

Public limited liability company  
Anspachlaan 1 - 1000 Brussels  
TVA BE 0405.966.675 RPM Brussels

## REMUNERATION POLICY

### 1. INTRODUCTION

Immobel NV/SA (the “Company”) is one of Europe’s leading real estate developers and offers real estate investments partnership solutions to institutional investors looking to develop acquisition, management and development strategies in real estate.

The levels and structure of the remuneration policy should be sufficient to attract, retain and motivate Directors and Members of the Executive Committee, to promote the achievements of (strategic) objectives in accordance with the Company’s risk appetite and behavioural norms and to promote sustainable value creation. The Company strives to have a diverse composition of both bodies with regards to gender, ethnicity, and generation. In accordance with the Belgian Code of Companies and Associations (the “CCA”) and more specifically article 7:89 and the recommendations of the 2020 Belgian Code on Corporate Governance (“Code”), the Company has established a new remuneration policy which describes the Company’s rationale on how they have developed the remuneration policies and practices in view of their specific context and strategy, considering relevant market practices and in line with the requirements of the Company’s Corporate Governance framework.

The new remuneration policy (the “Remuneration Policy”) has been approved by the Board of Directors on **September 14<sup>th</sup> 2023** and will be submitted to the annual general meeting of shareholders on **April 18<sup>th</sup> 2024**. If approved, the Remuneration Policy will be applicable with retroactive effect as of **January 1<sup>st</sup> 2024** and will replace the current remuneration policy.

The Company takes a proactive approach and continuously engages with our stakeholder environment to improve and adapt our remuneration policy where possible. One of the inputs which are actively monitored are the voting results on remuneration-related items at the annual general meeting.

In this regard, the annual general meeting of shareholders of 2023 (representing 62.57% of the share-capital) approved on April 20<sup>th</sup>, 2023 the latest remuneration report (by 5,897,955 votes “in favour”, 258,390 votes “against” and 92,733 abstentions) and the annual general meeting of shareholders of 2022 (representing 64.83% of the share-capital) approved on April 21<sup>st</sup>, 2022 the remuneration policy (by 5,914,437 votes “in favour”, 567,037 votes “against” and 114 abstentions).

### 2. SUMMARY OF THE KEY CHANGES TO THE EXISTING REMUNERATION POLICY

During the review of the current remuneration policy, the Company took the opportunity to explore current market practice, stakeholder views and societal trends and expectations, as well as developments in corporate governance into account when drafting the Remuneration Policy. The main changes to the current remuneration policy are listed below and more details are provided in the subsequent sections:

## **2.1. ALIGNMENT OF INCENTIVE OPPORTUNITIES**

To emphasize that the Executive Committee is operating as one team with one goal, we align the short-term and long-term incentive levels expressed as a percentage of base salary for all members (exception being the CEO).

## **2.2. ALIGNMENT OF PERFORMANCE MEASURES**

To further enhance the alignment between the Executive Committee members, we align the performance measures and their respective weighting in the short-term and long-term incentive plans (exception being the individual performance measures in the short-term incentive).

## **2.3. ALIGNMENT OF THE LONG-TERM INCENTIVE PLAN**

As the existing performance share plan expired in 2022, the Company intends to launch a new long-term incentive plan to further align Executive Committee members' long-term interests with those of the company, its share- and stakeholders. Simultaneously, all members of the Executive Committee will be eligible to participate in this plan in comparison to the current limitation to those in a Group function.

# **3. REMUNERATION POLICY FOR THE BOARD OF DIRECTORS (NON-EXECUTIVE)**

## **3.1. REMUNERATION PHILOSOPHY**

the Company wants to attract a diverse team consisting of individuals that combine expertise and passion for the real estate development business and strive to make the business grow, taking into account the governance and working procedures the Company has put in place. The Board remuneration aims to be competitive in both the Belgian and international setting, attracting experienced and impactful individuals that possess the ability to drive performance without overstimulating any risk-taking.

## **3.2. REMUNERATION STRUCTURE**

This remuneration includes a basic fixed remuneration and an attendance fee for the participation in the meetings of the Board of Directors, as well as for their participation to one or more committees of the Board of Directors or for each chairship of a committee.

- The non-executive directors do not receive any performance related remuneration that is directly related to the results of the Company and are compensated for their services in cash.
- The level and structure of the remuneration of the non-executive directors is determined based on their general and specific responsibilities, time commitment and market practice at both Belgian and European real estate companies.

Below you will find the summary table containing the remuneration levels applicable:

	Board of directors		Audit & risk committee		Investment committee	Nomination committee	Remuneration committee	
	Chair	Directors	Chair	Members	Members	Members	Chair	Members
<b>Annual fees:</b>	€ 400,000	€ 20,000	-	-	-	-	-	-
<b>Attendance fees:</b>								
<i>Physical meeting</i>	-	€ 2,100	€ 3,100	€ 2,100	€ 2,100	€ 1,050	€ 1,200	€ 1,050
<i>Phone meeting</i>	-	€ 1,050	€ 1,050	€ 1,050	€ 1,050	€ 525	€ 525	€ 525
<i>Half day site visit</i>	-	-	-	-	€ 1,250	-	-	-
<i>Full day site visit</i>	-	-	-	-	€ 2,500	-	-	-

The Company reimburses the Directors' international travel and accommodation expenses for attendance at the meetings and the exercise of their functions in the Board of Directors and its committees. Furthermore, the Company ensures it takes the usual insurance policies to cover the activities that the Directors carry out within the scope of their mandates.

Non-executive directors receive no annual bonus, nor share options, nor participation in retirement plans. They are not entitled to any kind of compensation when their mandate ends. In case a new (ad-hoc / temporary) committee is created, fee levels shall align with the Nomination and Remuneration Committee. The actual remuneration paid to the Supervisory Board members is disclosed in the annual remuneration report.

Notwithstanding Provision 7.6 of the Code, the non-executive directors are not partly remunerated in the form of shares in the Company. Nevertheless, the Board of Directors has invited all Directors to purchase shares of the Company for a minimum of EUR 20,000 (being the fixed annual remuneration) and to keep them at least one year after the end of their mandate.

### 3.3. OTHER & GOVERNANCE

#### 3.3.1. Decision-making process

The Board of Directors, upon proposal of the Remuneration Committee, validates the Remuneration Policy and proposes the Remuneration Policy to the annual general meeting of shareholders for approval. The Board of Directors assesses, on a yearly basis, if the Remuneration Policy needs to be adapted.

The Remuneration Committee assesses on a yearly basis if all elements of the Remuneration Policy are in line with the strategic objectives of the Company and proposes improvements to the Board of Directors, where deemed appropriate.

As mentioned in the Corporate Governance Charter all Directors (thus Members of the Remuneration Committee, or of any other concerned Committee) must avoid taking any action, position or interest that is, or appears to be,

in conflict with the interests of the Company. The provisions of the conflict of interest procedures set out in both the CCA and the Corporate Governance Charter shall be complied with at all times.

### **3.3.2. Duration of the agreements with the Directors**

According to the Articles of Association of the Company, the mandates of the Directors are fixed for a maximum period of four years but may be renewed. Board members are appointed and the length of their terms are approved by the annual general meeting of shareholders. They are at all times subject to dismissal by the annual general meeting of shareholders.

### **3.3.3. Share ownership guidelines**

Although encouraged, no minimum share ownership guidelines apply for the non-executive directors. (also see section 3.2).

### **3.3.4. Loans**

The Company does not grant any loans or guarantees to any of members of the Board of Directors.

## **4. REMUNERATION POLICY FOR THE EXECUTIVE COMMITTEE MEMBERS**

### **4.1. REMUNERATION PHILOSOPHY**

It is important that the Company is able to attract, motivate and retain Executive Committee members with the ability, experience, skills, values and ambition to deliver on the Company's (strategic) objectives and goals, support ImmoBel's purpose and promote its values.

The remuneration policy aims to support the business strategy, sustainability and long-term interests of the company and is built on following guiding principles:

- attract and retain top talent critical for the Company's business strategy;
- drive performance but not overstimulate risk-taking;
- stimulate and reward long-term value creation;
- balance our focus on short-term and long-term results; and
- reward fair and consistent.

### **4.2. REMUNERATION STRUCTURE**

The awarded remuneration to the members of the Executive Committee can include a basic (fixed) remuneration, a variable remuneration (short-term incentives, hereafter "STI" as well as long-term incentives, hereafter "LTI"), and other benefits in whatever form (contribution for vehicle expenses, health insurance).

Base salary (fixed)	
<i>Definition and purpose</i>	<i>Policy level</i>
Fixed cash payments intended to attract and retain talent critical for ImmoBel's business strategy and to reward fairly and consistent.	The base compensation (and any adjustments) are determined by the Board of Directors taking into account factors such as role responsibilities, performance and experience of the individual, internal pay ratios and external market data.
Short-term incentives	
<i>Definition and purpose</i>	<i>Policy level</i>
Variable cash incentives to which the achievements are linked to both collective and individual targets derived from the company's goal setting.	<p><b>CEO:</b></p> <p>On-target opportunity: 50 – 75% of base salary Maximum opportunity: 150% of the on-target opportunity For 2024, the on-target opportunity is set at 50% of base salary.</p> <p><b>Other Executive Committee members</b></p> <p>On-target opportunity: 50 – 75% of base salary Maximum opportunity: 150% of the on-target opportunity For 2024, the on-target opportunity is set at 50% of base salary.</p>
Long-term incentives	
<i>Definition and purpose</i>	<i>Policy level</i>
Variable equity incentive achievements to stimulate and reward long-term value creation as well as to align executive' and shareholder' interests.	<p><b>CEO:</b></p> <p>On-target opportunity: 60 – 90% of base salary Maximum opportunity: 150% of the on-target opportunity For 2024, the on-target opportunity is set at 70% of base salary.</p> <p><b>Other Executive Committee members</b></p> <p>On-target opportunity: 60 – 90% of base salary Maximum opportunity: 150% of the on-target opportunity For 2024, the on-target opportunity is set at 60% of base salary.</p>
Other	
<i>Definition and purpose</i>	<i>Policy level</i>
The benefits payments intend to attract and retain talent critical for ImmoBel's business strategy and to reward fairly and consistent and aligned with local market practices.	<p><b>All Executive Committee members</b></p> <p>Several other benefits can be provided such as a company car, mobile phone and other benefits.</p> <p>These members can also participate in an healthcare plan, life insurance plan and pension benefits.</p>

## 4.3. INDIVIDUAL ELEMENTS

### 4.3.1. Fixed remuneration

The fixed annual remuneration in cash of the members of the executive committee is determined by the Board of Directors upon the recommendation of the Remuneration Committee. In order to ensure the remuneration levels remain competitive and in line with market practice, compensation benchmarks are regularly conducted against a peer group consisting of Belgian and Western-European companies in the real estate sector of comparable size and complexity.

### 4.3.2. Variable remuneration

In addition to the fixed remuneration the Company offers variable remuneration through short- and long-term incentive plans. In the sections below the incentive plans are elaborated on further.

#### 4.3.2.1. Short-term incentives (STI)

The STI refers to the annual performance-related cash-based incentive which all Executive Committee members are eligible. The STI is designed to link individual and team remuneration to financial results of the company as well as individual contribution of the Executive Committee members.

The Board of Directors - upon proposal of the Remuneration Committee - defines the performance criteria, the respective targets and weightings of the STI for each member on an annual basis, reviews the performance at the end of each cycle, and approves the resulting pay-out to the individuals.

The selection of the financial and non-financial performance criteria (and the underlying targets), as well as the content and number of targets, may vary per Executive Committee member per year to ensure alignment with the key (strategic) priorities in that year. The Board of Directors will assess performance versus the targets set around the beginning of the performance period and grant a pay-out between 0% and 150% of the on-target opportunity.

The financial performance criteria can include (but are not limited to) measures related to profit, revenue, margin or return on equity whereas the non-financial focus on long-term value creation and objectives that determine sustainable growth, such as (but not limited to) diversity, engagement with all stakeholders, strategic thinking, leadership and commitment, interpersonal skills, etc. The performance measures selected – including their weighting and the performance achieved – will be disclosed ex-post in the remuneration report following the performance year.

Following the Extraordinary General Meeting of November 17th, 2016, it has been expressly provided in the articles of association that ImmoBel may derogate from the provisions in articles 7:91 paragraphs 1 and 2 and the last paragraph of article 7:121 of the Dutch Civil Code (DCC) of the CCA.

#### 4.3.2.2. Long-term incentives (LTI)

The LTI refers to the multi-year performance-related incentive plan for which all Executive Committee members are eligible. The LTI is designed to link individual and team remuneration to the long-term financial and non-financial

results of the company – aligning the Executive Committee members' interests with those of the company, share- and stakeholder community.

The Board of Directors - upon proposal of the Remuneration Committee - defines the performance criteria, the respective targets and weightings of the LTI for each member for each award under the plan, reviews the performance at the end of each cycle, and approves the resulting pay-out to the individuals.

The selection of the financial and non-financial performance criteria (and the underlying targets), as well as the content and number of targets, is aligned across the Executive Committee members to ensure alignment with the key (strategic) priorities. The Board of Directors will holistically assess performance versus the targets set around the beginning of the performance period and grant a pay-out between 0% and 150% of the on-target opportunity.

The financial performance criteria can include (but are not limited to) measures related to return on equity or (relative) total shareholder return whereas the non-financial focus on long-term value creation and sustainability. The performance measures selected – including their weighting and the performance achieved – will be disclosed ex-post in the remuneration report following the performance period.

Performance is measured after the full performance period is over (3 years) upon which payout level will be calculated. This LTI vests in tranches and payout (if applicable) will be in shares and intends to contribute to participant's alignment with Immobel's business strategy, long-term interests, and sustainability by incentivizing the beneficiaries to create shareholder value, in line with immobel's processes and procedure of its Governance framework.

In line with recent years and honouring a legacy arrangement, in addition to the LTI plan for all Executive Committee members, one of the Executive Committee members (hereafter "Member") can benefit from a Long Term Incentive Plan (hereafter "LTI"), based on outperformance of the company (details below)."

To benefit from this LTI, the ROE on group level needs to exceed 15% of the ROE (strategic threshold of the Company). A 15% of the Excess profit, above 15% of the ROE, can be granted to the Member. This LTI vests in tranches and paid in shares to align with shareholder interests, with payout occurring after the full performance period is over (3 years).

To stimulate sound risk management and sustainability, the variable remuneration is not vested immediately and can only be paid out after 3 years. To retain talent, the Company has also chosen only to vest these elements of the variable remuneration if the beneficiary is still active for Immobel.

### **4.3.3. Other & Governance**

#### **4.3.3.1. Duration of the agreements with the Members of the Executive committee**

The duration of the service provision contract with the Members of the Executive Committee varies in function of the terms and conditions of each contract concerned. The management agreement can be terminated by each party by observing a notice period.

The notice period or compensatory severance payment due by the Company in case of termination of contracts with the Member of the Executive Committee, under a self-employed status, active within Immobel is 3 months<sup>1</sup>. Exceptions can only be granted, after validation by the Board of Directors, on proposal of the Remuneration Committee. In any case, the notice period or compensatory severance payment due to a Member of the Executive Committee under a self-employed status can not amount to more than 12 months remuneration.

For those exercising their function under an employee status, the legal notice periods and modalities are applicable.

#### **4.3.3.2. Decision-making process**

The Board of Directors, upon proposal of the Remuneration Committee, validates the Remuneration Policy and proposes the Remuneration Policy to the annual general meeting of shareholders for approval. The Board assesses, on a yearly basis, if the Remuneration Policy needs to be adapted.

The Remuneration Committee assesses on a yearly basis if all elements of the Remuneration Policy are in line with the strategic objectives of the Company and proposes improvements to the Board of Directors, where deemed appropriate.

The remuneration of the individual members of the Executive Committee is determined by the Board of Directors in accordance with the Remuneration Policy. The Board of Directors approves the main terms and conditions of the contracts of the CEO and other members of the Executive Committee further to the advice of the Remuneration Committee. The provisions of the conflict of interest procedures set out in both the CCA and the Company's Corporate Governance Charter shall be complied with at all times. The Board of Directors includes provisions that would enable the Company to recover variable remuneration paid, or withhold the payment of variable remuneration, and specify the circumstances in which it would be appropriate to do so, insofar as enforceable by law.

#### **4.3.3.3. Temporary deviation**

In the event of exceptional circumstances, the Board of Directors may at its own discretion, upon recommendation of the Remuneration Committee, decide to temporarily deviate from the remuneration policy. A deviation for exceptional circumstances only covers situations in which the deviation from this remuneration policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability. Such exceptional circumstances include, but are not limited to, the outbreak of a crisis or serious financial turnaround requirements or serious illness or death of a Executive Committee member.

#### **4.3.3.4. New hire policy**

The Company's policy on recruitment is to offer a compensation package sufficient to attract, incentivize and retain an individual with the right set of skills for the role. When an individual is recruited externally, the Company will take into account the remuneration package of that individual in their previous role and seek to align the new Executive Committee member's remuneration package to the company's remuneration policy.

On occasion, the Company may offer compensation as sign-on payment and/or buy-out awards or other lost compensation which the candidate held prior to joining Immobel, but which lapsed when the candidate left their previous employer. Any such buy-out will be of comparable value to the arrangements forfeited and can be made

---

<sup>1</sup> Except the period of notice or compensatory severance payment due to A<sup>3</sup> Management BV (represented by Marnix Galle) and KB Financial Services BV (represented by Karel Breda) in case of termination of contracts, amounting respectively 12 months and 6 months.



in cash or shares. The rationale and detail of any such award will be disclosed in the annual remuneration report. Where necessary, additional benefits may also be provided, including (but not limited to) relocation support and other benefits that reflect local market practice and relevant legislation.

Any application of this deviation possibility will be disclosed and explained in the remuneration report.

#### **4.3.3.5. Clawback**

The Company can decide to implement a clawback policy in line with the highest standards of the Code. See also section 4.3.2.2 in respect of the possibility to recover or withhold the payment of variable remuneration. Any application of a clawback procedure will be disclosed and explained in the remuneration report.

\* \* \*

Established at the Meeting of the Board of Directors on September 14<sup>th</sup> 2023 and approved at the annual General shareholders meeting of April 18<sup>th</sup> 2024.

ADL CommV  
(represented by Astrid De Lathauwer)  
Chair of the Remuneration Committee

A<sup>3</sup> Management BV  
(represented by Marnix Galle)  
Executive Chair of the Board of Directors