led by its Chairman, performs an evaluation of its size, composition, functioning and interaction with the Executive Committee. This evaluation is aimed at four objectives:

- assessing the functioning of the Board of Directors and of the Committees ;
  - exploring whether the major issues are being thoroughly prepared and discussed;
  - examining the actual contribution of each director to the activities of the Board of Directors, his or her presence at the Board and Committee meetings and assessing his or her constructive involvement in the discussions and the decision-making;
  - assessing the current composition of the Board of Directors and the Committees in light of the desired composition of the Board of Directors and the Committees.
- The directors lend their full cooperation to the Chairman or the Remuneration and Nomination Committee and possibly other persons, internal or external to the Company, responsible for evaluating the directors in order to make a periodic individual evaluation possible.
  - The Board of Directors must assess the functioning of the Committees every two years. For this assessment it also makes use of the results of the individual assessments of the directors. The Chairman of the Board of Directors and the exercise of his role within the Board of Directors is also closely evaluated.
  - On the basis of the results of the evaluation, the Chairman or the Remuneration and Nomination Committee will, if applicable, and possibly in consultation with external experts, submit a report on the strengths and weaknesses to the Board of Directors and possibly including a proposal for appointing new directors or not renewing a director's mandate.
  - The Board will explain the most important elements of the evaluation process of the Board, the Committees and the administrators in the CG declaration.



- Each year, the non-executive directors must assess their interaction with the Executive Committee and, if applicable, they shall submit proposals to the Chairman of the Board of Directors for improving this interaction.
- Each year, the CEO must assess with the Remuneration and Nomination Committee both the functioning and the achievements of the Executive Committee. The evaluation criteria must be clearly defined. The CEO may not be present at the conversations about his or her own evaluation.

## **6. COMPENSATION**

Board members are remunerated in accordance with the Company's remuneration policy, as approved by the General Assembly.

## **7. RULES OF CONDUCT**

- It is expected of the members of the Board of Directors of the Company that they exercise their director's mandate honourably, ethically and responsibly.

The company interest comes first and foremost for all directors. All directors, both executive and non-executive, whether independent or not, must make decisions on the basis of their independent judgement.

- It is expected of all members of the Board of Directors that they will be thoroughly engaged in the exercise of their responsibilities.

The directors must ensure that they receive detailed and accurate information which they will study thoroughly in order at all times to have a detailed mastery of the main aspects of the company activity. They shall demand clarification whenever they deem it necessary.

- Each member of the Board of Directors undertakes, both during his or her membership of the Board of Directors and afterwards, by absolutely no means to communicate to anyone information of a confidential nature concerning the business of the Company or companies in which it has an interest, which came to the attention of the member of the Board of Directors within the framework of the exercise of his or her activities for the Company and which he or she knows or should know that it is confidential, unless he or she is obliged by law to communicate it.





A member of the Board of Directors is authorised to communicate information as understood above to personnel of the Company and companies in which the Company has an interest, who, in light of their activities for the Company or these companies in which the Company has an interest, must be made aware of the information in question.

A member of the Board of Directors may under no circumstances use the above-described information for his own advantage.

- Each member of the Board of Directors undertakes, during the period of his or her mandate, neither directly nor indirectly and in absolutely no capacity to develop activities or to take actions which are in competition with the activities of the Company or its subsidiaries. In this connection, in Europe the directors must refrain from:
  - any attempt to incite personnel of the Company or its subsidiaries to terminate their ties with the Company or its subsidiaries;
  - any attempt to incite a buyer, customer, supplier, agent, franchisee, network supplier or any other contracting party to terminate a relationship with the Company or its subsidiaries or to change the conditions thereof in a manner which is disadvantageous for the Company or its subsidiaries.
- Each member of the Board of Directors is bound to comply with the policy concerning transactions and other contractual ties between the Company and its directors as contained in annex 2.
- The above rules of conduct also apply to the Secretary of the Company.



## ANNEX 2

### **POLICY CONCERNING TRANSACTIONS AND OTHER CONTRACTUAL TIES BETWEEN THE COMPANY AND ITS DIRECTORS OR MEMBERS OF THE EXECUTIVE MANAGEMENT**

- It is expected of all members of the Board of Directors and of the Executive Committee that they avoid acts, positions or interests which are in conflict with, or give the impression of being in conflict with, the interests of the Company.
- All transactions between the Company and members of the Board of Directors or of the Executive Committee or their permanent representatives require approval from the Board of Directors. They may only take place under the customary market conditions.

For example, members of the Board of Directors and of the Executive Committee are not authorised to, directly or indirectly, conclude agreements with the Company aimed at the delivery of goods or paid services (other than within the framework of their managerial or executive mandate), except with the express approval of the Board of Directors.

- When the members of the Board of Directors or of the Executive Committee or their permanent representatives are confronted with a possibly conflicting interest in a decision or transaction of the Company, they must inform the Chairman of the Board of Directors as soon as possible. By "conflicting interests" is understood, among others: proprietary interests, but (for example) also functional or political interests or interests of a familial nature (to the second degree).

If article 7:96 of the Companies and Associations Code applies, the involved director or member of the Executive Committee will refrain from participating in the deliberations and the voting.

If article 7:96 of the Companies and Associations Code does not apply, the existence of a possible conflict of interest will be recorded (but not necessarily published as provided in article 7:96 Companies and Associations Code) and it behoves the involved director to refrain from voting.



## **ANNEX 3**

### **DEALING CODE FOR PREVENTING MISUSE OF INSIDER KNOWLEDGE**

#### **1. POLICY STATEMENT**

The internal policy of the Company concerning the prevention of market abuse and misuse of insider knowledge is established in these regulations.

The Board of Directors of the Company has drawn up the following rules (the "Rules") in order to prevent privileged information from being illegally used by directors, shareholders and members of the management or employees mentioned on the lists drawn up by the Executive Committee, or to prevent such an impression from even possibly being given.

These prohibitory provisions and the monitoring of compliance with them are in the first place aimed at protecting the market as such, since acting with inside information strikes at the core of the market system. If Insiders are allowed an opportunity to make a profit on the basis of inside information (or even if such an impression is merely created), investors will turn their backs on the market. A reduced interest can affect the liquidity of the listed shares and impede an optimal financing of the business.

In order to ensure compliance with the legal provisions and to maintain the Company's reputation, it is therefore desirable to take a number of preventive measures in the form of a code of conduct. However, compliance with the Rules included in this code of conduct does not release the involved Insider from his or her individual responsibility.

The Rules apply to all Insiders. Each Insider who for the first time provides services for the Company is deemed to accept the Rules and to be bound by them.

#### **2. BASIC PRINCIPLES CONCERNING THE CRIMINAL OFFENCES OF MARKET ABUSE AND MISUSE OF INSIDER KNOWLEDGE**

In the normal course of business, an Insider can get access to inside information. On the Insider is imposed the important duty to treat this information confidentially, and not to engage in trading the Financial Instruments of the company to which this inside information relates.



### 3. DEFINITIONS

For the purpose of these rules, the following are regarded as an "**Insider**": every member of a managerial, administrative or supervisory body of the Company, anyone who participates in the capital or who through his or her work, profession or function has access to information and who knows or reasonably should know that the information involved constitutes inside information, and/or to which the Rules apply and/or who has signed the Rules or the Corporate Governance Charter. The relevant legislation speaks in this case of "primary insiders".

#### What is Inside information?

For information to be regarded as "inside information" it must meet four cumulative conditions:

**The information must be precise.** Thus, vague and imprecise rumours can never be regarded as privileged information. However, it is important to know that the information does not necessarily have to concern events or facts which have already taken place or which are certain to take place. Information about events or facts which will take place in all likelihood, or even merely possibly, can be considered precise.

**The information must, directly or indirectly, relate to the Company or to securities of the Company.** This information can, for example, involve the results of the Company, an approaching merger, increases or decreases in dividends, issues of financial instruments, the signing of contracts, changes in the management, technological innovations, strategic modifications, etc.

**The information may not yet have been made public**, in other words it was not generally disseminated among the investing public. Information is only deemed to have lost its privileged character when it has become truly public.

The information must potentially, were it to be made public, have a **sensitive impact on the price** of the Company's securities. Whether the price, upon a later publication, was also actually influenced is irrelevant.

#### What actions are prohibited?

The following actions are prohibited:

**Prohibition to trade:** For one's own account or for the account of a third party, both directly and indirectly, to acquire and dispose of securities of the Company, or to give an order to acquire and dispose of them.



This prohibition concerns both stock-market transactions and over-the-counter transactions.

**Prohibition to communicate:** To communicate privileged information to a third party, unless within the framework of the normal course of their work, profession or functions.

Consequently, the Insider who possesses privileged information is held to a duty to maintain secrecy. Only if the Insider breaks this duty to maintain secrecy in the normal course of his or her work, profession or function, will he or she not be liable to punishment.

**Prohibition to give tips:** On the basis of privileged information, to recommend to a third party to acquire or dispose of securities of the Company, or to have them acquired or disposed of via a third party.

The three activities described above are also prohibited with regard to secondary insiders: any person who is not an Insider and who knowingly possesses information of which he or she knows or reasonably should know that it constitutes Inside information and comes directly or indirectly from an Insider. Here one can think of the partner and children of the Insider.

In order for there to be a criminal offence, the prosecuting authorities need to establish an intentional use of Inside information. The Law requires in this case that the Insider uses the Inside information in order to sell or acquire the securities.

With regard to the administrative offence, as opposed to the criminal offence, it is enough for a person selling or acquiring securities to possess Inside information in order for that person to be guilty of the administrative offence of insider trading.

It is important to note that the above-mentioned activities are prohibited not only in Belgium but also abroad.

### **Criminal sanctions and administrative sanctions**

In the event of violation of these provisions, the Insider can be punished by imprisonment for one month to four years and by a fine from 50 euros to 10,000 euros (to be increased with surcharges) or a combination. In addition, the judge can always confiscate the means or proceeds of the offense.

The offender can moreover be condemned to pay a sum which corresponds to at most three times the amount of the financial benefit that he directly or indirectly obtained from the violation. This sum is collected as a fine.



Moreover, for the punishability of the Insider it is irrelevant whether he or she obtained a financial benefit from the misuse, nor what the size of that benefit is.

Not only trading, communicating and giving tips, as explained above, are punishable, but also the attempt to do so.

Furthermore, the competent supervisory authority can also impose administrative sanctions on Insiders who commit prohibited acts, regardless of whether they use the inside information in their possession for this. These sanctions can go up to 5.000.000 EUR for physical persons and 15.000.000 EUR for legal entities or 15% of the annual total turnover, whichever is higher. When the transaction yielded a financial benefit to the Insider, the maximum amount can be increased to the double of this benefit and, in case of repeat offences, even to triple the amount of the benefit.

## **4. CODE OF CONDUCT**

The Rules form a code of conduct for the Insiders of the Company for the offence of market abuse, but do not release the involved party from his individual criminal and civil liability.

### **4.1 Compliance with the Law**

Through his or her work, profession or functions, every Insider receives knowledge of information which he or she knows or reasonably should know that it is Inside information. Under the legal provisions on the subject it is prohibited:

- to make use of this Inside information by, for one's own or for another's account, directly or indirectly, acquiring or disposing of the security to which this Inside information relates or related securities, or to attempt to acquire or dispose of them;
- to communicate the Inside information to someone else, unless this occurs within the framework of the normal course of his work, profession or function;
- on the basis of the Inside information, to recommend to someone else 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.

The foregoing does not affect the notification duty provided for in point 4.4.



## 4.2 Compliance Officer

The Board of Directors appoints a compliance officer (the "Compliance Officer") in accordance with the procedure which was established for this by the Company. The duties of this Compliance Officer will include monitoring compliance with the Rules by the Insiders.

The Compliance Officer will also verify that each new director, manager and (only if included on the list of the Executive Committee) employee of the Company or of one of its subsidiaries signs or has signed these Rules or the Corporate Governance Charter.

## 4.3 Prohibited periods

Insiders may not carry out any transactions relating to the securities of the Company during a "closed period" or during any other period (a "prohibited period") which may be regarded as sensitive and is communicated to be such by the Board of Directors.

During the following closed periods the Insider may not conduct any transactions with securities:

- (i) the two-month period immediately preceding the announcement of the annual results of the Company or, if shorter, the period from the conclusion of the financial year concerned until the time of publication; and
- (ii) the one-month period immediately preceding the announcement of the half-year results of the Company or, if shorter, the period from the conclusion of the half year concerned until the time of publication.

## 4.4 Preventive measures

### Restrictions on speculative trading

The Company believes that speculative trading by Insiders in its securities facilitates illegal behaviour, or at least the appearance of such behaviour. Therefore it is hereby agreed that the Insiders will perform none of the following actions with regard to the securities of the Company:

- The successive acquisition and disposal of securities on the stock exchange within a period of time of less than 6 months, with the exception of the sale of shares which were acquired by the exercise of subscription rights or stock options; and
- The trading in options to sell and purchase ("*puts*" and "*calls*").



### Guidelines for preserving the confidential character of privileged information

Below are a few guidelines which each Insider must comply with in order to preserve the confidential character of privileged information :

- refuse to make any comments about the Company relating to external studies (e.g. by analysts, brokers, the press, etc.) and immediately refer persons requesting such comments to the Compliance Officer;
- use codenames for sensitive projects;
- use passwords on the computer system in order to limit access to the documents containing privileged information;
- limit access to the rooms where privileged information can be found or where privileged information is discussed;
- securely put away privileged information;
- do not discuss confidential information in public places (e.g. lifts, hall, restaurant);
- affix the word “confidential” to sensitive documents and use sealed envelopes with the mention “confidential”;
- limit the copying of sensitive documents as much as possible;
- if appropriate, have a register signed by the persons who consult confidential information;
- keep and regularly update a list of the persons who have access to confidential information, and limit access to particularly sensitive information to the persons who necessarily have to be informed of it;
- never leave privileged information unattended;
- always point out to employees who come into contact with privileged information the confidential character of the information and the fact that the confidentiality must be maintained;
- in connection with faxes of privileged information, always check the fax number and verify that someone with access to this information is present to receive the information;





The above guidelines are not exhaustive. In concrete circumstances, moreover, all other appropriate measures must be taken. In case of doubt, the Insider must contact the Compliance Officer.

#### **4.5 List of Insiders**

The Company makes one or more lists of all persons that, under an employment contract or otherwise, work for it and who have access, on a regular or accidental basis, to Inside information that directly or indirectly relates to the Company. This list will be updated regularly and sent to the supervisory authority, at the request of the latter.

These lists will contain at least the following information:

- The identity of all persons having access to Inside information;
- The reason why these persons are on the list and the date on which they gained access to the Inside information;
- The date on which the list was made and updated

The lists are updated immediately by the Company:

- Whenever there is a change in the reason why someone is on the list;
- Whenever a new person is added to the list;
- By mentioning that a person on the list no longer has access to Inside information, and since when this is the case.

Persons that are on the list will be informed thereof.

#### **4.6 Notification of stock exchange transactions (intention and actual trade)**

##### Notification of the intention to trade

Every Insider who wishes to acquire or dispose of securities of the Company will report this in writing to the Compliance Officer at least three stock exchange days before the transaction. In his or her notification, the Insider must confirm that he or she does not possess any Inside information.



### Advice of the Compliance Officer

In response to the notification by the Insider, the Compliance Officer can formulate a negative opinion about the planned transaction. In the event of a negative opinion from the Compliance Officer, the Insider must regard this opinion as an explicit rejection of the transaction by the Company. However, the absence of a negative opinion from the Compliance Officer does not affect the application of the above-mentioned legal provisions. It may not be deduced from the Compliance Officer's possible silence about the transaction that the Compliance Officer approves the transaction.

### Notification of the actual transaction

If the transaction is carried out, the Insider must inform the Compliance Officer thereof at the latest on the first working day after the transaction with mention of the number of traded securities and the price at which they were traded.

### **4.7 External notification of stock exchange transactions by high level company officers**

Persons who have leading responsibilities within the Company and persons who have a narrow link with them, have to inform the supervisory authority of transactions they do for their own account in securities of the company or derivatives or other linked securities.

Persons having leading responsibilities are all persons who:

- are member of the board of directors or one of its Committees;
- is a high rank executive who is not a part of the board or its Committees and who has regular access to Inside information and has the power to take management decisions that affect the future developments and business perspectives of the Company.

Persons having a narrow link with a person having leading responsibilities are:

- the husband or wife of the person having leading responsibilities, or the significant other who is the legal equivalent of the husband or wife;
- kids that are under the legal responsibility of the person having leading responsibilities;



- other family members of the person having leading responsibilities and who, at the time of the transaction, were part of the same family as the person having leading responsibilities for at least two years;
- a legal entity, trust or other company, the leading responsibility of which is in the hands of one of the above persons, which is under direct or indirect control of a person named above or which was incorporated for the benefit of any such person, or the economic interest of which is largely similar to the economic interest of such person named above;

The notification needs to be done:

- for transactions representing a value of 5.000 EUR or more, within 5 working days after the transaction;
- for transactions under 5.000 EUR:
  - within 5 working days after the transaction that brings the total value of transactions within the current calendar year above 5.000 EUR;
  - prior to 31 January of the following year if the total value of the transactions in one calendar year does not exceed 5.000 EUR;

The total value of the transactions is the sum of all transactions which were executed for the account of the person having leading responsibilities and all transactions executed for the account of persons having a narrow link with such person having leading responsibilities, without compensation or netting;

- The notification to the supervisory authority needs to be done through the electronic notification platform eMT (<https://fimis.fsma.be>).

#### **4.8 Management of financial resources conducted by third parties**

If an Insider allows his or her financial resources to be managed by a third party, the Insider will impose on this third party the obligation, in relation to transactions with securities of the Company, to comply with the same restrictions as those which apply to the Insider himself with regard to the trading of the securities.

An exception to this exists when the third party, on the basis of a written agreement, has the discretionary management and the Insider exercises absolutely no influence on the policy conducted by the third party.



#### **4.9 Notification duty with regard to significant participating interests**

The Insiders undertake to comply with the laws on the publication of significant participating interests.

#### **4.10 Duration**

Insiders are bound by these Rules until six months after they have terminated their position in the Company.

#### **4.11 Amendments**

The Board of Directors reserves the right to amend the Rules. The Company will inform the Insiders of these changes and provide copies of the amended regulations.

#### **4.12 Privacy**

The information provided by the Insider in accordance with these Rules will be processed by the Chairman of the Board of Directors in accordance with the privacy protection laws ("Privacy Law") with a view to preventing misuse of insider knowledge. In accordance with the Privacy Law, each Insider may a.o. access his or her personal data and is entitled to have any errors rectified.



## **ANNEX 4**

### **INTERNAL REGULATIONS OF THE AUDIT COMMITTEE**

These internal regulations use a number of concepts (whether or not written with a capital letter) which are not defined herein. These concepts have the meaning which is given to them in the list of concepts included in article 1 of the CG Charter.

#### **1. COMPOSITION**

The members of the Audit Committee are appointed by the Board of Directors for a period corresponding to the duration of their director mandate. Any early termination of their director's mandate also automatically entails the termination of their mandate as a member of the Audit Committee.

The Audit Committee is composed of at least three directors. All members of the Audit Committee are non-executive directors. At least one member of the Audit Committee is an independent director, and at least one has the legally required expertise with regard to financial audit, bookkeeping and annual accounts.

The chairmanship of the Audit Committee is held by one of the members of the Audit Committee who is an independent director. The Chairman of the Board of Directors may not be the chairman of the Audit Committee. The Audit Committee appoint its chairman.

The members of the Audit Committee possess sufficient relevant expertise, mainly on accountancy and audit, to effectively fulfil their function.

The Secretary of the Company acts as secretary of the Audit Committee. The Secretary of the Company can delegate his/her tasks on the basis of these internal regulations, or parts thereof, to a deputy who is appointed by him in consultation with the chairman of the Audit Committee.

#### **2. POWERS**

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

The Audit Committee assists the Board of Directors in the fulfilment of its supervisory mission with a view to a control in the broadest sense.



## 2.2 Tasks of the Audit Committee

The Audit Committee is responsible for developing a long-term audit programme that covers all activities of the Company, and in particular is responsible for:

- Financial reporting

The Audit Committee supervises the integrity of the financial information which is provided by the Company: the Audit Committee ensures that the financial reporting gives a truthful, sincere and clear picture of the situation and prospects of the Company, on both an individual and a consolidated basis. The Audit Committee verifies the accuracy, the completeness and the logical and consistent character of the financial information.

Among other things, this task includes verifying the periodic information before it is published, as well as assessing the relevance and the logical and consistent character of the accounting standards used, the impact of new accounting rules, the treatment of "estimated entries" in the annual accounts, forecasts, work of the internal auditor and the Statutory Auditor in the matter, etc.

The Audit Committee discusses the significant issues concerning financial reporting with both the Executive Committee and the Statutory Auditor.

- Internal control and risk management

At least once a year, the Audit Committee evaluates the internal control and risk management systems which were installed by the Executive Committee. It must be convinced that the main risks are being properly identified, managed and brought to its attention.

The internal control also includes an assessment and approval of the notes on the internal control and the risk management in the annual report, and an evaluation of the possibly established specific controls according to which personnel members of the Company can confidentially express their concerns about possible irregularities in financial reporting or other matters ("whistleblower regulation"). The Audit Committee will see to it that, if necessary, such a regulation is brought to the knowledge of all employees of the Company and its subsidiaries. If it is deemed necessary, the Audit Committee will ensure that arrangements are made for an independent investigation and an appropriate follow-up of these matters proportional to their alleged seriousness.



- Internal audit

Each year, the Audit Committee assesses the necessity or the maintenance of the internal audit function.

If an independent internal audit function was set up, the Audit Committee ensures that it has at its disposal the resources and know-how which are adapted to the Company's nature, size and complexity.

The Audit Committee approves the appointment and the dismissal of the head of the internal audit, as well as the work programme and the budget of the internal audit. It evaluates the effectiveness of the internal audit function, taking into account the complementary role of the internal and external audit functions.

The Audit Committee receives internal audit reports or a periodic summary thereof.

At least once a year, the Committee discusses with the head of the internal audit the work performed by the internal audit, the risk coverage and the quality of the internal control and risk management.

The chairman of the Audit Committee is fully accessible for the head of the internal audit function to discuss matters relating to the internal audit of the Company.

- External audit

The Audit Committee makes recommendations to the Board of Directors concerning the selection, appointment and reappointment of the Statutory Auditor and concerning the conditions for his or her appointment. These recommendations are submitted to the General Assembly.

The Audit Committee supervises the independence of the Statutory Auditor, particularly in light of the provisions of the Companies and Associations Code and other applicable legislation. For this the Statutory Auditor provides to the Audit Committee a report with a description of all ties of the independent Statutory Auditor with the Company and its group. The Committee assesses the effectiveness of the external audit, with due regard for the relevant regulatory and professional standards.



The Audit Committee monitors the work programme of the Statutory Auditor and supervises the effectiveness of the external audit process and follow-up by the executive management of the recommendations formulated by the Statutory Auditor in his management letter.

The Audit Committee ensures that the audit itself and the reporting on it covers the group in its entirety.

The Audit Committee defines how the Statutory Auditor is involved in the content and publication of financial reports concerning the Company, other than the annual accounts.

The Audit Committee assists the Board of Directors in the development of a specific policy concerning the hiring of the Statutory Auditor for non-audit services, taking into account the specific prescriptions of the Companies and Associations Code, and the application of this policy.

The Audit Committee investigates the issues which give rise to the resignation of the Statutory Auditor and makes recommendations concerning all actions which are required in that connection.

The Audit Committee is the primary point of contact for the head of the internal audit function and the Statutory Auditor.

The Audit Committee generally fulfils the tasks that are foreseen in the legislation and in the CGC.

### **3. FUNCTIONING**

#### **3.1. Meetings**

- The Audit Committee meets as often as is necessary for the proper functioning of the Audit Committee, but at least four times a year. As far as possible the meetings are established annually in advance and as far as possible are held shortly before the meetings of the Board of Directors. The meetings take place in person at the venue indication in the invitation or by video or teleconference.
- In principle, meetings of the Audit Committee are convened by the chairman of the Audit Committee. Each member of the Audit Committee can have the Audit Committee convened.





Except in urgent cases (about which the chairman of the Audit Committee shall judge), the agenda for the meeting is sent at least three working days prior to the meeting to the members of the Audit Committee. As much written explanation and additional information as possible is attached for each agenda item.

If all members are present, the Committee can validly deliberate and the convocation does not have to be justified.

- The attendance quorum consists of two members who meet physically or by video or conference call.
- Decisions are taken by a majority of the votes cast by the members of the Committee. In the event of a tie vote, the vote of the chairman of the Committee is decisive.
- The Chairman of the Board of Directors has a standing invitation to participate in the Committee of which the Chairman of the Board of Directors does not form a part.

The Committee may freely choose to invite other persons to attend its meetings.

- At least once a year, the Audit Committee has a meeting with the Statutory Auditor and the internal auditor in order to consult with them on matters relating to its internal regulations, matters which belong among the powers of the Committee and on all matters deriving from the audit.

Where appropriate, the Statutory Auditor can ask the chairman of the Audit Committee to be allowed to attend a meeting of the Audit Committee.

- The Audit Committee is entitled to receive automatically all of the information which it needs for the exercise of its tasks from the Board of Directors, the Executive Committee and the employees of the Company. The Audit Committee can demand of each manager or employee of the Company, the CEO, the head of the internal audit function, its external legal advisors or the Statutory Auditor that they attend a meeting of the Audit Committee or consult with members or advisors of the Audit Committee.
- The Audit Committee can, at the Company's expense, gather external professional advice on subjects falling within the scope of its authority, after having informed the Chairman of the Board of Directors thereof.
- Every member of the Audit Committee may access the books, data and offices of the Company and has the power to hold discussions with managers and employees of the



Company, in so far as this is necessary or can be useful for properly performing his task. A member of the Audit Committee exercises this right in consultation with the chairman of the Audit Committee.

- Each member of the Audit Committee will inform the Audit Committee of:
  - any personal financial interest (except as a shareholder) in any matter about which the Audit Committee decides; or
  - any possible conflict of interest that might arise because of other mandates which he holds.

This member shall not take part in the deliberations and the voting on decisions of the Audit Committee concerning which such interest or conflict of interest exists and, if required by the Board of Directors, this member shall resign as a member of the Audit Committee.

### 3.2. Reporting to the Board of Directors

- The chairman of the Audit Committee, or some other person designated for this purpose by the chairman of the meeting, prepares a report on the findings and the recommendations of the meeting of the Audit Committee. He or she sends this report to all members of the Board of Directors as soon as possible after the meeting.
- The Audit Committee must clearly and regularly inform the Board of Directors about the exercise of its missions and of **all matters with regard to which the Audit Committee believes that something must be done or that an improvement is indicated, and recommendations are made in connection with the necessary steps which must be taken.**
- The Audit Committee reports annually, and where necessary in the interim, to the Board of Directors on the developments in the relationship with the Statutory Auditor, especially on the Audit Committee's view of his independence.
- If asked to do so, the chairman of the Audit Committee shall provide further information during meetings of the Board of Directors about the results of the discussions of the Audit Committee.



- The chairman of the Audit Committee (or any other member of the Audit Committee) is available in order to answer questions during the Annual General Assembly about the activities of the Audit Committee.
- Each member of the Board of Directors has unlimited access to all of the data of the Audit Committee. He exercises this right in consultation with the chairman of the Audit Committee and the Secretary of the Company.

#### **4. MISCELLANEOUS**

Each year, the Audit Committee checks and assesses the adequacy of these internal regulations and its own effectiveness, reports on this assessment to the Board of Directors and, if necessary, proposes changes.

The Board of Directors can amend these internal regulations at any time and revoke the powers which were attributed to the Audit Committee.

These internal regulations and the composition of the Audit Committee are posted on the Company's website.



## **ANNEX 5**

### **INTERNAL REGULATIONS OF THE REMUNERATION AND NOMINATION COMMITTEE**

These internal regulations use a number of concepts (whether or not written with a capital letter) which are not defined herein. These concepts have the meaning which is given to them in the list of concepts included in article 1 of the CG Charter.

#### **1. COMPOSITION**

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

The Remuneration and Nomination Committee is composed of at least three directors. All members of the Remuneration and Nomination Committee are non-executive directors. At least a majority of the Remuneration and Nomination Committee consists of independent directors.

The chairmanship of the Remuneration and Nomination Committee is held by the Chairman of the Board of Directors or a non-executive director. The Board of Directors appoints the Chairman of the Remuneration and Nomination Committee.

The members of the Remuneration and Nomination Committee possess sufficient relevant and legally required expertise to effectively fulfil their function, including in human resources management of directors and company executives.

The period of the mandate of a member of the Remuneration and Nomination Committee may not exceed the term of his or her director's mandate.

The Secretary of the Company acts as secretary of the Remuneration and Nomination Committee. The Secretary of the Company can delegate his/her tasks on the basis of these internal regulations, or parts thereof, to a deputy who is appointed by him in consultation with the chairman of the Remuneration and Nomination Committee.



## **2. POWERS**

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

The Remuneration and Nomination Committee is responsible for and assists the Board of Directors in preparing all decisions concerning the compensation of the members of the Board of Directors, the Executive Committee and other designated persons.

It also supervises proper compliance with the compensation policy of the Company, annexed to these regulations.

The Remuneration and Nomination Committee is also responsible for and assists the Board of Directors in preparing all decisions concerning the selection and the appointment of the members of the Board of Directors, the Executive Committee and other designated persons.

### **2.2 Tasks of the Remuneration and Nomination Committee**

In general, the Remuneration and Nomination Committee ensures that the members of the Board of Directors and of the Executive Committee are objectively and professionally remunerated, and fulfils the following tasks, among others:

- the making of recommendations concerning compensation (in whatever form) of the directors and the management of the Company and its subsidiaries and the principles on which this compensation is based (such as the performances and/or the value of the Company and its subsidiaries); and
- the management of the Company's warrant and stock option plans, if any;
- the preparation and presentation of a Compensation report to the Board of Directors for insertion in the Annual Report.

The Remuneration and Nomination Committee can gather, both internally and externally, all of the information which it deems necessary for exercising its task (e.g. concerning remuneration at other companies). In addition, it can, when a majority of its members so decides, call upon independent experts (e.g. with regard to legal or tax aspects of the remuneration). The costs for this will be borne by the Company.

In addition, the Remuneration and Nomination Committee ensures that the process of appointing and re-appointing the members of the Board of Directors and the Executive Committee takes place objectively and professionally, and fulfils the following tasks, among others:



- the making of recommendations concerning the size and composition of the Company's Board of Directors;
- the implementation of the selection process and the making of recommendations of proposal for (re)appointment of independent, non-executive and executive directors, with individual recommendation for independent directors;

The Remuneration and Nomination Committee can, also for this, gather, both internally and externally, all of the information which it deems necessary for exercising its task (e.g. concerning appointment procedures at other companies). In addition, it can, when a majority of its members so decides, call upon independent experts (e.g. with regard to legal or tax aspects of dismissal and appointment). The costs for this will be borne by the Company.

The Remuneration and Nomination Committee generally fulfils the tasks that are foreseen in the legislation and in the CGC.

### **3. FUNCTIONING**

#### **3.1. Meetings**

- The Remuneration and Nomination Committee meets as often as is necessary for the proper functioning of the Committee, but at least twice a year. As far as possible the meetings are established annually in advance and as far as possible are held shortly before the meetings of the Board of Directors. The meetings take place in person at the venue indicated in the invitation or by video or teleconference.
- In principle, meetings of the Remuneration and Nomination Committee are convened by the chairman of the Committee. Each member of the Committee can have the Committee convened.

Except in urgent cases (about which the chairman of the Committee shall judge), the agenda for the meeting is sent at least three working days prior to the meeting to the members of the Committee. As much written explanation and additional information as possible is attached for each agenda item.

If all members are present, the Committee can validly deliberate and the convocation does not have to be justified.

- The attendance quorum consists of more than one-half of the members who meet physically or by video or conference call.



- Decisions are taken by a majority of the votes cast by the members of the Committee. In the event of a tie vote, the vote of the chairman of the Committee is decisive.
- The Chairman of the Board of Directors has a standing invitation to participate in the Committee in so far as the Chairman of the Board of Directors does not form part of it.

The CEO is invited whenever the Committee deliberates on the selection, appointment or dismissal of members of the Executive Committee so that he can express his views on the matter.

The Committee may freely choose to invite other persons to attend its meetings.

- The Remuneration and Nomination Committee is entitled to receive automatically all of the information which it needs for the exercise of its tasks from the Board of Directors, the Executive Committee and the employees of the Company. The Committee can demand of each manager or employee of the Company, the CEO or the external legal advisors that they attend a meeting of the Committee or consult with members or advisors of the Committee.
- The Remuneration and Nomination Committee can, at the Company's expense, gather external professional advice on subjects falling within the scope of its authority, after having informed the Chairman of the Board of Directors thereof.
- Every member of the Remuneration and Nomination Committee may access the books, data and offices of the Company and has the power to hold discussions with managers and employees of the Company, in so far as this is necessary or can be useful for properly performing his task. A member of the Committee exercises this right in consultation with the chairman of the Committee.
- Each member of the Remuneration and Nomination Committee will inform the Committee of:
  - any personal financial interest (except as a shareholder) in any matter about which the Committee decides; or
  - any possible conflict of interest that might arise because of other mandates which he holds.

This member shall not take part in the deliberations and the voting on decisions of the Remuneration and Nomination Committee concerning which such interest or conflict of



interest exists and, if required by the Board of Directors, this member shall resign as a member of the Committee.

### 3.2. Reporting to the Board of Directors

- The chairman of the Remuneration and Nomination Committee, or some other person designated for this purpose by the chairman of the meeting, prepares a report on the findings and the recommendations of the meeting of the Committee. He or she sends this report to all members of the Board of Directors as soon as possible after the meeting.
- The Remuneration and Nomination Committee must clearly and regularly inform the Board of Directors about the exercise of its missions and of **all matters with regard to which the Committee believes that something must be done or that an improvement is indicated, and recommendations are made in connection with necessary steps which must be taken.**
- If asked to do so, the chairman of the Remuneration and Nomination Committee shall provide further information during meetings of the Board of Directors about the results of the discussions of the Committee.
- The chairman of the Remuneration and Nomination Committee (or any other member of the Committee) is available in order to answer questions during the Annual General Assembly about the activities of the Committee.
- Each member of the Board of Directors has unlimited access to all of the data of the Remuneration and Nomination Committee. He exercises this right in consultation with the chairman of the Committee and the Secretary of the Company.

## 4. PROCEDURE AND SELECTION CRITERIA FOR THE APPOINTMENT AND REAPPOINTMENT OF DIRECTORS

### 4.1 Procedure

1. The Chairman of the Board of Directors or some other non-executive director conducts the appointment process.
2. For each new appointment to the Board of Directors, the Remuneration and Nomination Committee evaluates which skills, knowledge and experience are already present and necessary on the Board of Directors, and also any legal obligations as to the composition of the Board of Directors.





On the basis of this evaluation, the Committee drafts a profile that describes the required role, skills, experience and knowledge of the new director.

3. The Remuneration and Nomination Committee seeks suitable candidates and checks whether the candidates for a new director's mandate match the profile.
4. New candidate-directors are examined by the Remuneration and Nomination Committee, or by the Chairman of the Board of Directors, during an interview.
5. The non-executive directors are made clearly aware of the scope of their duties at the time that they pose their candidacy, primarily with regard to the time which they will have to devote to carrying out their mission.

Non-executive directors may hold no more than five director's mandates in listed companies.

The non-executive directors shall make sure that they dispose of enough time to do what is expected of them, taking into account the number of and the importance of their various other commitments.

Any changes in the other relevant commitments and new commitments outside the Company must be notified in due time to the Chairman of the Board of Directors.

6. The Remuneration and Nomination Committee then proposes the most suitable candidate to the Board of Directors. The Chairman of the Board of Directors ensures that the Board of Directors possesses adequate information on the proposed candidate, such as the curriculum vitae, the assessment by the Remuneration and Nomination Committee based on an initial interview of the candidate, a list of positions which the candidate already holds and any other information which might be necessary in order to evaluate the independence of the candidate.

The Remuneration and Nomination Committee can, at the Company's expense, gather external professional advice on subjects falling within the scope of its authority, after having informed the Chairman of the Board of Directors thereof.

7. Prior to the appointment by the General Assembly, the Board of Directors notifies the works council about appointment of the candidates to independent director.
8. After having taken note of the proposed candidate, the Board of Directors formulates a proposal of appointment or reappointment to the General Assembly.



The proposal for appointment by the General Assembly is accompanied by relevant information about the professional qualities of the candidate, together with a list of the positions which the candidate already holds. The Board of Directors indicates whether a candidate satisfies the criteria of independence and also mentions the proposed term of the mandate.

9. The annual report of the Board of Directors briefly mentions information about the professional qualities of newly appointed or to be appointed directors.

#### **4.2. Selection criteria**

Whenever the appointment of a new director is desired or obligatory, the Remuneration and Nomination Committee will draw up the selection criteria on the basis of the required profile, having regard to the composition of the Board of Directors at that time.

### **5. MISCELLANEOUS**

Each year, the Remuneration and Nomination Committee checks and assesses the adequacy of these internal regulations and its own effectiveness, reports on this assessment to the Board of Directors and, if necessary, proposes changes.

The Board of Directors can amend these internal regulations at any time and revoke the powers which were attributed to the Remuneration and Nomination Committee.

These internal regulations and the composition of the Remuneration and Nomination Committee are posted on the Company's website.



## **ANNEX 6**

### **INTERNAL REGULATIONS OF THE EXECUTIVE COMMITTEE**

These internal regulations use a number of concepts (whether or not written with a capital letter) which are not defined herein. These concepts have the meaning which is given to them in the list of concepts included in article 1 of the CG Charter.

#### **1. COMPOSITION**

The members of the Executive Committee are appointed and can be dismissed by the Board of Directors at any time. The Board of Directors appoints them on the basis of the recommendations of the Remuneration and Nomination Committee.

The CEO is invited whenever the Board of Directors or the Remuneration and Nomination Committee deliberates on the selection, appointment or dismissal of members of the Executive Committee (other than the CEO), so that the CEO can express his or her views thereon.

The Executive Committee is composed of at least three members, whether or not directors. The CEO acts as chairman of the Executive Committee.

The members of the Executive Committee are appointed for an unlimited period. Persons who are no longer associated with the Company or one of its subsidiaries by an employment or management agreement can no longer form part of the Executive Committee.

The appointment and dismissal of the members of the Executive Committee is published in the Annual Report.

#### **2. POWERS**

##### **2.1 The Role of the Executive Committee**

The Executive Committee is entrusted by the Board of Directors, through proxies, with the executive management of the Company.

The Executive Committee exercises the powers which the Board of Directors has delegated to the Executive Committee and is liable and responsible for this with regard to the Board of Directors. These powers may not have any relation to the general policy of the Company or to other actions which are reserved to the Board of Directors on the basis of legal provisions or the articles of association or the CG Charter of the Company.



## 2.2 Tasks of the Executive Committee

The Executive Committee has the following tasks, among others, entrusted to it by the Board of Directors through proxies:

- (a) it leads the Company by:
- proposing, elaborating, conducting and following up the corporate strategy, taking into account the values of the Company, its risk appetite and the main policy guidelines;
  - verifying compliance with the legislation and regulations which apply to the Company;
  - assisting the CEO in the day-to-day management of the Company and in the exercise of his other responsibilities;
  - organising, managing and following up supporting functions, including with regard to human resources, legal, compliance and tax matters, internal and external reporting, communication with investors.
- (b) reporting to the Board of Directors on the application of the policy guidelines in general and providing a balanced and understandable assessment of the financial situation of the Company in particular, as well as providing the Board of Directors with information which is necessary for the performance of its duties;
- (c) examining, drafting and elaborating policy proposals and strategic or structural projects which must be submitted to the Board of Directors for approval;
- (d) drafting complete, timely, reliable and correct financial reporting of the Company in accordance with the applicable accounting standards and the policy of the Company as well as bearing responsibility for the financial reporting thus prepared and the preparation of the timely publication of it;
- (e) creating, managing and following up internal control mechanisms in order to make identification, evaluation, management and control of financial and other risks possible, all of this based on a framework approved by the Board of Directors;
- (f) exercising other powers and tasks which the Board of Directors entrusts to the Executive Committee in specific cases, at the proposal of the CEO.



The Executive Committee can, at the Company's expense, gather external professional advice on subjects falling within the scope of its proxy. The Board of Directors reserves the right ("evocation right") to deliberate and decide about matters which it has delegated to the Executive Committee.

### **2.3 Role of the Chairman of the Executive Committee**

The Chairman of the Executive Committee will supervise compliance with the rules contained in these Regulations and ensure an efficient reporting from the Executive Committee to the Board of Directors. He will also effectively conduct the meetings of the Executive Committee.

## **3 FUNCTIONING**

### **3.1 Meetings**

- The Executive Committee meets as often as is necessary for the proper functioning of the Executive Committee, but at least once a month.
- In principle, meetings of the Executive Committee are convened by the Chairman of the Executive Committee. Each member of the Executive Committee, and in particular the CEO, may request that it be convened.
- Except in urgent cases (about which the CEO shall judge), the agenda for the meeting must be sent at least three working days prior to the meeting to the members of the Executive Committee. For each agenda item, if possible, written explanation is provided and relevant documents are attached.

If all members are present, the members of the Executive Committee can validly deliberate and the convocation does not have to be justified.

- The attendance quorum consists of more than one-half of the members of the Executive Committee who meet physically or by video or conference call.
- The Executive Committee is a collegial body. Decisions are taken by a majority of the votes cast by the members of the Executive Committee.
- A secretary, whether or not the secretary of the Board of Directors, assists the Chairman and the members of the Executive Committee in the organisation and functioning of the Executive Committee.



- The Executive Committee may freely choose to invite other persons to attend its meetings.
- Each member of the Executive Committee can - by letter, fax or e-mail or in some other written manner - give a power of attorney to another member in order to participate in his/her name in the deliberations and the voting within the Executive Committee. Each member of the Executive Committee can represent only a single other member by power of attorney.
- The decisions of the Executive Committee can be taken by unanimous written approval of the members of the Executive Committee. Their signatures are applied either to a single document or to several copies of this document. Such written resolution is deemed to have been taken on the date of the last signature applied.

### **3.2 Reporting to the Board of Directors**

- The CEO, or another member of the Executive Committee designated by the CEO or the secretary, reports on the deliberation and decisions of each meeting of the Executive Committee at the meeting of the Board of Directors.
- Each member of the Board of Directors has unlimited access to all of the data of the Executive Committee.

### **3.3 Conflicts of interest**

If a member of the Executive Committee has a direct or indirect financial interest that conflicts with a decision or transaction which falls within the scope of the Executive Committee's authority, this member may not participate in the deliberations of the Executive Committee on these transactions or decisions, nor in the voting in this connection.

If at least two members of the Executive Committee have such a direct or indirect financial interest that conflicts with a decision or transaction which falls within the scope of the Executive Committee's authority, the Executive Committee must refer this decision or transaction to the Board of Directors, which must then decide on it (if necessary, with application of the conflict of interests procedure of article 7:96 of the Companies and Associations Code).



## **4. REPORTING TO THE BOARD OF DIRECTORS**

### **4.1 Periodic reporting**

In order for the Board of Directors to be able to efficiently supervise the activities delegated to the Executive Committee by way of proxies, at the end of each quarter the Executive Committee must prepare a "Quarterly Business Review" management report. A copy of this report must be provided to all members of the Board of Directors before the next meeting of the Board of Directors.

If the management report contains specific policy proposals for which the express approval of the Board of Directors is required, these proposals must be expressly indicated in a memorandum joined to the management report.

If the Board of Directors wishes more detailed explanation of this "Quarterly Business Review" report, it can demand the working documents of the Executive Committee. In addition, the Board of Directors can also at any time pose questions to one or more members of the Executive Committee concerning the report and the policy conducted by the Executive Committee.

### **4.2 Occasional and specific information obligations**

In order to permit the Board of Directors to conduct an efficient risk management, the Executive Committee will appropriately inform the Board of Directors, both with regard to the Company itself and with regard to its subsidiaries, about:

- possible or imminent social conflicts;
- material legal actions against the Company (or its Subsidiaries) and pending disputes (with the exception of the collection of unprotested invoices);
- material disputes (even if they do not constitute the object of a claim) with all administrations (social security, tax authority, etc.) and customers;
- comments of auditors;
- balanced score card or KPI reporting;
- major changes of the risk profile in the area of product safety;
- major changes in the turnover per customer;
- the relationship with major customers;
- the termination and initiation of relationships with "critical" suppliers;
- all facts which can have a significant impact on the stock exchange price.



This information can, if necessary, be included in the management report. If this did not occur or the Executive Committee believes that the Board of Directors must be informed more quickly about major developments in one of these areas, the Executive Committee will report on this in a separate report to the Board of Directors.

## **5. COMPENSATION**

The members of the Executive Committee are remunerated in accordance with the Company's remuneration policy, as approved by the General Assembly.

## **6. RULES OF CONDUCT**

Honest, ethical and responsible behaviour is expected from each member of the Executive Committee. The company interest comes first and foremost for all members of the Executive Committee.

Each member of the Executive Committee undertakes, both during his or her membership of the Executive Committee and afterwards, by absolutely no means to communicate to anyone information of a confidential nature about the business of the Company or companies in which it has an interest, which came to the attention of the member of the Executive Committee within the framework of the exercise of his or her activities for the Company and which he or she knows or should know that it is confidential, unless he or she is obliged by law to communicate it.

A member of the Executive Committee is authorised to communicate information as understood above to personnel of the Company and companies in which the Company has an interest, who, in light of their activities for the Company or these companies, must be made aware of the information in question.

A member of the Executive Committee may under no circumstances use the above-described information for his own advantage.

Each member of the Executive Committee undertakes, during the period of his or her mandate, neither directly nor indirectly and in absolutely no capacity to develop activities or to take actions which are in competition with the activities of the Company or its subsidiaries. In this connection, in Europe the directors will refrain from:

- any attempt to incite personnel of the Company or its subsidiaries to terminate their ties with the Company or its subsidiaries;





- any attempt to incite a buyer, customer, supplier, agent, franchisee, network supplier or any other contracting party to terminate a relationship with the Company or its subsidiaries or to change the conditions thereof in a manner which is disadvantageous for the Company or its subsidiaries.

Each member of the Executive Committee is bound to comply with the policy concerning transactions and other contractual ties between the Company and its directors and members of the Executive Committee as contained in annex 2 to the CG Charter.

## **7. MISCELLANEOUS**

Each year, the Executive Committee checks and assesses the adequacy of these internal regulations, report on this assessment to the Board of Directors and, if necessary, proposes changes.

The Board of Directors can amend these internal regulations at any time and revoke the powers which were attributed to the Executive Committee.

These internal regulations and the composition of the Executive Committee are posted on the Company's website.



## **ANNEX 7**

### **INTERNAL REGULATIONS OF THE SUSTAINABILITY COMMITTEE**

These Internal Regulations use a number of concepts (whether or not written with a capital letter) which are not defined herein. These concepts have the meaning which is given to them in the list of concepts included in article 1 of the CG Charter.

#### **1. COMPOSITION**

The members of the Sustainability Committee are appointed by the Board of Directors for a period corresponding to the duration of their director mandate. Any early termination of their director's mandate automatically entails the termination of their mandate as a member of the Sustainability Committee.

The Sustainability Committee is composed of at least three non-executive directors. At least one member of the Sustainability Committee shall be an independent director.

The chairmanship of the Sustainability Committee is held by one of the members of the Sustainability Committee who is an independent director. The Chairman of the Board of Directors may be the chairman of the Sustainability Committee. The Sustainability Committee appoints its Chairman.

The members of the Sustainability Committee have sufficient relevant expertise to perform their duties effectively.

The Company Secretary act as Secretary of the Sustainability Committee. The Company Secretary can delegate his/her duties under these Terms of Reference, or parts thereof, to an alternate appointed by him/her in consultation with the Chairman of the Sustainability Committee.

#### **2. POWERS**

##### **2.1 Role of the Sustainability Committee.**

The mission of the Sustainability Committee is to provide recommendations to the Board of Directors on the Company's sustainability policy.



In particular, the Sustainability Committee aims to vigorously address the various environmental, social and governance (ESG) issues and challenges facing the What's Cooking Group. The Sustainability Committee will consider the impact of the group's activities from the perspective of its social responsibility, taking into account the legal framework and the interests of shareholders, customers, suppliers, employees and society as a whole.

## **2.2 Duties of the Sustainability Committee.**

The Sustainability Committee is charged with the following tasks:

- Strategy and policy: monitoring the group's overall approach to sustainability issues and ensuring that this approach is aligned with and integrated into the group's overall strategy;
- Reputation and risk management: monitoring the group's identification, assessment and management of reputation issues and risk related to sustainability issues;
- ESG performance: monitoring the group's ESG performance by monitoring ESG KPIs and assessing the group's ESG performance;
- Reporting and disclosure: discussing the group's approach to reporting on sustainability matters and external communications.

The Sustainability Committee may also perform other tasks if the Board of Directors so decides.

It will receive the necessary information from the group to fulfill its tasks.

The Sustainability Committee provides recommendations to the Board of Directors on all matters within its competence.

## **3. FUNCTIONING**

### **3.1. Meetings**

- The Sustainability Committee shall meet as often as necessary for the proper functioning of the Sustainability Committee, but shall meet at least three times a year. Meetings shall be set annually in advance whenever possible and shall take place as much as possible shortly before Board meetings. Sustainability Committee meetings shall take place physically at the location indicated in the notice or via or combined with video or teleconferencing.



- Meetings of the Sustainability Committee are in principle convened by the Chair of the Sustainability Committee. Any member of the Sustainability Committee may have the Sustainability Committee convened.
- Except in urgent cases (at the discretion of the Sustainability Committee Chair), the agenda for the meeting shall be sent to the Sustainability Committee members at least three working days before the meeting. For each agenda item, written explanations shall be provided to the extent possible and relevant documents shall be attached.
- If all members are present, the Sustainability Committee may validly deliberate and it is not necessary to justify the convocation.
- The attendance quorum consists of two members meeting physically or by video or telephone conference.
- Decisions are made by a majority of the votes cast by the members of the Sustainability Committee. In the event of a tie vote, the vote of the Chair of the Sustainability Committee shall prevail.
- The Sustainability Committee has an advisory role regarding material decisions or recommendations with strategic impact concerning its tasks. The Board of Directors will evaluate and take final decisions on these decisions within its mandate.
- If the Chairman of the Board of Directors is not a member of the Sustainability Committee, he or she has a standing invitation to attend Sustainability Committee meetings.
- The Sustainability Committee shall invite other persons to attend its meetings as it chooses.
- The Sustainability Committee is entitled to spontaneously receive any information it needs to perform its duties from the Board of Directors, the Executive Committee and employees of the Group. The Sustainability Committee may require any manager or employee of the group, the CEO, the head of the internal audit function, his external legal advisors or the Statutory Auditor to attend a meeting of the Sustainability Committee or consult with members or advisors of the Sustainability Committee.
- The Sustainability Committee may seek external professional advice at the Company's expense on matters within its competence, after informing the Chairman of the Board of Directors.



- Each member of the Sustainability Committee shall have access to the books, records and offices of the Group and the authority to hold interviews with executives and employees of the Group, insofar as this is necessary for or may be helpful to the proper performance of his or her duties. A member of the Sustainability Committee shall exercise this right in consultation with the Chairman of the Sustainability Committee.

- Each member of the Sustainability Committee shall inform the Sustainability Committee of:

- any personal financial interest (except as a shareholder) in any matter decided by the Sustainability Committee; or

- any possible conflict of interest that could arise because of other mandates he holds.

Such member shall not participate in the deliberations and vote on decisions of the Sustainability Committee concerning such interest or conflict of interest and, if required by the Board of Directors, such member shall resign as a member of the Sustainability Committee.

### **3.2. Reporting to the Board of Directors.**

- The chairman of the Sustainability Committee, or another person designated for this purpose by the chairman of the meeting, shall prepare a report of the findings and recommendations of the Sustainability Committee meeting. He or she shall transmit this report to all members of the Board of Directors as soon as possible after the meeting for final decision by the latter.

- The Sustainability Committee shall clearly and regularly inform the Board of Directors of the performance of its duties and of all matters in respect of which the Sustainability Committee considers that action or improvement is needed, and shall make recommendations as to the necessary steps to be taken.

- If requested, the Chairman of the Sustainability Committee shall provide further information at Board meetings regarding the results of the Sustainability Committee's discussions.

- The Chairman of the Sustainability Committee (or any other member of the Sustainability Committee) shall be available to answer questions regarding the work of the Sustainability Committee at the annual General Assembly.

- Any member of the Board of Directors shall have unrestricted access to all records of the Sustainability Committee. He shall exercise this right in consultation with the Chairman of the Sustainability Committee and the Company Secretary.



#### **4. MISCELLANEOUS**

The Sustainability Committee shall annually review and assess the adequacy of these Terms of Reference and its own effectiveness, report this assessment to the Board of Directors, and propose changes if necessary.

The Board of Directors may amend these Terms of Reference at any time and revoke the powers granted to the Sustainability Committee.

These terms of reference and the composition of the Sustainability Committee shall be posted on the Company's website.