

CORPORATE GOVERNANCE

statement


INFINITY SHOPPING


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In addition to complying with the applicable laws and regulations, Immobel sets itself high standards of corporate governance. In this framework, the Company has decided to adopt the Belgian Corporate Governance Code¹ published on May 17th, 2019 (the “Code 2020”) as its reference code in the meaning of article 3:6, §2, section 1 of the Belgian Companies and Associations Code (the “BCAC”) and to comply with it, except regarding the following and subject to changes:

- 1 the Chair (as defined in section 2.2.4 of the Corporate Governance Charter, the “CG Charter”), who is not only a member of the Board of Directors, but also of Executive Management (in this capacity, he is referred to as the Executive Chair, as defined in section 4.1 of the CG Charter) also performs the tasks of the CEO (as defined in section 4.2 of the CG Charter). By doing so, the Company deviates from Provision 3.12 of the Code. This deviation is explained by the fact that Marnix Galle is currently deemed to be the best placed to fulfil the functions of both the Executive Chair and the CEO considering Marnix Galle’s unique position within the Company (also as former CEO of ALLFIN prior to the merger of the Company and ALLFIN, including his knowledge, skills, experience and seniority level in the Company, and his long-term engagement and relationship vis-à-vis the Company as well as the Company’s shareholders/stakeholders. Hence, this is considered to be in line with the Company’s interests. Therefore, references below to “Chair” and “CEO” shall be interpreted and construed as referring to the same individual;
- 2 the Nomination Committee (as defined in section 3.5 of the CG Charter) shall be chaired by Marnix Galle who acts both as Executive Chair and CEO of the Company (see above). By doing so, the Company deviates from the recommendation in Provision 4.19 to the Code. Such deviation is explained by the fact that Marnix Galle has an extensive network and is considered as most fit to chair the Nomination Committee;
- 3 the non-executive members of the Board are not partly remunerated in the form of shares in the Company. As such, the Company deviates from Provision 7.6 of the Code. This deviation is explained by the fact that the interests of the non-executive directors are currently considered to be sufficiently oriented to the creation of long-term value for the Company and, hence, that the issue of shares to them is not deemed necessary. However, the Company intends to review this provision in the future in order to align its corporate governance with the provisions of the Code;
- 4 no minimum threshold of shares to be held by the executives has yet been set. Therefore, the Company deviates from Provision 7.9 of the Code. This deviation is explained by the fact that the interests of the executives are currently considered to be sufficiently oriented to the creation of long-term value for the Company. Hence, setting a minimum threshold of shares to be held by executives is not deemed necessary. However, the Board of Directors, on proposal of the Remuneration Committee, decided on December 10th, 2020 that each Director is requested to buy Immobel shares before the AGM to be held in April 2022 for a minimum amount of 20,000 EUR, being the fix annual remuneration for each of them and to keep the shares at least 3 years after acquisition and until 1 year after the ending of the mandate.

The Corporate Governance Charter describes in detail the structure of the Company’s governance and its policies and procedures in matters of governance. This Charter can be consulted on the Company’s website: www.immobelgroup.com.

In terms of diversity policy, Immobel’s Board of Directors wishes to point out that it meets the criteria that at least one-third of the Members are of different sexes. More information on diversity is included under: III. Regulations and Procedures (see below).

This section of the Annual Financial Report contains information concerning the way Immobel put the principles of governance into practice during the past year.

¹ Available on the GUBERNA website: www.guberna.be.

I. Decision-making bodies (as per December 31st, 2021)

A. The Board of Directors

A) Composition

Name Function	Date first appointment	End of term	Professional address	Directorships in other listed companies
Marnix GALLE ² Executive Chair / CEO	25/09/2014	AGM 2022	Regentschapsstraat 58, 1000 Brussel	None
Astrid DE LATHAUWER ³ (Independent) Director	26/08/2015	AGM 2024	c/o the Company's registered office	Etablissements Fr. Colruyt – Etablissements Fr. Colruyt NV, listed on Euronext Brussels
Wolfgang de LIMBURG STIRUM ⁴ (Independent) Director	01/01/2019	AGM 2024	c/o Ergon Capital Advisors SA/NV, avenue Louise 326, 1050 Brussel	None
Pierre NOTHOMB ⁵ (Independent) Director	25/09/2015	AGM 2023	c/o Deminor SA/NV Joseph Stevensstraat 7, 1000 Brussel	None
Michèle SIOEN ⁶ Director	20/12/2018	AGM 2025	c/o Sioen Industries NV Fabriekstraat 23, 8850 Ardoois	Sioen Industries NV, D'leteren SA/NV and Sofina SA, all listed on Euronext Brussels
Annick VAN OVERSTRAETEN ⁷ (Independent) Director	28/09/2016	AGM 2022	c/o PQ Belgium SA/NV Havenlaan 6C, 1000 Brussel	Financière de Tubize SA, listed on Euronext Brussels
Patrick ALBRAND (Independent) Director	30/11/2021 ⁸	AGM 2024	c/o the Company's registered office	None

At its meeting of December 9th, 2021, the Board of Directors noted the resignation of Karin KOKS - van der SLUIJS, due to a conflict of interest, as independent director of the Company with effect on November 30th, 2021, and co-opted Patrick ALBRAND as independent director of the Company with effect on November 30th, 2021.

² In carrying out the functions concerned in the present report, Marnix GALLE acts as the permanent representative of the company A³ Management SRL.

³ In carrying out the functions concerned in the present report, Astrid DE LATHAUWER acts as the permanent representative of the company ADL CommV.

⁴ In carrying out the functions concerned in the present report, Wolfgang de LIMBURG STIRUM acts as the permanent representative of the company LSIM SA.

⁵ In carrying out the functions concerned in the present report, Pierre NOTHOMB acts as the permanent representative of the company Pierre Nothomb SRL.

⁶ In carrying out the functions concerned in the present report, Michèle SIOEN acts as the permanent representative of the company M.J.S. Consulting SRL.

⁷ In carrying out the functions concerned in the present report, Annick VAN OVERSTRAETEN acts as the permanent representative of the company A.V.O. - Management SRL.

⁸ subject to confirmation by the Annual General Shareholders' Meeting of 21 April 2022 – in replacement of Karin KOKS – van der SLUIJS

The curriculum vitae can be summarized as follows:

Marnix GALLE, 58, Marnix began his professional career in 1987 at Cegos Belgium as a consultant, after having studied economics at Tulane University in New Orleans, Louisiana, USA. He took in 1989 his first steps in the real estate sector (family portfolio). His own company Allfin (°2001) became one of the leading real estate developers in Belgium. In 2014, Allfin took a 29% stake in Immobel, listed on Euronext since 1863. Following the merger between Allfin Group and Immobel in 2016, he became its Executive Chair. Since July 1st, 2020, he has been chairing Urban Land Institute (ULI) Europe.

Patrick ALBRAND, 66, holder of a Master of Architecture degree from the Ecole des Beaux-Arts in 1980 and a Master's degree in Real Estate Development from Columbia University in 1988. He joined Hines in 1995 and was instrumental in the creation and supervision of its French subsidiary. He has been active in the overall development of Hines France, both in the Development and the Investment Management activities. Prior to working at Hines, Mr. Albrand was the Director in charge of Development at Bouygues Real Estate in Paris (1989-1995), where he arranged joint ventures with outside developers and investors. He was a Senior Research Associate at Lawrence Berkeley Laboratory in Berkeley, California (1983-1987), and prior to that, he worked for the Ministry of Interior of Morocco (1980-1982).

Astrid DE LATHAUWER, 58, holds degrees in International Politics and Diplomatic Sciences (KU Leuven), a Bachelor in History of Art (RU Ghent) and completed an Executive MBA at Stanford, California. She brings over 30 years of Human Resources experience in Belgium and abroad for companies such as Proximus, AT&T and Monsanto. Since 2014, she is the Executive Vice-President Human Resources, and member of the Management Committee, at Ontex. In addition to her mandate as Independent Director and Chair of the Remuneration Committee at Immobel, she also serves on the Board of Colruyt, a Retail company listed on the BEL20, as an Independent Director and Chair of the Remuneration Committee, since 2011.

Wolfgang de LIMBURG STIRUM, 50, holds an MBA from the Booth School of Business at the University of Chicago (USA), a Bachelor's degree in Management Engineering and a Master's degree in Applied Economics and Management from the Louvain School of Management (Belgium). Over the past twenty years, he has built up a solid experience in finance and private equity in Europe and the United States, investing in a wide range of sectors, such as healthcare, specialty chemicals, industrial niche products, services, entertainment and media. He is a Managing Partner of Ergon Capital, a mid-market private equity fund with a portfolio of over EUR 2.0 billion, which he joined in 2005. Prior to that, he spent most of his career in investment banking (mergers and acquisitions) at Lehman Brothers in New York and London, where he became co-head of the European Healthcare M&A team. He is currently also a director of Haudecoeur, Telenco, Sausalitos, Opseo, SVT, Stationary Care Group, Dental Service Group and VPK Group.

Pierre NOTHOMB, 59, holder of a degree in Applied Economic Sciences (UCL Louvain-la-Neuve), he joined Deminor more than 30 years ago when it was founded, and has several mandates as a Director of companies or associations including ForSettlement (Fortis), Kimbal, Imperbel, Epsilon and various companies in the Deminor group. He is a member of the audit committee of Imperbel and the network of psychiatric care of La Ramée - Fond'Roy. Before joining Deminor in 1991, he worked as a senior auditor at Coopers & Lybrand (now PricewaterhouseCoopers), and subsequently as a financial consultant at Petercam Securities. He is currently director of the ULB Foundation and SA BuildUp. In addition, he is a certified mediator in civil and commercial matters since 2022.

Michèle SIOEN, 57, holder of a Master's degree in Economics and completed management programmes at Vlerick Business School, among others. Mrs Sioen is the CEO of Sioen Industries, a Belgian group specialised in the production of technical textiles and professional protective clothing. She was Chair of the FEB between 2015 and 2017 and is now Honorary Chair. In addition to her daily involvement in Sioen Industries, she is also a director of various Belgian listed companies, including D'Ieteren and Sofina, as well as associations such as Fedustria and Vlerick Business School. Finally, she is closely involved in Art and Culture through her Chairship of KANAL and as a member of the Board of Directors of the Queen Elisabeth Music Chapel.

Annick VAN OVERSTRAETEN, 56, holder of a degree in Economic Sciences (KUL - 1987) and a Master's degree in Management (IAG-UCL - 1992). She began her career at Philips in 1987 as a project manager in the HR department. Between 1991 and 1999, she worked in the retail sector, in particular in the textile sector (New-D, Mayerline). She then worked as Commercial & Marketing Director at Confiserie Leonidas (1999-2004). From 2004 to 2009, she was the Operational Director of Quick Restaurants Belux NV. From 2010 until 2020, she occupied the position of CEO and Director of Lunch Garden Group. In 2020, she was appointed CEO at Le Pain Quotidien. She is an independent Director of Financière de Tubize SA/NV, as well as of Euro Shoe Group NV.

B) Activity report

Pursuant to article 16 of the Articles of Association, the Board is convened by the Chair of the Board of Directors, the Managing Director or by two Directors.

The Board meets at least four times a year. This frequency enables, among other things, to review the half-yearly accounts in September, the annual accounts in March, as well as the budgets in December. Moreover, additional meetings may be organized at any time, with reasonable notice, whenever it is deemed necessary or advisable for its proper functioning.

In 2021, the Board met on eight occasions.

B. The Committees of the Board of Directors

A) The Audit & Risk Committee

The Audit & Risk Committee shall have at least the following roles:

- monitoring the statutory audit of the annual and consolidated accounts, including following up on any questions and recommendations made by the External Auditor;
- monitoring the financial reporting process, including making recommendations or suggestions to ensure the integrity of the process;
- monitoring the effectiveness of the Company's internal control and risk management systems;
- if there is an internal audit, monitoring the internal audit and its effectiveness; and
- reviewing and monitoring the independence of the External Auditor, particularly regarding the provision of additional services to the Company (Article 7:99 of the Belgian Companies & Associations Code).

The Charter foresees that the Audit & Risk Committee is made up of at least three members, which are all non-executive Directors and of which a majority are independent Directors. At least one member is competent in accounting and auditing matters. Since the entry into force of the Law of December 7th, 2016, the Chair of the Audit & Risk Committee is appointed by the Board of Directors himself and may not be the Chair of the Board of Directors.

The Board of Directors ensures that the Audit & Risk Committee has enough relevant expertise to fulfil its role effectively, notably in accounting and audit matters.

Composition (as per December 31st, 2021):

Pierre NOTHOMB, Chair,

Patrick ALBRAND⁹,

Wolfgang de LIMBURG STIRUM, and

Michèle SIOEN, Members.

In 2021, the Audit & Risk Committee met four times, at the request of its Chair.

⁹ Since November 30th, 2021 in replacement of Karin KOKS – van der SLUIJS.

B) The Remuneration Committee

The task of the Remuneration Committee consists of:

- making proposals to the Board of Directors on:
 - the remuneration policy for non-executive Directors and members of the Executive Management, as well as, where appropriate, on the resulting proposals to be submitted by the Board of Directors to the shareholders;
 - the remuneration of Directors and members of the Executive Management, including variable remuneration and long-term incentives, stock-related or not, in the form of stock options or other financial instruments, and regarding the arrangements on early termination, and where applicable, on the resulting proposals to be submitted by the Board of Directors to the shareholders;
 - the annual review of the Executive Management's performance;
 - the realization of the Company's strategy against performance measures and targets; and
- submitting a remuneration report to the Board of Directors (see attachment) and explaining this report during the Annual General Shareholders' Meeting.

The Remuneration Committee consists exclusively of independent Directors with an expertise in remuneration matters.

A non-executive Director chairs the Remuneration Committee.

Composition (as per December 31st, 2021):

Astrid DE LATHAUWER, Chair,

Pierre NOTHOMB and

Annick VAN OVERSTRAETEN, Members.

In 2021 the Remuneration Committee met three times, at the request of its Chair.

C) The Nomination Committee

The task of the Nomination Committee consists of:

- drafting (re)appointment procedures for members of the Board of Directors and the Executive Management;
- periodically assessing the size and composition of the Board of Directors and making recommendations to the Board of Directors regarding any changes;
- identifying and nominating, for the approval of the Board of Directors, candidates to fill vacancies as they arise;
- ensuring that the appointment and re-election process is organised objectively and professionally.
- advising on proposals (including, of the management or of the shareholders) for the (re)appointment and removal of Directors and members of the Executive Management;
- properly considering issues related to succession planning; and
- ensuring that sufficient and regular attention is paid to the succession of executives and that the appropriate talent development programs and programs to promote diversity in leadership are in place.

The Nomination Committee consists of a majority of independent non-executive Directors.

The Chair of the Board chairs the Committee. The Chair can be involved but cannot chair the Nomination Committee when dealing with the appointment of his successor.

Composition (as per December 31st, 2021):

Marnix GALLE, Chair,

Astrid DE LATHAUWER, and

Annick VAN OVERSTRAETEN, Members.

In 2021, the Nomination Committee met three times, at the request of its Chair.

D) The Investment Committee

The Investment Committee is in charge of:

- formulating the objectives, policies and strategies of the Company's real estate investments; and
- monitoring ongoing projects when these projects entail a substantial part of the Company's portfolio and when Executive Management has flagged a project as considerably deviating from its original business plan.

The Board of Directors has delegated to the Executive Committee the power to approve all decisions relating to the acquisition, development, syndication and divestment of assets, or in case of an asset developed in partnership or syndicated with a third party, the pro rata share of the Company therein, up to an estimated total investment cost of 70 MEUR per asset (which shall include the acquisition price and total development costs, such as construction costs, financing costs and fees payable to third parties).

The Board of Directors further has delegated to the Investment Committee the power to decide on and approve all acquisitions, development, syndication and divestments of assets, or in case of an asset developed in partnership or syndicated with a third party, the pro rata share of the Company therein, up to an estimated total investment cost of MEUR 200 per asset (which shall include the acquisition price and total development costs, such as construction costs, financing costs and fees payable to third parties).

The Chair of the respective Committees will inform the Board of Directors on the investment decisions so taken at the next Board of Directors' meeting.

The Investment Committee consists of at least four members, including especially the Executive Chair, who is also its Chair.

Composition (as per December 31st, 2021):

Marnix GALLE, Chair,
 Patrick ALBRAND¹⁰,
 Olivier BASTIN¹¹,
 Thierry VANDEN HENDE, and
 Piet VERCRUYSSSE, Members.

In 2021 the Investment Committee met eleven times, at the request of its Chair.

¹⁰ Since November 30th, 2021 - in replacement of Karin KOKS – van der SLUIJS.

¹¹ Since September 30th, 2021 - in replacement of Alexis PREVOT acting as the permanent representative of the company AP2L SRL.

C. The Executive Committee

The Executive Committee of the Company is composed of the Executive Chair and of the Members of the Executive Committee (as mentioned on the website of the Company). The Committee is primarily in charge of following tasks:

- consider, define and prepare, under the leadership of the Executive Chair, proposals and strategic options that could contribute to the Company's development. This responsibility covers (i) strategic planning, including the analysis of strategies, activity plans and budgets submitted by the Company's departments; and (ii) drawing up the business plan and budgets of the Company for proposal, discussion and approval by the Board of Directors;
- monitor the developments of the Company by analysing the compliance of the feasibility, the deadlines and the quality of the projects while making sure to maintain or improve quality standards of the Group;
- present to the Board of Directors a complete, timely, reliable and accurate preparation of the Company's financial statements, in accordance with the applicable accounting standards and policies of the Company;
- prepare the Company's required disclosure of the annual accounts and other material, financial and non-financial, information;
- propose the financial strategy to the Board of Directors;
- monitor the performance of the Company's departments in line with their strategic objectives, business plans and budgets; and
- draw up and implement the Company's policies which the Executive Chair considers falling within the competence of the Executive Committee;
- within the limits of the mandate given by the Board of Directors, approve all acquisitions, development, syndication and divestments of assets, or in case of an asset developed in partnership or syndicated with a third party, the pro rata share of the Company therein (cfr. above mentioned).

Composition (as per December 31st, 2021)

Marnix GALLE, Chair,

Fabien ACERBIS, Managing Director Immobel France,

Olivier BASTIN, Managing Director Immobel Luxembourg,

Karel BREDA¹², Chief Financial Officer, and

Adel YAHIA¹³, Managing Director Immobel Belgium, Members.

The Members of the Executive Committee are not related to each other.

Filip Depaz, in his capacity of representative of the company Filip Depaz Consultancy BV (Chief Operating Officer – COO) has terminated his mission for the Company on April 30th, 2021 and Alexis Prevot, in his capacity of representative of the company AP2L BV (Chief Investment Officer – CIO) has terminated his mission for the Company on September 30th, 2021.

In 2021 the Executive Committee met thirty-three times, at the request of its Chair.

¹² In carrying out the functions concerned in the present report, Karel BREDA acts as the permanent representative of the company KB Financial Services SRL.

¹³ In carrying out the functions concerned in the present report, Adel YAHIA acts as the permanent representative of the company Adel Yahia Consult SRL.

The “curriculum vitae” of the Members of the Executive Committee in function (except for Marnix GALLE already listed above) can be summarized as follows:

Karel BREDA, 46, after studying Applied Economics at the KU Leuven and obtaining an MBA from the University of Chicago, Booth School of Business, Karel began his professional career in 1999 by developing a number of internet start-ups in Europe. In 2002, he joined GDF Suez (now Engie), where he held various managerial positions in M&A and Project Finance in Europe, South Asia, the Middle East and Africa. In 2011, he was promoted to Chief Financial Officer for the South Asia, Middle East and Africa region based in Dubai and in 2014 for Engie E&P in the Netherlands. Prior to joining Immobel on 1 August 2018, Karel was Managing Director Middle East, South and Central Asia and Turkey for Engie Solar based in Dubai and India.

Adel YAHIA, 43, joined Immobel in December 2017 as Chief Operating Officer responsible for the Development, Technical, Sales and Landbanking departments. Prior to that, he worked at AG Real Estate as head of the Residential department and co-Head of Development. Between 2010 and 2015, he was responsible for various business units at Matexi. He started his career in 2004 as a real estate developer and also worked in real estate investment banking. After studying law at the KU Leuven and holding a Master's degree in General Management (PUB) from Vlerick Business School, he graduated in 2006 with a Master's degree in Real Estate (postgraduate programme in Property Studies) at the KU Leuven. In 2014, he completed the “Executive Program in Real Estate” training at Solvay Business School (ULB). He has been a lecturer at KU Leuven since 2010 and at Solvay Business School since 2015.

Fabien ACERBIS, 49, as graduate of the ESTP, a French engineering school, Fabien began his career in 1997 at Bouygues Construction before joining SCIC, a subsidiary of Caisse des Dépôts, specialising in Associate Project Management, in 1999. In 2004, he joined Bouygues Immobilier as a service centre manager in Île-de-France, where he then became regional director for Île-de-France Nord and then regional director for Île-de-France Est in 2012. Managing Director of Bouygues Immobilier's Subsidiaries and Investments in France since 2014, he became General Manager of Housing in the Ile-de-France Region in 2017. In the autumn of 2019, he joined Immobel as Director-General France.

Olivier BASTIN, 51, began his career in the banking sector (BACOB, 1994-1995) before joining the real estate department at Intermarché, where he contributed to the expansion of the brand in Wallonia (1995-1996). In 1997, he joined Jones Lang LaSalle, where he became the department head of the Office Department for Belgium (1997-2005) before becoming Managing Director of the group's Luxembourg branch (2005-2011). In 2010, he combined this position with that of Head of Capital Markets for the Belux. He left JLL at the end of 2011 to join Allfin Group as CEO of the Luxembourg entity. Since 2018, he is also in charge of the introduction and expansion of Immobel on the German market. Olivier has a degree in Applied Economics (ULG, 1988-1992) and an MBA (ULG & Maastricht University, 1993-1994).

D. The Management Teams

The Executive Committee has established Teams in each country that assist it in the practical implementation of the executive powers (the "Management Teams"). Their creation has been approved by the Board of Directors. The Executive Committee determines the assignment of the Management Teams, their composition, and their responsibilities.

These Management Teams are accountable for the exercise of their powers vis-à-vis the Executive Committee.

Composition of the Management Team Belgium (as per December 31st, 2021):

Adel YAHIA¹⁴, Managing Director, Chair,
 Hans DE BROUWER¹⁵, Head of IT,
 Alain DELVAULX, Head of Financial Planning & Analysis,
 Stephanie DE WILDE¹⁶, Head of Legal Services,
 Katrien HUYGENS¹⁷, Head of Marketing,
 Marnix MELLAERTS¹⁸, Head of Sales,
 Joëlle MICHA¹⁹, Head of Corporate Affairs,
 Eric SCHARTZ²⁰, Head of Immobil Home,
 Wim SMEKENS²¹, Head of Technical Department,
 Olivier THIEL²², Head of Development, and
 Valentine VAN MALLEGHEM, Head of Residential Projects Advisory.

Composition of the Management Team Luxembourg (as per December 31st, 2021):

Olivier BASTIN, Managing Director, Chair,
 Maxime DIERICKX, Head of Finance,
 Matthieu GODSCHAUX, Head of Residential Project Advisory,
 Raffaele LACHETTA, Head of Technical,
 Valérie FLAUS, Head of Legal Services, and
 Muriel SAM, Head of Development.

Composition of the Management Team France (as per December 31st, 2021):

Fabien ACERBIS, Managing Director, Chair,
 Mathieu CHAMARD-SABLIER, Operational Director,
 Yves EVEILLARD, Head of Technical,
 Carole FELICI, Head of HR,
 Gérald FRUCHTENREICH, Head of Finance.
 Tarek TASSALI, Head of Sales and Marketing,
 Marie SUDRE, Head of Legal, and
 Sandrine THIEBAUT, Head of Client Relations.

¹⁴ Permanent representative of the company Adel Yahia Consult BV.

¹⁵ Permanent representative of the company HBr Consult BV.

¹⁶ Permanent representative of the company Lady at Work BV.

¹⁷ Permanent representative of the company Amcam BV.

¹⁸ Permanent representative of the company H&J Trust BV.

¹⁹ Permanent representative of the company Jomi BV.

²⁰ Permanent representative of the company Dreams BV.

²¹ Permanent representative of the company Zafferana BV.

²² Permanent representative of the company Queen-K BV.

Composition of the Management Team Poland (as per December 31st, 2021):

Olivier THIEL²³, Managing Director,
 Marcin CHARCHUT, Head of Legal, and
 Andrzej PLATEK, Chief Financial Officer.

Composition of the Management Team Germany (as per December 31st, 2021):

Marnix GALLE, Executive Chair of the Board – Immobel Group,
 Olivier BASTIN, Managing Director Immobel Luxembourg – in charge of Immobel Group expansion in Germany, and
 Michael HENN, Managing Director of Immobel Germany.

II. Internal control and risk management

The Belgian legislative framework for internal controls and risk management consists in the Law of 17 December 2008 (in application of the European Directive 2006/43 concerning corporate financial control), the Belgian Code 2020 and Law of 6 April 2010 (CG Law).

The IFRS 7 likewise defines additional requirements with regards to management of risks related to financial instruments. Nevertheless, the current Belgian legislative and normative framework specify neither the model of internal control to which the companies for which it is intended should conform, nor the modalities for implementing it (level of detail required).

Immobel uses a system of risk management and internal control that was drawn up internally based on the “COSO²⁴” model of internal control.

The COSO methodology is organized around five elements:

- the internal control environment
- risk analysis
- control activities
- information and communication, as well as
- supervision and monitoring.

A. The internal control environment

The element “internal control environment” focuses on the following components:

A) Precise definition of the Company’s objectives

Immobel is the largest listed real estate developer in Belgium. The Group, which dates back to 1863, creates high-quality, future-proof urban environments with a positive impact on the way people live, work and play, and specializes in mixed real estate. With a stock market value of over EUR 650 million and a portfolio of more than 1,600,000 m² of project development in 6 countries (Belgium, Grand Duchy of Luxembourg, Poland, France, Spain, Germany), Immobel occupies a leading position in the European real estate landscape. The group strives for sustainability in urban development. Furthermore, it uses part of its profits to support good causes in the areas of health, culture and social inclusion. Approximately 200 people work at Immobel.

For more information, please visit www.immobelgroup.com

B) A definition of the roles of the decision-making bodies

Immobel has a Board of Directors, an Investment Committee, an Audit & Risk Committee, a Remuneration Committee, a Nomination Committee and an Executive Committee.

Responsibility for Immobel’s strategy and for the oversight of its activities belongs primarily to the Board of Directors. The main responsibilities of the different Committees have been mentioned above (cfr. Decision-making bodies).

²³ Permanent representative of the company Queen-K BV.

²⁴ Abbreviation of “Committee of Sponsoring Organizations of the Treadway Commission”.

C) Attitude versus risk

Immobel takes a prudent attitude in managing its portfolio of diversified projects that create long-term value through its lines of activity.

D) Application of ethical standards and integrity

Immobel has a Good Behaviour Code that describes the principles of ethics and integrity that apply to each of the Directors and the Members of the Executive Committee as well as all the employees and external collaborators. This Code deals with aspects of conflict of interest, professional secrecy, corruption, and misuse of corporate funds and even business gifts. Immobel has also a Dealing and Disclosure Code the main purpose of which is, among others, to ensure that Persons Discharging Managerial Responsibilities do not misuse, or place themselves under suspicion of misusing certain price sensitive information, ("Inside Information" as defined in the Dealing and Disclosure Code). Certain obligations are also imposed on persons closely associated with them (such as certain of their relatives or entities controlled by them). Compliance with these Codes is monitored by the Compliance Officer.

See also point C. "Control Activities", below.

E) Measures geared to ensuring the level of competence

- Competence of the Directors: given their experience, the Directors possess the competencies and qualifications necessary to assume their responsibilities, particularly in matters of finance, accounting, investment and remuneration policy.
- Competence of the Members of the Executive Committee and other staff: a recruitment process geared to the profiles required, adequate training and a policy of remuneration and evaluation based on the achievement of realistic and measurable goals make it possible to ensure the competence of Immobel staff.
- Immobel has introduced a remuneration procedure dealing with remuneration policy for the Directors and the Members of the Executive Committees, that complies with the requirements of the Law of 6 April 2010 on Corporate Governance and of the Code 2020. Any deviations to the Code 2020 are duly explained where required.
- Further to a benchmark, the Extraordinary General Meeting of May 28th, 2020 has, on proposal of the Remuneration Committee decided to revise and increase the remuneration of the non-executive Directors, effective as from financial year 2021.
- Currently two Performance Share Plans exist for some Members of the Executive Committee:
 - a first Performance Share Plan has been accepted on May 24th, 2017 by the Shareholders for the benefit of some Members of the Executive Committee (for the years 2017 up to 2019); and
 - a new Performance Share Plan was approved on May 28th, 2020 for the benefit of some Members of the Executive Committee for the years 2020 up to 2022.
- The Members of the Executive Committee, exercising a role of Country Managing Director, can benefit from a Long-Term Incentive Plan, incentivizing outperformance of the activity of the concerned country.

B. Risk analysis

Immobel regularly carries out risk identification and evaluation exercises. They are mapped out and formal action plans are drawn up to deal with those risks for which the level of control is deemed to be inadequate. The Audit & Risk Committee monitors the implementation of these action plans.

The principal risks to which Immobel is exposed are set out in detail in section I.B of the Directors' Report.

C. Control activities

The control activities correspond to the regulations and procedures used to deal with the principal risks identified. Here are the main regulations and procedures established within Immobel, we would like to mention:

- Feasibility studies are carried out systematically, allowing project margins to be monitored. The feasibility studies are then analysed by a financial controller, a developer, a technical director, the Head of Technical of the group and the CFO, together with the Executive Chair.
- The Executive Committee can, at its discretion, approve all decisions relating to the acquisition, development, syndication and divestment of assets, or in case of an asset developed in partnership or syndicated with a third party, the pro rata share of the Company therein, up to an estimated total investment cost of 70 MEUR per asset (which shall include the acquisition price and total development costs, such as construction costs, financing costs and fees payable to third parties) without prior consent of the Investment Committee or the Board of Directors. Furthermore, the Investment Committee can, at its discretion, mandate the Executive Committee to approve all decisions relating to the acquisition, development, syndication and divestment of assets, or in case of an asset developed in partnership or syndicated with a third party, the pro rata share of the Company therein, up to an estimated total investment cost of MEUR 200 per asset (which shall include the acquisition price and total development costs, such as construction costs, financing costs and fees payable to third parties), without prior consent of the Board of Directors.
- A review of the discrepancies between the budget and the actual financial situation of the projects is carried out on a quarterly basis by the finance department. Any significant differences observed are submitted to the Management bodies.
- The accounts department and future financial requirements are monitored, and regular reports submitted to the management bodies.
- The principle of multiple approvals exists at every phase of the engagement process. So, the double signature procedure applies to approval of all transactions and the signatories are specified in function of the sums involved in the transaction.

D. Information and communication

Immobel uses an appropriate software program as its financial management information system. The maintenance and development of this system is subcontracted to a partner.

Data continuity is also subcontracted to a partner who is contractually bound to follow a strict procedure to establish a reliable and secure information storage system.

The finance department of IMMOBEL is in charge of the closure process and drafting the Annual Report, the Consolidated Financial Statements drawn up according to IFRS standards and the Annual Accounts.

Communication with the personnel and the various employees of IMMOBEL is appropriate to the size of the business. It is based mainly on work sessions, verbal communications from the management to the personnel as a whole, or internal e-mail notes signed mostly by the Chief Executive Officer.

E. Supervision and monitoring

The Audit & Risk Committee is responsible for supervising internal control. Given the increased size and the activities of the Company and the Group, the Audit & Risk Committee will further assess in 2022 the necessity to create a position of internal auditor to assist it in this mission.

In order to evaluate the control environment regularly, the Audit & Risk Committee entrusts the auditor with certain specific missions involving more thorough examination of internal control, consisting of testing the existing controls and identifying possible weaknesses. The Audit & Risk Committee ensures that the recommendations are implemented if the need arises.

III. Rules and procedures

A. Transactions and other contractual relationships between the Company, including associated companies, with the Directors, the Members of the Executive Committee, and the other staff

During the financial year 2021, there were no transaction between Immobel (associated companies included) and a Member of its Management Team and no transaction between Immobel and its Directors, its Members of the Executive Committee, or its other Staff Members.

B. Law of September 3rd, 2017 on the publication of non-financial information and information relating to diversity

Under the new provisions of the said Act, Immobel specifies that the diversity policy applied in all company bodies goes beyond gender. Age and skills are also considered.

Diversity policy applied on the Members of the Board of Directors

Immobel's Corporate Governance Charter states that the composition of its Board of Directors guarantees decision-making in the interest of the company. To this end, the Board of Directors is attentive to gender diversity and diversity in general, as well as complementarity of skills, experiences, and knowledge. The provisions of article 7:86 of the Belgian Companies & Associations Code relating to gender diversity are respected in this regard.

Currently the Board of Directors is composed of seven Members. Following its adherence to the Corporate Governance principles contained in the Belgian Corporate Governance Code 2020, and more particularly provisions 3.1 and 3.3 of the said Code, the Board of Directors believes that this number is sufficiently small to allow for effective decision-making and sufficiently broad to ensure that its Members bring experience and knowledge in different areas and that changes in its composition are managed without disruption. Indeed, the Board of Directors shares the European Commission's view that diversity feeds debate, promotes vigilance, and raises the stakes within the Board. The quality of decisions is improved.

Following the diversity policy in force at Immobel during the year under review, the breakdown of the composition of the Board of Directors is as follows (per 31st December 2021):

- Experience & (Educational) Background mix, mainly in:
 - Real Estate & Finance: 5
 - Other (HR, Legal): 2
- Gender mix:
 - 4 M / 3 F
- Generation mix:
 - < 50: 0
 - > 50: 7
- Executive v. Non-Executive:
 - Executive: 1
 - Non-Executive: 6
- National v. Non-National:
 - National: 6
 - Non-national: 1
- Linguistic mix:
 - NL: 4
 - FR: 3.

Diversity policy applied to all staff, Members of the Executive Committee and of the Management Teams included

Immobel recognises its talented and diverse workforce as a key competitive advantage in the Real Estate business. Being successful as a company requires the quality and skills of all the employees and collaborators.

Immobel recognises that everyone brings its own experience and capabilities in their field of expertise. This diversity is a key element in being successful at all levels of the company. Diversity is recognised within Immobel as a business interest, leading to better overall performance and to high quality products, services, and business decisions.

Immobel strives to create a supportive environment where everyone can realise its full potential within Immobel, regardless of their differences. Immobel strives to employ the best employees and collaborators in their field of expertise to do the best job possible.

Immobel values the importance of reflecting the diversity of our customers and markets in its workforce. This diversity encompasses differences in gender, language, ethnicity, age, sexual orientation, religion, socio-economic status, experience, and education.

Immobel gives equal opportunities to individuals, regardless of their background, in its recruitment, retention and talent management in general. The diversity of the teams in all its aspects is a source of innovation, growth, and prosperity.

Immobel commits to:

- Encourage equality, diversity, and inclusion in the workplace as they are good practice and make business sense.
- Create a working environment free of bullying, harassment, victimisation, and unlawful discrimination, promoting dignity and respect for all, and where individual differences and the contributions of all staff are recognised and valued. This commitment includes training managers and all other employees and collaborators about their rights and responsibilities under the equality, diversity and inclusion policy.

Immobel considers the development of its staff as a priority. It ensures the motivation and involvement of its staff and ensures that they always have the skills required for the success of their assignments.

In other words, Immobel's HR ambition reflects its promises: improving and developing the Group's human capital, rich in diversity, through an open and innovative human resources policy and thus creating opportunities for everyone and building the future for its staff and customers.

Following this diversity policy that Immobel implemented in the year under review, the breakdown of the Immobel operational teams, in the six countries, is as follows (per 31st December 2021):

- Gender mix Board of Directors and its Committees:
 - Female: 3
 - Male: 6
- Gender mix Executive Committee:
 - Female: 0
 - Male: 5
- Gender mix Management:
 - Female: 8
 - Male: 23
- Gender mix Employees/ collaborators:
 - Female: 92
 - Male: 135
- Age mix:
 - < 50: 198
 - > 50: 29.

As part of its diversity policy, Immobel promotes diversity at all levels (operational teams, members of the Management Teams, Members of the Executive Committee & Directors).

C. Comments on the measures taken by the Company in the context of the Directive on Insider Trading and Manipulation of the Market

The Dealing and Disclosure Code intends to ensure that Directors, senior executives and other staff of Immobel and affiliated entities do not misuse information which they may have about Immobel and which is not available to other investors.

These rules have been supplemented by an internal note summarizing the main legal obligations in this matter, particularly considering the new Regulation on Market Abuse as entered into force on July 3rd, 2016, with a view to increasing an awareness of their obligations in those concerned.

The Compliance Officer is entrusted with ensuring compliance with said rules to reduce the risk of abuse of the market by insider trading. The Compliance Officer keeps lists of people who have or are liable to have privileged information and who have access to, may have access to or cannot reasonably be unaware of the privileged nature of this information.

These rules provide, among others, in:

- A prohibition against Persons exercising managerial responsibilities to carry out transactions on their own behalf or on behalf of a third party, whether directly or indirectly, relating to the shares or debt instruments of Immobel or to derivatives or other Financial Instruments linked thereto during the Closed Periods and the Prohibited Periods;
- The possibility given to the Compliance Officer, without being obliged, to authorize a Person exercising managerial responsibilities to negotiate during a Closed Period or a Prohibited Period (in specific cases);
- The obligation of Persons exercising managerial responsibilities to inform the Compliance Officer prior to the transaction, for their own account, on their own responsibility, relating to the shares or debt instruments of Immobel or to derivatives or other related Financial Instruments, outside the Closed Periods and the Prohibited Periods;
- The obligation of Persons exercising managerial responsibilities and persons closely associated with them to notify the Compliance Officer and the FSMA of any transactions they have made for their own account in shares or debt instruments of such Issuers or on derivative instruments or other related financial instruments. Such notification shall be made within three working days from the date of the transaction. This notification obligation does not apply as long as the total amount of transactions carried out during the same calendar year does not exceed the threshold of EUR 5,000. These persons obliged to notify may, but must not, authorize Immobel to make such notifications to FMSA on their behalf. In such cases, they must always notify Immobel of such relevant transactions promptly and no later than two working days from the date of the transaction;
- The obligation for Persons exercising managerial responsibilities to ensure that their investment managers, persons who organize or carry out business transactions on their behalf or any other person who organizes or carries out transactions on their behalf do not trade during the Closed Periods or the Prohibited Periods, including when the investment managers are authorized financial intermediaries acting under a fully discretionary investment management mandate.

During the past financial year, the job of Compliance Officer at Immobel was carried out by Joëlle MICHA.

Application of the rules cited above has not given rise to any difficulty.

D. Legal and arbitration procedures

The Board of Directors of Immobel assesses that, except those disclosed in the Note 32 to the Consolidated Financial Statements "Main contingent assets and liabilities", no governmental, legal or arbitration proceeding exists that reasonably may have, or have had in the recent past, significant effects on the financial position or profitability of the Company.

IV. Information about the issued capital

A. Shareholding structure

Based on the transparency declarations received by Immobel, following shareholders are the most important (since July 26th, 2021):

Shareholder	Voting rights	% of the gross number of shares ²⁵
A ³ Capital NV (and a related company) ²⁶ having its registered seat at 1020 Brussel, Abelenlaan 2	5,898,261	58.99%
Immobel SA/NV (own shares / Treasury shares) having its registered seat at 1000 Brussel, Regentschapsstraat 58	26,965	0.26 %

There are no special voting rights and, to the extent known by the Company, no shareholder agreements. Further to a decision of the Board of Directors, the dividend rights of the treasury shares kept by Immobel are suspended. In application of the Belgian Companies and Associations Code, these shares have no voting rights.

B. Elements that could have an influence in case of a takeover bid on securities issued by the company

During the General Meeting of May 28th, 2020, the Shareholders have authorized the Board of Directors:

- to increase the Company's capital by a maximum amount of 97,000,000 EUR, in one or more occasions, dates and manner to be determined by the Board of Directors, and for a term of five years from the publication of this authorization in the Belgian Official Gazette.

The Company may acquire or take as security its own shares under the conditions determined by the law. The Board of Directors is authorized to sell, on the stock exchange or outside, at the conditions it determines, without prior authorization of the General Meeting, in accordance with the law.

- for a term of 3 years dating from said Extraordinary General Meeting, to purchase or dispose of shares in the Company when this purchase or disposal is necessary to prevent any serious imminent harm. This authorization was granted for a period of three (3) years dating from publication of this authorization in the Annexes to the Belgian Official Gazette.
- to acquire or alienate shares of the Company to a maximum of twenty percent (20 %) of the issued shares at a price which will not be less than ten (10) EUR nor more than twenty percent (20 %) during the highest closing of the last five trading days of the Company shares on Euronext Brussels before the acquisition or alienation. This authorization is granted for a period of five (5) years from the date of the Extraordinary General Meeting of May 28th, 2020.

This authorization also applies to the acquisition of shares of the Company by a direct subsidiary according to article 7:221 of the Belgian Companies and Associations Code.

The Board of Directors has full powers to cancel the shares acquired by the company in this way, to have the cancellation certified by notarial act and to amend and coordinate the Articles of Association to bring them into line with the decisions taken.

The rules governing the appointment and replacement of Directors and the amendment of the Articles of Association shall be those provided by the Belgian Companies and Associations Code, as well as by the Corporate Governance Charter of Immobel.

The terms of change of control contained in credit agreements with financial institutions were approved by the General Meeting of 28th May 2020, pursuant to article 7:151 of the Belgian Companies & Associations Code.

²⁵ A gross number of 9,997,356 shares were issued.

²⁶ Companies controlled by Marnix GALLE.

V. Other contributors

A. Statutory Auditor

In application of article 41 of the Regulation (EU) N° 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC, Deloitte Réviseurs d'Entreprises SRL, represented by Kurt DEHOORNE, has resigned as Statutory Auditor of the Company with effect on April 15th, 2021.

As a replacement, KPMG Réviseurs d'Entreprises SRL, represented by Filip DE BOCK, has been appointed as Statutory Auditor for a period of 3 years. The mandate will expire after the Annual General Shareholders' Meeting of 2024.

Audit fees of KPMG Réviseurs d'Entreprises SRL charged to Immobil SA for the audit of the statutory and consolidated accounts amounted to 105 KEUR (excluding VAT). The fee for the audit of the statutory accounts of subsidiaries amounted to 160 KEUR (excluding VAT).

Total fees charged by the Statutory Auditor and his network in 2021 in the exercise of the mandate on Group level amounted to 451 KEUR (excluding VAT). In addition, the Statutory Auditor charged 82 KEUR for audit related services.

B. Central Paying Agent

BNP Paribas Fortis Bank is the Central Paying Agent of Immobil for an indefinite period. The remuneration of the commission amounts up to 0.20 % of the net amount (VAT excluded) of the coupon and of the income securities presented in a securities account.

Agreed during the Board of Directors of March 10th, 2022.

PIERRE NOTHOMB SRL
represented by Pierre Nothomb)
Director

A³ MANAGEMENT BV
represented by Marnix Galle
Executive Chair of the Board